GOVERNANCE PLAN 2026-27

Comments:
This policy is reviewed annually and approved by the Board. No significant changes have been made; the governance plan and appendices have been updated to reflect the Trust's current governance structure and practice.

The Partnership Trust
Company Number: 0778112
Registered office: Fosse Way School, Longfellow Road, Radstock, BA3 3AL.

Contents

Overview of relevant documentation for each element of Governance

All	Governance Plan: outlines the tiers and principals of governance across the Trust Scheme of Delegation: identifies the tier at which a function sits
Members	Articles of Association: sets out constitution of the Trust, specifying composition of the membership and how it conducts business
Trustees	Articles of Association: sets out constitution of the Trust, specifying composition of the Trust Board and how it conducts business Terms of Reference: the role of Trustees
Trust Board and sub-committees	Terms of Reference and Scheme of Delegation: specifying composition, remit and delegated functions
Local Governing Bodies (LGBs)	Terms of Reference and Scheme of Delegation: specifying composition, remit and delegated functions; Governance Handbook

Introduction and Overview

The purpose of this document is to set out the governance arrangements of The Partnership Trust ('TPT' or 'the Trust').

The Trust strives to create opportunities to develop voice and partnerships across our learning communities. The Trust has grown a community of schools supported by a network of quality assured services which ensure that schools remain legally and financially robust and are continually improving.

The Trust is a company with charitable status. The company number is 0778112 and the registered office is Fosse Way School, Longfellow Road, Radstock, BA3 3AL.

Schools of The Partnership Trust

The academies of TPT are known as 'schools' throughout this document

Cameley CofE Primary School
Castle Primary School
Chew Magna Primary School
Farmborough Church Primary School (CofE Primary School)
Fosse Way School
Hayesdown First School
Horrington Primary School
St Mary's CofE Primary School
The Mendip School
Marksbury Church of England Primary School
Moorlands Infant School
Moorlands Junior School
Nunney First School
Paulton Infant School
Pensford Primary School
Roundhill Primary School
Weston All Saints Primary School (CofE Primary School)

Ethos and Values

The Partnership Trust ('TPT') is founded upon the principle of partnership with a mission of 'excellence through collaboration and partnership'. Full details of the Trust's Mission, Vision, Values and Aims can be found in Appendix 6.

Our schools retain oversight of their own day-to-day management and unique character but operate within the shared values and commonly agreed practices of the Trust.

The Trust operates within a community of like-minded partners who share professional challenge and support within an atmosphere of trust and mutual respect.

Governance Structure

The Governance structure of TPT is the usual one adopted by most or all MATs. There are three main levels of governance and two main levels of executive authority.

The three levels of Governance are:

Level 1: Members (5)

- 1x Diocese of Bath & Wells Corporate Member
- 1x Chair of Board of Trustees
- 3 x Individual Member (cannot be a Trustee or Governor)

Level 2: Directors/Trustees (12)

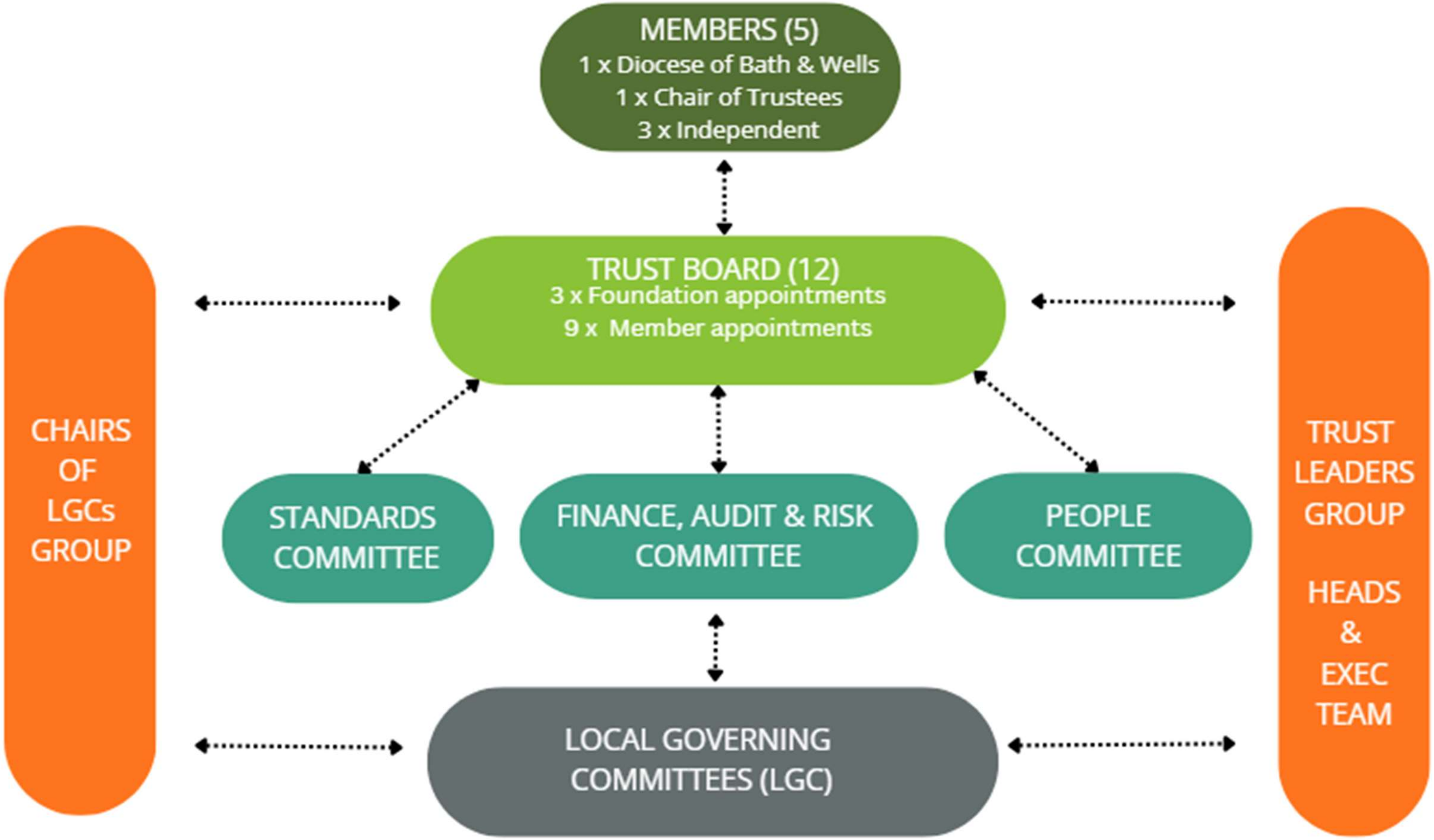
- 3 x Trustees appointed by Diocese of Bath & Wells
- 9 x Trustees appointed by the Members

Level 3: Local Governors (one Local Governing Committee per school or pair of schools)

- There are two types of Local Governing Committees (LGCs) – non-denominational and Church of England. Schools facing serious difficulties may have an Interim Executive Board (IEB) in place of a Local Governing Committee. Each LGC is a Committee of the Board of Trustees.

The Diagram setting out the Governance Structure is set out overleaf. Appendix 1 sets out information regarding the current members and trustees of the Trust.

The Partnership Trust Governance Structure



Principals of Good Governance

TPT Governance Structure sets out the fundamental principles of the Trust and together with the Articles of Association, the details set out in the Scheme of Delegation and the Terms of Reference, lays down the rules for its governance.

TPT recognises the importance of developing relationships with common purpose to realise the full benefits that collaboration within a MAT bring.

Financial governance at TPT is compliant with the principles and regulations set out in the Academy Trust Handbook. Governance is driven by a common understanding about who is responsible for providing valuable input to decision making and who has the decision-making responsibility.

Governance is supported by:

- The Members – 'the Guardians' of the constitution
- The Trust Board – Directors under company law and Trustees under Charity Law. (known as Trustees within TPT)
- Trust Board Committees
- Members of the Executive Team - The Chief Executive Officer (CEO), Chief Financial Officer (CFO), Director of Operations (COO), School Improvement Directors x 3 (SIDS)
- Governance Manager (GM)
- Clerk to Governors / Trust Governance Professional

The Trust Board has the overall responsibility and decision-making authority for all of the work of the Trust. The governance of each school shall be delegated to the relevant Local Governing Committee (LGC) as set out in the Scheme of Delegation.

TPT is committed to the highest standards of probity and to a culture of openness whereby anyone within TPT can raise concerns or issues and be taken seriously. TPT's Whistleblowing Policy supports this commitment and provides contact details should an individual feel the need to raise a concern.

Values:
The Trust's governance structure supports a culture that generates a shared and recognisable ethos across the Trust and its member schools, valuing the contribution of everyone within the Trust and the role of the individual.

Skills:
The Trust recognises and continually works to ensure that the Trust Board is comprised of high calibre Trustees, actively recruiting and developing its members and ensuring that there is an effective Chair with the necessary skills to govern and lead the organisation and oversee its growth.

Conducting Business:
The Trust Board is comprised of Trustees many of whom are professionals in their own right and chosen for the range of skills they collectively bring to the organisation. The Trust continually works towards achieving robust systems and processes for governance and oversight, including systems for reporting and analysing school performance data; financial planning, management and control, HR and other business processes and school improvement methodologies.

Risk:
The Trust Board includes members with financial and risk management skills ensuring that the Trust can fully discharge its financial, regulatory and risk mitigation responsibilities. The Executive Team have a strong understanding of financial, organisational and educational risks.

Terminology:
Within TPT, the Governors of the Trust are known as Trustees; members of Local Governing Committees are known as Governors. A Trustee holds legal responsibility for the conduct of the Trust and the academies (schools) within it. The Governors of the Local Governing Committees act as the 'critical friend' of the headteacher and senior leadership team, providing support and challenge.

All Members, Trustees and Governors will be expected to be familiar with and adhere to the following publications:

- The DfE Governance Guide for Academy Trusts
- The Academy Trust Handbook
- The Trust Code of Conduct for Trustees and Governors.

All Trustees will be expected to be familiar with [The Charity Commission Guidance - The Essential Trustee]: What you need to know. These documents set out:

- ➢ The 7 principles of serving in public life
- ➢ The key roles and responsibilities of Members, Trustees and Governors
- ➢ The commitments and time-expectations for Members, Trustees and Governors
- ➢ Guidance concerning confidentiality and conflicts of interest
- ➢ Duties of compliance, care and prudence relating to governance
- ➢ Person specification for Trustees and Governors

All Members, Trustees and Governors will be given copies of:

- o This Governance Plan
- o The Memorandum & Articles of Association
- o Scheme of Delegation, Terms of Reference and Standing Orders
- o List of current Trustees and members contact details
- o List of important dates (eg Board meetings, Annual General Meeting etc)
- o Contact details for the Chief Executive Officer and Chair of the Board
- o TPT's Governance Handbook
- o Keeping Children Safe in Education

Trustees and Governors can have easy access to all key documentation through GovernorHub.

Trustees and Governors will have access to a range of training provided by:

- The Trust itself
- The Diocese of Bath & Wells
- The Trust's legal advisers

- The Key for School Governors via GovernorHub
- Ad hoc training available from a range of organisations

The Chair of Trustees and Chairs of LGC's will be expected to link in with their equivalent networks in the locality.

Accountability for Decisions

The Trust Board delegates responsibility to two key groups in order to ensure the effective leadership and governance of the Trust. These are:

The Executive Team
Local Governing Committees

The relationship between the Trust Board, the Executive Team and the Local Governing Committees is characterised as a partnership to realise a common vision and purpose.

The Terms of Reference and Scheme of Delegation provide the clarity as to who the decision makers are for different levels of decision (see Appendix 3). These documents set out the terms for the working of the Board and its committees as well as guidance on the operational procedures to be followed by the Board and Committees, including LGCs.

Executive Team:
Many of the functions of the Board are discharged through a central professional team led by a Chief Executive Officer.

Details of the Executive Team Structure, their pen portraits and accountabilities are set out in Appendix 2.

Intervention

The Trust Board remains ultimately responsible for the Trust and the conduct of the schools. The operation of the various elements of Governance outlined in this document and its appendices are crucial to the success of the Trust. However, there may be circumstances when the Trust Board might need to intervene and, for example, withdraw delegated authority for a particular element of governance.

In such circumstances, the Trust Board, along with the Executive Team, would work closely with any schools concerned and those involved in their governance would be expected to promptly implement any advice or recommendations made by the Trust Board and Executive 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 are identified, including where:

- There are any concerns about financial matters
- Insufficient progress is being made against educational targets
- There has been a breakdown in the way in which the school is managed or governed
- The safety of pupils or staff is threatened.

The Purpose and Function of the Tiers of TPT Governance

The Trust is:

- A legal entity
- The holder of land titles
- A charitable company limited by guarantee
- A direct employer of staff

The Trust is required to have both Members and Trustees. The Trust Board decide how much responsibility for decision making it delegates and how much it retains. This information is contained in the Scheme of Delegation (see Appendix 3)

Details of the current Members and Trustees of TPT are set out in Appendix 1

Members: The role of Members is analogous to shareholders of a company, but they do not 'own' the Trust because profits cannot be distributed to them. They are guardians of, and control changes in the constitution of the Trust, ensuring that the charitable objects are fulfilled as set out in the Articles of Association and with the Department for Education's consent, they can them. They have an overview of the performance and governance arrangements of the Trust and have the power to appoint Trustees and remove them. Members are invited to all Trust Board meetings and receive minutes and papers pertaining to all Trust Board meetings.

The Trust Board (Trustees): The Trustees are appointed to sit on the Trust Board and are responsible for the corporate management of the company, overseeing the running of the Trust and determining its strategic direction, vision and ethos. They are responsible for ensuring compliance with charity and company law and the Trust funding agreement and are accountable to the Secretary of State for the performance of schools within it. The Board of Trustees oversee the financial performance of the Trust, ensuring its money is well spent and holding the Chief Executive Officer to account for the educational performance of the schools, pupils and performance management of its staff. The Board is responsible for decisions relating to delegation of their functions as set out in the Scheme of Delegation.

Trustees are also company directors and are registered with Companies House. They are personally responsible for the actions of the Trust and the academies within it and are accountable to the Members, the Secretary of State and to the wider community for the quality of the education received by all and for the expenditure of public money.

The roles of the Trust Board include:

1. Setting the vision, ethos and strategy for the Trust and its schools over the next 3-5 years.
2. Establishing the governance structures for the Trust, at all levels, in keeping with the Articles of Association.
3. Providing clarity, through the published terms of reference and the Scheme of Delegation, of the level governance functions are exercised, including:
    a. Determining each individual school's vision, ethos and strategic direction in keeping with the Trust's overall vision and strategic plan.
    b. Recruiting each school's head teacher
    c. Performance management of each school's head teacher
    d. Determining human resources policy and practice

e. Oversight of each school's budget
f. Assessment of the risks for each academy and for the Trust overall.

4. Setting the level at which the local governing bodies will have authority and accountability through the scheme of delegation
5. Contributing to the development of collaborative relationships between TPT schools and beyond the Trust
6. Ensuring that there is a strong and effective executive leadership structure and personnel in place across the Trust
7. Overview of the schools' education performance data
8. Ensure senior leaders within the schools are challenged to improve the education of pupils
9. Overview and scrutiny of the Trust's financial capability and management systems to ensure compliance with the Academy Trust Handbook and deliver best value for money
10. Developing the Trust Board to ensure that it has the capacity, skills and succession plans to have a positive impact on outcomes for pupils
11. Setting of Trust wide policies

The Trust Board will carry out a regular skills audit of its Trustees to ensure that the Trust Board has an appropriate balance of skills.

Trust Board Committees:

The Trust Board committees provide the detailed scrutiny of the prioritised risks and progress and will report to the Trust Board. The Trust Board's sub-committees will be:

Finance, Audit and Risk Committee: The Finance, Audit and Risk Committee will consist of Trustees of the Board and will report to the Trust Board

Standards Committee: The Standards Committee will consist of Trustees of the Board and will report to the Trust Board.

People Committee: The People Committee will consist of Trustees of the Board and will report to the Trust Board.

Pay Committee: The Pay Committee will consist of at least three Trustees of the Board and will report to the Trust Board.

Local Governing Committees (LGC): Each LGC is a committee of the Board of Trustees and has delegated powers set out in the Scheme of Delegation. The LGC ensures clarity of vision, ethos and strategic direction. It holds the Headteacher to account for the educational performance of the school and its pupils as well as monitoring the implementation of the School's Improvement Plan, ensures the schools funding is well spent and that the school is safe and welcoming.

The Trust Board retains the legal responsibility for these functions across the Trust as a whole but, in practice, delegates much of the practical exercise of them to the LGCs. The Scheme of Delegation ensures clarity about what aspects have been delegated and what remains under the purview of the Trust itself.

Chief Executive Officer (CEO): Provides the professional leadership of the Trust with responsibility for leading the development and growth of the Trust, its policies and school improvement strategy.

Headteachers: Responsible for the day to day running of the school. Working with the Trust Team and aided by School Governors they set the strategic direction of the school. Headteachers are responsible for establishing good working relationships with their Local Governing Committee and for working constructively with them to fulfil their function. Headteachers are responsible to the CEO.

Governance Plan 2026-27: Appendix 1

Pen Portraits of TPT Members and Trustees

MEMBERS	
Name of Member	**Background & Pen Portrait**
Alison Reevey	Chair of Trustees: See below under Trustee for pen portrait
Nominee of Diocese of Bath & Wells **Gillian Stobart**	Church of England Schools form part of the academies of TPT. The Bath & Wells DBE Trust was established in 2011 in order to offer a corporate representative to each mixed academy trust containing a church school, this was necessary as the DBE itself is not incorporated; every mixed MAT using church articles has the DBE Trust as a corporate member. As well as the generic responsibilities and duties of being a member of a charitable company, it is the DBE Trust's additional responsibility to safeguard and promote the values of the academy trust with respect to its church schools and its Christian ethos. Further to support and nurture the relationship between the trust and the Diocese of Bath & Wells. The corporate member works with the trust to appoint onto the board to ensure those appointed have the skills and expertise each board needs. The DBE Trust hopes to continue to strengthen links between itself, trusts and the local church and communities. The Diocese have nominated Gillian Stobart to take on the role of named member: Now retired, Gill has a background in retail and the voluntary advice sector. She currently sits on the Diocese of Bath and Wells Board of Education (DBE), chairing its Schools Organisation Working Group – part of that group's remit being governance. She is currently engaged in supporting a full governance review of the DBE. In the past she had been vice chair of governors of Chew Valley School, her local comprehensive and was also a trustee of the Bath and Wells MAT. She is a practicing Christian and an active communicant member of her local church. She has lead children's and young people's groups in the parish in the past and had been a churchwarden. She is currently the safeguarding officer for the parish.
Steve Murphy	Independent Member. Steve has spent the last 40 years working in Consumer Publishing and the related areas of advertising and marketing. During this time, he served as a director of a number well known international publishing companies and advertising agencies and has extensive senior management experience, exercising full operational responsibility for the commercial success of the companies in the role of both managing director and executive publisher. Steve has set up my own advertising & marketing consultancy, responsible for the development of strategic communication campaigns for well known blue chip clients in both the UK and overseas. Steve was formerly a Trustee of The Bath and Mendip Partnership Trust and sat as Chair of the Audit committee

Chris Nye	Independent Member Chris was a qualified teacher and educated to masters level. He was an HMI for ten years, during which time he led inspections of initial teacher education providers and schools. He also led specialist English subject inspections and was involved in a number of high profile survey inspections to identify good practice in schools. He was also link HMI to seven different local authorities. Before joining HMI in 2003, he held several senior management positions, including four headships. Since retiring from HMI in 2013, Chris has worked as a school improvement adviser, education consultant and part-time Ofsted inspector. Since retiring he has been a school governor and OPV at HMP Ashfield, as well as previously chairing the Board of Trustees of The Partnership Trust.
Nick Jones	Independent Member Nick has been a school governor since 2001 and was Chair of The Partnership Trust between 2014 and September 2021. Nick's involvement in education spans over forty years, eventually as a headteacher in the West Country and London. He was Head teacher of the first state funded school in the England to be sponsored by an overseas organization and founding leader of one of the innovative City Technology College as well as being actively involved in the creation of three Multi Academy Trusts. Nick was an educational consultant working in the UK and overseas and Senior Education Advisor for a national technical school's programme. He is heavily involved in supporting young people on the autistic spectrum, especially in projects that allow autistic young people to live independently in the community as well as being a Trustee of 'We the Curious' -Bristol's Millennium project - an innovative hand-on science learning centre.

TRUSTEES		
Name of Trustee	**Background & Mini CV**	**Knowledge, Experience and Skills**
Alison Reevey **Chair of Trustees**	Alison is a retired teacher and lecturer with over 40 years' experience working in the field of special education with a focus on autism. Alison was a member of the leadership team at Fosse Way School for many years and her roles included vice principal, director of SEND for the Trust and lead for the specialist autism support service. Alison was responsible for leading the development of specialist autism provision, post 16 provision, Project SEARCH and The Partnership Teaching School. Alison worked with TEACCH Autism Program at University of North Carolina for over 30 years as an Advanced Consultant, providing consultancy and training internationally. For several years she was the TEACCH training provider for The National Autistic Society. Alison has lectured at Bath Spa University on Master's degree in Autism and for several year was an academic tutor and lecturer on a BSc in Child and Adolescent Mental Health (University of Worcester). Alison has experience of all phases of education, a passion and wealth of experience in the special education sector, and a strong commitment to and knowledge of the Trust's vision, values and aims. Alison chaired the Trust's Standards Committee before becoming chair of the Trust Board in September 2025.	• Special and mainstream education • Governance • Finance and budgets • Stakeholder engagement • Leadership • HR
Fiona Randle **(DBE Appointment)**	Fiona has a Local Authority background and brings to the Trust 20 years' experience and detailed knowledge of schools gained from being manager in the capital building team of Bath and North East Somerset LA, planning and implementing numerous and varied school building schemes across authority, managing budgets, working in partnership with schools, dioceses and communities. Fiona chairs the Trust's Audit Committee.	• Capital Developments • School Finance

Dawn Wilde	An experienced HR Director with extensive board experience bringing a strong focus to developing, restructuring and implementing progressive HR and Business strategies that improve the performance of organisations. Particular skills in strategic planning, organisational change, reward and benefits, employee engagement, culture change, recruitment, performance management, leadership and development.	• HR • Charities • Business • Organisational change • Leadership
Paul Parry	A member of the Certified Chartered accountants and highly experienced business manager with strong financial and general management background and a wealth of board-level experience. Track record of creation and support of new businesses and of devising and implementing practical strategic plans and budgets.	• Finance and budgets • Risk Management • Project management • Compliance • Strategic planning and leadership
Kate Willis	Kate is an established Principal of a large secondary academy in South Gloucestershire, working as part of a large Trust. She has 20 years of experience in education and has a wealth of experience in Leadership, Teaching and Learning, Raising Attainment and Disadvantage. Starting her career with Teach First, Kate still firmly believes that education is the most powerful tool to help a child fulfil their potential.	• Mainstream education • Leadership • Finance and budgets • Stakeholder engagement
Mike Robinson	Mike brings a wealth of expertise in education and charity leadership to his role as Trustee. Previously serving as Governor of The Mendip School, Mike's career is marked by a strong commitment to supporting individuals with special educational needs and autism. Most recently, Mike retired as CEO of Prior's Court Foundation, a renowned charity dedicated to providing education and residential services to young people with complex autism. He also contributed to the autism community as a Trustee of Autism at Kingwood, a £10 million charity delivering supported living services for autistic adults. Mike's professional experience extends across both domestic and international education settings. He has led groups of schools as Managing Director for international networks in Eastern Europe, the Middle East, and China. Domestically, he served as Managing Director for a group of 12 special schools across the UK, bringing strategic oversight and operational excellence to these specialised educational environments.	• Business Strategy • Data analysis • Financial planning • Health and Safety • ICT knowledge • Project Management • Leadership • Education • Governance • HR

Brian Newbury	Dr Brian Newbury is a recently retired senior executive and governance specialist with over 40 years of experience in some of the most highly regulated global industries, including nuclear energy, oil and gas, and chemicals. His career spans technical, strategic, and operational leadership, including board-level roles focused on organisational growth, compliance, and risk assurance. Holding a PhD in Integrated Management Systems, Brian brings a systems-thinking approach to governance—centred on transparency, accountability, and institutional resilience. Alongside his professional work, Brian has contributed significantly to education and public service. He has chaired national and international technical committees, contributed to vocational education policy, and served as a NEBOSH examiner. His belief in education as a force for social mobility and civic responsibility underpins his commitment to supporting governance in the sector.	• Governance • Business Strategy • Risk Leadership • Technical & Operational Leadership • Health and Safety • Regulatory Knowledge • Education and Policy
Line Kristensen	Line Goodfellow-Kristensen is an experienced senior leader with a strong background in engagement, strategy and organisational development. She currently works as the Director of Fellowship (Membership), where she leads a department and plays a central role in governance, risk management, and organisational transformation. Her work includes responsibility for a seven-figure budget and generating £6.8 million annually through diverse fundraising channels, including individual giving, legacies and major donors. Line's career has spanned campaigns, marketing across digital and print channels, and community engagement, giving her extensive skills in communication, stakeholder relationships, and data-led decision-making. She has also gained valuable governance experience through her involvement with the RSA, where she has served on the Nominations and Governance Panel, supported the Fellowship Council, and contributed to board-level processes including the Annual General Meeting. Holding a Bachelor's Degree in International Law from the University of Hull, she also brings a professional coaching qualification from Henley Business School, advanced training in market and social research, and accreditation as a Certified Digital Marketing Professional.	• Leadership • Governance • Marketing & Communication • Fundraising • Data & Analysis • Risk & Compliance • Technology • Local Community Links
Richard Harrison	Richard has over 36 years' experience in education, including 31 years as a teacher, deputy headteacher and headteacher in Bristol primary schools, followed by five years as a Local Authority School Improvement Adviser for Bath & North East Somerset. Throughout his career he has been	• Primary education • School leadership and headship

	committed to improving educational outcomes for children and supporting school leaders to drive sustainable improvement. Richard holds a BA (Hons) in Humanities and a PGCE, and is a qualified Ofsted Inspector, Headteacher Mentor (Headlamp) and Headteacher Performance Management Assessor. His extensive expertise in school leadership, governance, educational improvement, strategic planning and data analysis will provide valuable support and challenge to the Trust Board. Now retired, Richard is keen to continue contributing to education by supporting The Partnership Trust in delivering high-quality education and opportunities for all pupils.	• School improvement • Strategic planning • Governance • Ofsted and school inspection • Educational standards and outcomes • Data analysis and performance monitoring
Vacancies: There are currently three vacancies on the Board of Trustees		

Governance Plan 2026-27 – Appendix 2

The Executive Team

The Leadership and Accountability Structure of TPT during 2026-27 is as follows:

a. **Chief Executive Officer (CEO) and Accounting Officer (AO) – Emily Massey:** Ultimately responsible to the Trustees and Members for the functioning of TPT. The CEO reports directly to the Chair of Trustees. The Executive Team report directly to the CEO.
b. **Director of School Improvement (Curriculum & Assessment) – Sarah Savage**
c. **Director of School Improvement (Disadvantaged & Christian Distinctiveness) – Vicky Dupras**
d. **Director of School Improvement (Safeguarding & Inclusion) – Chris Cannings**
e. **Chief Financial Officer (CF0) – Jonathan Wilmshurst:** Jon oversees the Trust's financial operations.
f. **Director of Operations – Samantha Vernau**: Sam overseas the Trust's operational functions.

Pen Portraits of the Executive Team

Name of Senior Leader	Pen Portrait
Emily Massey **CEO**	• Experience of teaching and leading in mainstream schools and special schools nationally and internationally • Delivery of training needs to mainstream and special needs colleagues on a variety of subjects specific to SEN and behaviour as well as leadership courses for teachers, assistant heads and deputies across mainstream and special school sectors. • Working with outreach teams to support mainstream colleagues working with children with autism and challenging behaviour • Successfully opening a new school for 120 children with Autism • Supporting Fosse Way Leadership team during three of its outstanding Ofsted inspections and leading on its most recent outstanding inspection • Specific interest in curriculum design, Autism research and how to support learners with autism and additional needs to make both outstanding academic and social progress.
Sarah Savage **School Improvement Director**	• Led Maths and Assessment in school as part of the Senior Leadership Team in a church school for 5 years. • 6 years Deputy Head experience in a large, successful, primary school leading on Teaching and Learning, Assessment, Maths. Experienced NQT mentor. • 8 years spent with the Local Authority as a Primary Consultant. Experienced at supporting schools in all Ofsted categories to make improvements to practice and outcomes. Senior Primary Consultant with responsibility for leading the Primary Team and Assessment practice (including statutory assessments)

	• Detailed knowledge and experience of Maths, Assessment for Learning and Statutory Assessment. • Wealth of experience of providing high quality training on Maths, Assessment, Data Analysis and Leadership over the last 16 years to teachers, teaching assistants, early, middle and senior leaders, governors and parents. • Regularly offer demonstration lessons in schools to remain in touch with the realities of teaching.
Vicky Dupras **School Improvement Director**	• Over 14 years' experience as Headteacher in both small urban schools and a large coastal school • 5 years Deputy Head experience in a mid-sized rural primary school with a nursery setting • Experience and success in working as a Literacy Consultant for the Local Authority • Expertise in leadership development and strategic planning • Experience in developing Church Schools • Supporting and developing SEND provision for vulnerable pupils and families across a number of schools within a mainstream setting. • Proven success in supporting learners returning to a mainstream setting, or securing appropriate specialist placements.
Chris Cannings **School Improvement Director**	Pen Portrait to follow
Jonathan Wilmshurst **Chief Finance Officer**	• Experienced finance professional with 20+ years' working in a variety of sectors • Qualified with the Chartered Institute of Management Accountants • Has worked for many well-known organisation such as; The BBC, NHS, TSB as well as charities, B&NES local authority and the local government office • Has 6 years' experience within the educational sector working as a part of the finance leadership team for a large MAT
Samantha Vernau **Director of Operations**	• Qualified solicitor with over 15 years experience in private practice • Has worked within education sector for 11 years with experience across range of educational professional support areas • Experience as LGB Chair and IEB member • Delivers training and support to Governing Bodies and clerks. • Board Governance Professional and Company Secretary experience • Member of the Chartered Governance Institute

The Partnership Trust

Scheme of Delegation
2026-2027

Approved by the Board of Trustees
Date: September 2026

1. The Partnership Trust ("the Trust") operates the family of academies ("Schools"). It is a company limited by guarantee and is an exempt charity which means that although it has the responsibilities that are placed upon charities it is not required to be registered with the Charity Commission or file documents there. The Trust is constituted under Articles of Association which set out the purposes ("Objects") and powers of the Trust and how these are to be exercised. The Objects cannot be changed although they can be added to with the approval of the Secretary of State and the Charity Commission.

   The Objects of the Trust as set out in the Articles are:-

2.1 to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing Academies which shall offer a broad and balanced curriculum and which:

*(i) shall include Church of England Academies ("**Church Academies" and each a "Church Academy"**) designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and*

(ii) may include other Academies whether with or without a designated religious character;

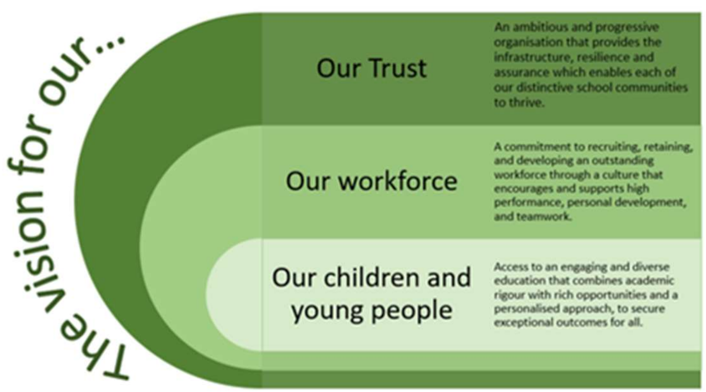
but in relation to each of the Academies to recognise and support their individual ethos, whether or not designated Church of England. Where an Academy is designated or recognised as a Church Academy, in relation to the ethos and religious education provided at the Academy the Directors shall have regard to any advice and follow any directives issued by the Diocesan Corporate Member; and

2.2 to promote for the benefit of the inhabitants of the areas in which the Academies are situated the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.

2. As a company limited by guarantee and to meet the requirements of company law the Trust has a dual governance level. It has:
   - Members, the equivalent of shareholders in a commercial limited company, and
   - Trustees, who are the directors of the company and who together comprise the Trust Board ("TB") and who report and are accountable to the Members.

3. <u>Mission, Vision and Values</u>

There is an expectation that all involved with governance of the Trust and Academies are committed to undertake their roles in line with Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.



4. Members

The Members have overall nominal responsibility for the Trust but they exercise their functions through the Trust Board. Each Member guarantees to contribute £10 if the Trust were to become insolvent and be wound up – that is the "guarantee" implied by the term "company limited by guarantee". The powers and duties of the Members in broad terms are:

- To appoint and remove Trustees
- To maintain the Membership and to appoint Members
- To approve any proposed changes to the Articles of Association
- To receive the annual accounts of the Trust

Further information regarding the obligations of members are set out in the Articles.

5. Trustees

The Trustees are the directors of the Trust. They are accountable to external agencies, including the Charity Commission and Department for Education for the quality of education they provide and are required to have in place systems through which they can assure themselves of quality, safety and good practice. For those schools with The Trust that are Church of England Schools, the Trustees are also accountable to the Diocesan Board of Education (DBE) to ensure that the school is conducted in accordance with their requirements. Trustees have a duty to act in the fulfilment of the Objects

6. The TB has overall responsibility for the operation of the schools. In order to discharge these responsibilities, Trustees delegate functions that are specific to the individual schools to committees – known as Local Governing Committees ("LGC") and it delegates certain of its functions that relate to the Trust as a whole to other committees of the TB. The Executive Team ("ET")(made up of the Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") Director of Operations (COO), Director of Education (DED), Director of School Improvement (DSI), Director of Safeguarding (DS) Executive Principals ("EP")), have delegated responsibility for the day to day operation of the Trust and each School has a Headteacher ("HT") who reports to the CEO and has delegated responsibility for the operation of the individual School.

7. In law the TB and its committees are a corporate body, which means:

- no Trustee can act on her/his own without proper authority from the Board;
- Trustees carry equal responsibility for decisions made in accordance to their level of governance;
- although appointed from different backgrounds and with different skills, the overriding concern of all trustees is the welfare of the Trust as a whole.

8. This Scheme of Delegation explains the ways in which the Trustees fulfil their responsibilities for the leadership and management of The Trust, the roles and responsibilities of the Trustees and members of Local Governing Committees (“LGCs”) to ensure the success of The Trust. The Trustees are accountable in law for all decisions about the Trust and its schools. It is vital to ensure there are systems in place so the Board is assured of the quality of education as well as the safety and good practice of activity within the Trust. However, this does not mean the Board is required to undertake all tasks or make all the decisions itself. This document sets out delegations by the Board within the governance structure of the Trust.

9. This document will be reviewed by the Board at least annually and has been put in place from the effective date in accordance with the provisions of the Articles. The intention of this document is to:
    - Set out delegations for specific areas of activity or decision making in a clear, usable format
    - Provide clarity, consistency and avoid duplication or overlap in governance
    - Seek to place governance decision making as close as possible to the point of impact.

10. This document does not lay out every legal responsibility of the TB or every activity in the remit of its stakeholders; rather it is concerned with the core activities that are carried out within each area of delivery.

11. The Trust’s approach to governance allows it to adapt to the different needs of the schools. There may be circumstances when the Board will need to intervene and choose to withdraw specific delegated authorities although these are expected to be the exception rather than the rule. Possible examples where this may be required include, but are not limited to, significant concerns within a school which may relate to safeguarding, finance, educational performance or an adverse Ofsted inspection. The TB has the right to take any necessary action where it feels that there is cause for concern within a school.

12. The Scheme of Delegation and Terms of Reference should be read alongside the Articles, annual agenda planner, Financial Regulation and policy schedule. These documents cover governance delegations but are in addition to the Trust’s financial and HR delegations. They are informed by an assumption that functions will be carried out in line with agreed Trust policies or approaches. In addition, where any significant concerns or issues arise, and in line with Trust policies as well as regulators’ requirements, it is recognised that these may be raised by exception with the Board or other Trust stakeholders.

13. Trustees and all who have delegated responsibility are required to ensure that no conflict of interest arises. They are required to disclose and declare any business interests. A “Personal Financial Interest” is defined in Articles 6.5 to 6.9 and is widely drafted to include companies in which the Trustee has an interest as well as interests of family members and those with whom the Trustee has business or other close relationships.

    In addition, all Trustees and those with delegated responsibility are required to observe The Trust Code of Conduct, this includes the Nolan Principles.

Audience
This document is designed for use by key governance stakeholders within the Trust as well as externally. It will be made available on the Trust's website.

Structure
The document is divided into key areas of responsibility and activity. The main approval levels used in this document are:

Approve	Responsible for approving a document or process and, where appropriate, determining how the task will be undertaken including defining appropriate milestones and targets to be reported against. Where this relates to appointments, for example of a lead trustee role, this is included in the delegations as '**Appoint'**.
Consulted	Will be consulted as part of the process of completing a task. Their contributions *may* inform the approach or decision.
Deliver	Operationally responsible for undertaking a task and reporting on its delivery at suitable intervals. It is recognised that the person responsible for delivering specific areas of work may draw on other resources or work with colleagues. As an example, whilst the Headteacher's '**deliver'** the budget for their own school, they will work with other colleagues, including those in finance, in order to do this.
Informed	Will receive one-way information on decisions or approaches.
Monitor	Will consider actions being planned or taken or progress made as part of the process of completing a task. Where required, this monitoring role may include suggesting action to be taken to contribute to the task being delivered appropriately.
Prepare	Responsible for developing documents or information, processing and collating information for approval or review. It is recognised that the person responsible for preparing specific areas of work may draw on other resources or work with colleagues.
Recommend	Will make recommendations as to how a task, decision or approach should be undertaken or completed. The recommendation will *usually* inform the approach or decision.
Report	Responsible for reporting on the delivery of tasks, in some cases after a review of delivery undertaken by others or drawing on input from colleagues, for example on financial monitoring or reporting. The document refers to internal reporting, for example from the CEO to the Board, but does not seek to capture external reporting, for example to the ESFA or Companies House.
Review	Responsible for reviewing whether a task is being carried out satisfactorily and, where appropriate, requiring action to be taken to ensure task is delivered appropriately.

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
1	**BEING STRATEGIC**					
1.1	Trust Mission, Vision and Values	**Prepare** (i.e. develop high level thinking and approach/ consultation for any significant review) and **approve**	Committees: **informed** and may be **consulted** as part of significant review	**Prepare** (i.e. develop detail and documentation including **consulting**), then **recommend**. **Deliver** and **review**	Expect to be **consulted** for significant review. **Informed** on approaches	Expect to be **consulted** for significant review or change. **Informed** on approaches
1.2	Trust strategy and key priorities	**Prepare (i.e. develop high level thinking and approach/ consultation for any significant review) and approve**	Committees: **informed** and may be **consulted** as part of significant review	**Prepare** (i.e. develop detail and documentation including **consulting**), then **recommend**. **Deliver** and **review**	**Informed** on approaches	**Informed** on approaches
1.3	Apply Trust strategy to individual schools			**Prepare** and **deliver**	Expect to be **consulted** for significant review. **Informed** on approaches	Expect to be **consulted** for significant review. **Informed** on approaches
1.4	Trust Improvement Plan (TIP)	**Approve** and **review**	Committees: **review** areas relevant to each committee	**Prepare** and **deliver** in line with vision and strategy, meeting external expectations or requirements	Contribute through SIPs plans which inform TIP. **Informed** on TDIP.	Contribute through SIPs which inform TDP. **Informed** on TIP.
1.5	Risk Management and control	**Approve** Risk Management Policy. **Review** and **approve** annually risk register informed by Committee and CEO reports	FAR: **review** regular reports from CEO. **Recommend** Risk Management Policy to Board Standards: **review** key risks relevant to committee People: **review** key risks relevant to committee	**Prepare and deliver** risk register for Trust**, review** and **report** on risk management, risk register and controls for Trust and schools. **Recommend** Risk Management Policy to Audit and Finance Committee	**Informed** on key risks for school.	**Prepare** and **deliver** risk questionnaire for school. Update and **report** to CEO **Report** to LGC on key risks and issues for school

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
1.5	Trust Growth and Significant Change	**Approve** in line with Trust vision and strategy. **Approve** timeline, due diligence and delivery plan for any new school being considered	FAR: **review** due diligence for any new school and make **recommendations** to Board Standards: **review** relevant information, **report** to Board People: **review** relevant information, **report** to Board	In line with vision and strategy, **review** and **recommend** possible schools to join Trust to Board or **report** information to Audit and Finance Committee. **Deliver** decisions made	**Informed** on decisions. May have role working with new schools as identified by Board or CEO	**Informed** on decisions. Expected to have role working with new schools as identified by Board or CEO
2	**GOVERNANCE**					
2.1	Trust Governance structure, delegations incl. terms of reference	**Approve** annually	Board Committees: **consulted** and **deliver** for committees; **informed** on overall approach	**Prepare**, **review** and **recommend** proposed approach **informed** by consultation, compliance and Trust practice. **Deliver** delegations for TL	**Deliver** LGC delegations; **informed** on overall approach	**Informed** on overall approach. **Deliver** on HT delegations and **inform** LGC delegations.
2.2	Trustee Recruitment	**Review** skills audits and **recommend** appointment of Trustees in line with Articles. **Approve** process and timeline to seek potential new Trustees	FAR and Standards: **consulted** on skills gaps for committee	**Prepare** periodic skills audits to identify gaps, and **deliver** induction/ training. **Consulted** on Trust needs and gaps **Deliver** support and **report** to Board (and Members/ Diocese) on Trustee recruitment and eligibility	**Informed**	**Informed**
2.3	Appointment or removal of Members in line with Articles	**Informed**				
2.4	Appointment or removal of Trustees in line with Articles	**Recommend** to Members appointment of Trustees where appropriate **Recommend** to Members any decision to suspend or		**Deliver** support and **report** to Board (or Members) regarding any possible need to suspend or disqualify a Trustee in line with Articles	**Informed**	**Informed**

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
		remove Trustees in line with Articles				
2.5	Appointment of Board Chair, Vice-Chair and Link trustee roles	**Appoint** in line with Articles **Appoint** link trustees with portfolio for Safeguarding, Vulnerable Pupils, H&S, Careers and Quality of Education.	Standards Committee: Trustees on Committee to be appointed as lead Trustees for Safeguarding, Vulnerable Pupils, Quality of Education and Careers. FAR Committee: Trustees on Committee to be appointed as lead Trustees for H&S.	May be **consulted** to make **recommendations** to Board	**Informed**	**Informed**
2.6	Appointment of LGC chairs	**Appoint**			**Recommend** LGC Chair	**Consulted** and **Informed**
2.7	Appointment of LGC members (Governors)	**Approve** composition and **informed** of members **Approve** process for appointment of parent and foundation LGC members and informed of members		Consulted and informed on appointment of LGC members. **Prepare** induction and training plans	**Review** membership and skills needs/ gaps, seek and **appoint** community governors. **Monitor** parent governor elections and appointments of parents and **inform** TB regarding adherence to process **Appoint** link Governors in accordance with Governance Handbook. **Deliver** induction/ training in line with Trust plans	**Deliver** skills audit to identify gaps. **Deliver** process for election of parent governors. **Report** to LGC and CEO on process/ election **Deliver** induction/ training in line with Trust plans
2.8	Appointment governance professional for Trust and LGCs	**Appoint** Clerk to the Board and TB Committees	Committees: **consulted** on appointment of Clerk to committee	**Consulted** and **recommend** Clerk to Board. **Appoint** Clerks to LGC	**Informed** on appointment of Clerk for LGC	**Informed** on appointments

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
2.9	Review of Board and committees and LGCs	**Approve** approach and any changes – likely to be involved in **delivery** of any review	Committees: expect to be **consulted** from committee perspective	Where requested by Board, **prepare**, **deliver** and **report** to Board	Expect to be **consulted** from LGC perspective	Expect to be **consulted** from school perspective
2.10	Schedule of Board and committee meetings and business	**Approve** schedule and priorities across governance operation	Committees: **deliver** in line with Trust schedule	**Prepare**, **recommend** and **deliver** in line with Trust schedule	**Informed** on Board schedule. **Deliver** LGC meetings to align with Trust schedule	**Prepare** and **recommend** to LGC and **deliver** in line with Trust schedule
2.11	Commission external review of board effectiveness every three years	**Approve** approach **Review** reports and **approve** actions or recommendations. Provide report to Members	Committees: **consulted** from committee perspective, where required	**Prepare** and **deliver** approved approach for review and approved actions arising, drawing on external expertise where required, and **report** to Board.	**Informed** on report – expect to contribute from LGC perspective, where required	**Informed** on report – expect to contribute from school perspective, where required
2.12	Register of Business Interests	**Receive, review and monitor** registers of business interest for all Trustees; Members; Governors; Executive Team and Headteachers		**Prepare** and **deliver** Register of Business Interests for Executive, Trustees and Members and report to Board. **Review** and **report** to Board on school level registers.	**Receive, review and monitor**	**Prepare** and **deliver** Register of Business Interests for school governors and HT.

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
2.13	Determine trust-wide policies which reflect the trust's ethos and values	**Consulted, deliver, informed, prepare, recommend, report or review in line with policy schedule approved by Board. The policy schedule will set out specific roles and responsibilities including for review and approval of individual policies**				
3	**EDUCATION, CURRICULUM, & SCHOOL PERFORMANCE**					
3.1	School Improvement Plans (SIPs)	**Review** and **approve** SIPs	Standards: **review** CEO reports on SIPs and **recommend** SIPs to Board **review** CEO actions/ progress	**Prepare** overall approach and template, consulting with schools. **review** each SIP - likely to contribute to HTs preparation. **Review** progress and **report** to Standards Committee	**Consulted** on and **Recommend** to Trust Board **Monitor** progress	**Consulted** on approach and template. **Prepare** and **deliver** SIP in line with Trust approach, consulting with LGC and CEO. **Report** progress to LGC and CEO.
3.2	Trust and school academic targets	**Review** and **approve** SIPs	Standards: **review** Trust and school targets and actions/ progress	**Prepare** overall approach and template, consulting with schools. **Approve** and **review** Trust and school targets - likely to contribute to HTs preparation for school **Receive** termly reports from HTs on progress/ plans and **report** to Standards Committee	**Consulted** on school targets and **monitor** progress	**Consulted** on approach and template. **Prepare** school targets, consulting with SC, consultation for TL review. **Deliver** approved targets and **report** to TL and SC on progress/ plans

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
3.4	Trust Curriculum principles & provision	**Approve** recommendation from Standards Committee	Standards: **review** and **recommend** to Board	**Prepare** and **deliver** in line with Trust vision and **recommend** to Standards Committee	**Informed** to monitor alignment of school approach	**Consulted** on Trust curriculum principles
3.5	School curriculum intent & provision incl. EYFS and 6th form		Standards: **review** TL reports on implementation in schools and actions/ progress	**Approve, monitor** and **review** each school's curriculum- likely to contribute to HTs preparation. Provide **report** to Standards Committee on implementation in schools	**Consulted** as HT develops school approach. **Informed** on implementation	**Prepare** and **deliver** in line with approved Trust Principles and in consultation with CEO and LGC and **report** to CEO and LGC
3.6	Policies and practice for teaching, learning and pedagogy		Standards: **review** approach, effectiveness and reports on implementation or changes required.	As per policy schedule, **prepare, recommend/ approve** policies and practice across Trust, consulting with schools **Deliver** on Trust wide basis. **Review** implementation and **report** to Standards Committee	**Approve, review** and **monitor** implementation of relevant policies for school in line with policy schedule.	**Consulted** on Trust wide approach. **Deliver** for school in line with approved approach. **Report** to CEO and LGC including any issues with implementation.
3.7	Strategy for Pupil Premia, to include Pupil Premium, Sports Grant and other grants	As per policy schedule, **approve** relevant policies **Review** reports from Standards Committee	Standards: **review** approaches, effectiveness and reports on implementation or changes required in line with policy schedule. **Recommend** to Board	**Prepare** and **approve** policies and practice across Trust, consulting with schools. **Review** implementation and **report** to Standards Committee	**Approve** school plans and **monitor** school implementation. **Appoint** lead LGC member for Pupil Premium	**Consulted** on any Trust wide approach. **Prepare** and **deliver** for school informed by Trust strategy **Deliver** any recommendations from audits or reviews. **Report** to CEO and LGC

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
3.8	Behaviour Policy	**Review** reports from Standards Committee	Standards: **review** approaches, effectiveness and reports on implementation or changes required.	**Review** implementation and **report** to Standards Committee	**Approve** school plans and **monitor** school implementation	**Prepare** and **deliver** for school informed by Trust strategy **Deliver** any recommendations from audits or reviews. **Report** to CEO and LGC
3.9	Attendance Policy	**Approve** any Trust wide approach and relevant policies and practice **Review** reports from Standards Committee	Standards: **review** approaches, effectiveness and reports on attendance.	**Review** implementation and **report** to Standards Committee	**Review** school plans and **monitor** school implementation	**Deliver** for school in line with approved approach. **Report** to CEO and LGC including any issues with implementation.
3.10	Complaints	**Approve** any Trust wide approach and relevant policies and practice **Review** attendance reports from Standards Committee		**Recommend** policies and practice across Trust, consulting with schools. **Review** implementation and **report** to Board	**Monitor** school implementation of policy	**Deliver** procedures in accordance with policy **Report** to LGC through HT Report
3.11	Equalities	**Approve** Trust wide approach and relevant policies and practice **Review** reports from CEO		**Recommend** policies and practice across Trust, consulting with schools. **Review** implementation and **report** to Board	**Monitor** school implementation of policy	**Deliver** procedures in accordance with policy **Report** to LGC through SIP

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
3.12	Exclusions	**Approve** Trust wide approach and relevant policies and practice **Review** approaches, effectiveness and reports on implementation or changes required.	Standards: **review** approaches, effectiveness and reports on implementation or changes required. **Recommend** policies to Board in line with policy schedule.	**Recommend** policies and practice across Trust, consulting with schools. **Review** implementation and **report** to Standards Committee	**Monitor** school implementation **Establish** committees in connection with Exclusions required by Policy.	**Deliver** procedures in accordance with policy **Report** to LGC and CEO
3.13	Admissions Arrangements	**Approve** Trust wide approach and relevant policies and practice **Review** reports from Standards Committee	Standards: review reports from CEO on admission arrangements FAR: **review** Planned Admission Numbers (PAN) and **recommend** to Board	**Prepare** and make **recommendations** to Trust Board on Admission Arrangements in **consultation** with Diocese, HT and LGC **Review** and **monitor** admissions; and pupil numbers across the Trust and **report** and **recommend** actions to the Board **Review** and **recommend** to the Board Planned Admission Numbers in **consultation** with LGCs	Make **recommendation** on admission arrangements for school and PAN **Establish** admission committee to **monitor** admissions; **approve** ranking of bulk admissions and **determine** admittance over PAN or refusal of place in line with Trust policies and procedures	Make **recommendation** to LGC on Admission Arrangements and PAN **Report** to LGC on school admissions. **Deliver** admissions in line with determined Admission Arrangements and Admissions Code
3.14	Safeguarding oversight, policies and procedures Note: lead Trustee roles included under 'Governance'	**Review** and **Approve** Admission Arrangements Determine Admission appeals in line with Admissions Code and Trust Admission Arrangements **Approve** Planned Admission Numbers (PAN)	Standards: **review** reports from CEO on implementation, compliance or policy/procedure changes required. Make **recommendations** to Board	**Prepare** and make **recommendations** to Board/ Standards Committee on Trust policies and procedures. **Consult** with schools. **Deliver** on Trust wide basis **Review** implementation and report to Standards Committee	**Review** and **monitor** school implementation. **Approve** school elements of policy and **appoint** lead LGC member for safeguarding. **Informed** on DSL & LAC teachers for school	**Consulted** on Trust wide approach. **Deliver** in own school, compliant with Trust approach. **Deliver** any recommendations from audits or reviews

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
						Report to CEO and LGC.
3.15	Determine strategy for SEND provision	**Review** and **approve** Trust policies and procedures. **Review** reports from Standards Committee or CEO on implementation and compliance	Standards: **review** approaches and progress. Make **recommendations** to Board	**Prepare** and make **recommendations** to Standards Committee on policies and procedures.	**Consulted**	**Consulted** on Trust wide approach. **Prepare** and **deliver** for school approach **informed** by Trust strategy.
3.16	Apply SEND policy and practice Note: lead trustee roles included under 'Governance'.	**Review** and **approve** Trust policies and procedures **Review** reports from Standards Committee or CEO		**Deliver** on a Trust wide basis. **Informed** on school approach **Review** implementation and **report** to Standards Committee	**Approve** and **monitor** school elements including annual SEND report and **appoint** lead LGC member for SEND.	**Deliver** recommendations from audits or reviews. **Report** to CEO and LGC
3.17	Set term days and school INSET days			**Approve** term dates and inset days; report to Board on completion of process	**Consulted** on term dates and inset days, **receive** report from HT and **recommend** additional INSET days to CEO	**Consult** with LGC
3.18	Set times of school day			**Approve** proposed changes to set times of school day	**Consulted** on proposed changes; **receive** report from HT and **recommend** changes to CEO	**Consult** with LGC, parents and other stakeholders. **Report** and **recommend** to LGC
4	**STAKEHOLDER ENGAGEMENT**					

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
4.1	Publication of information on Trust and school websites	**Informed** requirements are met across Trust	Committees: **informed** Trust and school requirements are met and any related issues	**Prepare** and **deliver** information and its publication in line with requirements. **Report** Board requirements are met	**Informed** requirements are met for school.	**Deliver** for school and **report** to LGC and CEO
4.2	Trust branding (including logo)	**Informed** requirements are met across Trust **Approve** Trust branding		**Prepare** and **recommend** to Board. **Deliver** on Trust wide basis implementing approved approach		**Consulted** with on school perspective. **Deliver** for school
4.3	School branding (including logo)			**Approve** school branding		**Deliver** for school and **recommend** any changes to CEO
4.4	Stakeholder engagement for Trust including partners, parents, pupils and local communities	**Approve** any Trust wide approach. **Review** reports on implementation of approved plans including feedback Expected to have role to **deliver** including Trust and liaise with CEO.	Standards: **review** reports and make **recommendations,** including changes needed in policies or approach, to Board	**Prepare**, **recommend** and **deliver** on Trust wide approach. **Report** to Standards Committee on implementation of plans including feedback received, in line with approved approach	**Informed** by CEO on stakeholder perspective for information	**Informed** by CEO on stakeholder perspective on information
4.5	Stakeholder engagement at school level including partners, parents, pupils and local communities			**Report** to Board on feedback received, in line with approved approach	Subject to approved approach, expected to have role to **deliver** or **monitor** communication with local school stakeholders,	Subject to approved approach, **deliver** for school and report to CEO

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
					including parent community, and **report** to CEO and HT	
5	**FINANCIAL MANAGEMENT AND INTERNAL CONTROL**					
	These areas of delegation will be delivered in line with the Trust's financial delegations which will be set out in a separate document					
5.1	Financial Regulations, financial and asset management policies and procedures to ensure compliance across Trust & schools	**Approve** policies and practice across the Trust **Review** reports from Audit and Finance committees	Finance and Audit: **review** CEO reports on compliance and make **recommendations** to Board	**Prepare** and **recommend** approach informed by consultation, compliance requirements and Trust practice **Review** implementation and provide relevant **reports** to Audit and Finance committees		**Deliver** compliance in school. **Report** any material issues or non-compliance to CEO and, where required, actions/ progress
5.2	Setting Trust budgets (excluding school budgets)	**Approve** policies and practice across the Trust **Review** reports from Audit and Finance committees	FAR: **recommend** budgets for Trust to Board	**Prepare** budgets for Trust **Recommend** to Audit and Finance Committee.		
5.3	Setting budgets for individual schools	**Approve** annual and longer term budgets for Trust	Audit and Finance: **recommend** budgets for schools to Board	**Prepare** budget for schools **Recommend** to Audit and Finance Committee. Expect iterative process with HTs to prepare school budgets	**Informed** on school budget	**Prepare** budget for own school – in discussion with and support from CFO and **inform** LGC

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
5.4	Monitoring and reporting on Trust and school budgets	**Approve** annual and longer term budgets for schools	FAR: **review** management accounts and reports on central services; **report** to Board on key issues or deviation from budget Standards: **review** use of Pupil Premia, **report** to Board on key issues and budget	**Prepare** and **report** to FAR Committee for schools with management accounts circulated to Board & Chair of Board **Deliver** and **report** on Trust/ central budget. **Report** to Standards Committee on use of pupil premia budget	**Informed** on delivery of school budget and monitoring to support understanding of use of resources and delivery of school improvement plans	**Deliver** approved school budget and **report** to LGC and CEO for any deviation from budget, in line with financial delegations (i.e. inform CEO, report to LGC)
5.5	External auditors and audit	**Review** reports from FAR Committee **Recommend** appointment of external auditors to Members for approval	FAR : **review** reports on external auditors and bankers, **report** or **recommend** to Board. **Review** reports and **recommend** to Board on policies and procedures	**Report** to FAR Committee on actions to: **review** performance of internal or external auditors; **deliver** process for auditors' appointment, for external auditors **report** to Members; **prepare** and **recommend** policies, procedures, appointments, reports for internal controls/ audit, **report** information from internal auditors/ third parties. If required, **recommend** change in bankers **Report** any material non-compliance to Audit and Finance Committee and Board		
5.6	Produce annual report and accounts in line with the Charity Commission's Statement of Recommended Practice	**Approve:** policies and procedures and any appointments or reports for internal controls and audit;	FAR Committee: review annual accounts including against budgets and monitoring; **review** reports from auditors and CEO, **review** annual report and accounts and **recommend** to Board	**Report** information from auditors and progress of actions/ reports to FAR Committee. **Prepare** info for audit and annual report with schools' and external input. **Deliver** required reports and return to ESFA. Monitor and review actions arising.		

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
				Recommend to FAR Committee		
5.7	Internal audit; internal controls		FAR: **Monitor** internal audit findings	**Prepare** info for audit **Report** to Audit and Finance Committee on actions to: **review** performance of internal auditors		**Deliver** in school (for example meeting requests from auditors **Report** on progress, including highlighting any concerns to CEO/CFO. **Report** any material non-compliance in line with internal controls and, where required, actions/ progress
5.8	Bankers for the Trust	**Review** internal audit reports **Review** and **approve** annual report and internal audit plan	**Review** reports and **recommend** to Board on policies and procedures or appointments	If required, **recommend** change in bankers		
5.9	Fixed Asset Register	**Approve:** appointment of bankers	FAR : **Review** Fixed Asset Registers and report from CEO. **Recommend** to Board	**Prepare** Trust wide template **Review school level fixed asset registers** **Prepare**, **report** and **recommend** to FAR Committee**.**		**Prepare** Fixed Asset Register for own school – in discussion with and support from Executive Team.
5.10	Reserves	**Review** reports from FAR Committee and **approve**	FAR: **Review** report from CEO. **Recommend** to Board for approval	**Prepare** Trust Policy and approach and **recommend** to Audit Committee		

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
6	**PREMISES, ICT AND HEALTH & SAFETY**					
6.1	Estate Management Plan including improvement plans and priorities for premises maintenance and development.	**Approve** Trust wide policies, plans, priorities and associated budgets **Review** reports from Audit and Risk Committee	FAR: **review** policies, plans, priorities, delivery incl. major capital projects make **recommendations** to Board. **Review** reports on implementation	**Prepare** and **deliver** Trust policies, plans, priorities and associated budgets, make **recommendations** to FAR Committee and **report** on progress towards implementation	**Informed** on priorities for school in line with Trust policy and budgets. **Informed** on capital projects delivered by Trust **Monitor** delivery of school priorities	**Prepare** school priorities, **report** to CEO and **inform** LGC; where required by CEO, **contribute** to development/ delivery For capital projects delivered by Trust, **consulted** for school
6.2	Accessibility plan	**Approve** Trust wide policies, plans, priorities and associated budgets **Review** reports from Audit and Risk Committee	**Review** reports on implementation	**Report** on implementation and delivery in schools	**Approve** school plans and **monitor** school implementation	**Deliver** for school. **Report** to CEO and LGC including any issues with implementation.
6.2	Health & Safety	**Approve** Trust wide policies, plans, priorities and associated budgets. **Review** reports from Audit and Risk Committee	FAR: **review** policies, plans, priorities, reports and **recommend** to Board	**Prepare** and **deliver** Trust policies, plans, priorities and actions, **review** reports from HTs, **monitor** Trust and school action plans and make **recommendations** to FAR Committee	**Approve** school level policy **Review** action plans and priorities and **monitor**. **Monitor** compliance	**Consulted** on Trust wide approach. **Deliver** in own school, compliant with Trust approach. **Deliver** any recommendations from audits, including action planning, or reviews **Report** to CEO and LGC
7	**STAFFING, HUMAN RESOURCES, AND PAY**					

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
	These areas of delegation will be delivered in line with the Trust's HR and financial delegations which will be set out in separate documents					
7.1	HR Policies, Strategy & Practice	As per policy schedule, **review** and **approve** HR policies and practice to ensure compliance including with statutory requirements		As per policy schedule, **prepare**, **recommend**/ **approve** policies and practice across Trust. **Deliver** across Trust and report to Board		Where required by CEO, **consulted** on policies and practice. For school, **deliver** and **inform** CEO on issues to inform development of policies and practice
7.2	Staff structure and any proposals for restructuring or redundancy	**Approve** central Trust staff structure. **Review** and **approve** proposals for staff structure in schools, including any restructuring or redundancy	FAR: **review** reports from CEO and **report** to Board on plans and progress **Recommend** proposals to Board in line with delegations	**Prepare, recommend** to FAR Committee and **deliver** central Trust staff structure in line with budget. **Review** HT reports on delivery of schools' staffing structure. **Consult** with HT and **Review** changes to staffing structure	**Review** HT reports on delivery of school's staffing structure **Informed** on any material changes in staff structure by HT	In line with budgets, **prepare, recommend** and **deliver** school staffing; **consult** with CEO any proposals for restructuring. **Report** to LGC on staffing structure
7.3	Appointment and Dismissal of CEO and Accounting Officer	**Deliver** and **approve** drawing on external expertise as considered necessary	People: **review** succession plan; may make **recommendations** on pay and conditions		**Informed** of decision	**Informed** of decision
7.4	Appointment of central Trust staff including the Chief Financial Officer and Company Secretary	**Approve** CFO and Company Secretary appointments - expect Chair (or their delegated		For CFO and Company Secretary appointments only: **deliver** recruitment process including sit on panel and making **recommendations** to Board	**For Executive Team appointments:** **Informed** of decision	**For Executive Team appointments:** **Informed** of decision

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
		trustee) to be involved in process as part of panel All other central staff: **Informed** by CEO of decisions		All other central staff: **deliver** and **approve** appointments in line with policy, budget and approved staffing structure		
7.5	Appointment of Headteacher	**Approve** appointment **Consulted** on process - expect Chair of Board (or their delegated trustee) to be **informed** by CEO and involved as part of panel	Committees **informed** of decision	**Deliver** process for appointment and **recommend appointment** to Board	**Consulted** – expect LGC Chair (or their delegated LGC member) to sit on panel	
7.6	Appointment of school senior leadership and other staff		Finance & Audit: **informed** of any staffing deficits	In line with budgets, structure and HR delegations: will **consult** with HT on appointments. **Report** to Finance and Audit on staffing deficits	**Informed** of decisions.	In line with budgets, structure and HR delegations: will **consult** with CEO and **deliver** and **approve** appointments
7.7	Internal Headteacher appointments (movement within the Trust)	**Approve** appointment	Committees **informed** of decision	**Deliver** process for appointment and **recommend appointment** to Board	**Informed** of decisions	
7.8	Dismissals of staff		Finance and Audit: Headteacher/Central Trust staff: **informed** All other staff: **informed** through HR reporting	HT and Central Trust staff: **approve** and **deliv**er in line Trust HR Policies All other staff: **consult** with HT	Informed as appropriate in line with Trust HR Policy and practices (may be involved in panel)	Consult with CEO and deliver in line with HR Polices
7.9	Appraisal and pay for CEO	**Approve** in line with Trust HR Policies	Pay Committee: **Recommend** CEO pay			

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
7.10	Appraisal and performance management for Executive Team	**Deliver** performance management **approve** pay review recommendations, drawing on external expertise as required	Pay Committee: **review** CEO report and **recommend** to the Board	**Deliver** performance management and make **recommendations** to Pay Committee		
7.11	Appraisal and performance management for Headteachers	**Approve** pay recommendations from Pay Committee	People Committee: **review** CEO report	**Deliver** performance management, make **recommendations** to Pay Committee	LGC Chair (or their delegated LGC member) **consulted** for comment and LGC **informed** on completion of process	
7.12	Appraisal and performance management for all other central team staff	**Approve** performance management and pay policies in line with policy schedule May be involved to **review** or **approve** any appeals in line with approved policy	People: **review** CEO report on process and consistency of approach	**Deliver** and **approve** performance management and **report** to Pay Committee on process, completion and consistency		
7.13	Appraisal and performance management for all other school staff			**Informed** on completion of process **Approve** pay recommendations from HT	**Informed** on process, completion and high-level outcomes.	**Deliver** performance management in line with policy. **Report** on process, its completion and **recommend** to CEO for approval
7.14	Staff development			In line with delegations, budget and policy: **approve** opportunities OR **recommend** opportunities or expenditure to Board	**Informed** by HT for school and **monitor**	In with delegations, budget and policy delegations: **approve** opportunities for

Ref	Area	Trust Board	Board Committees (Standards, FAR & People)	CEO/Executive Team	Local Governing Committee (LGC)	Headteacher (HT)
				Prepare, **deliver** and **report** to Board.		school staff OR **recommend** to CEO **Report** on plans and delivery to LGC and CEO

The Partnership Trust

Terms of Reference and Standing Orders 2026-2027

The Partnership Trust
Company Number: 0778112
Registered office: Fosse Way School, Longfellow Road, Radstock, BA3 3AL.

Contents:

Glossary of abbreviations

Accounting Officer (note the CEO is also the Accounting Officer)	AO
Articles of Association	Articles
Chief Executive Officer	CEO
Chief Financial Officer	CFO
Company Secretary	CS
Diocesan Board of Education	DBE
Directors of School Improvement	DSI
Trust Governance Manager	GM
Executive Team (comprising of CEO, CFO, COO, DSI)	ET
Headteacher	HT
Local Governing Committee	LGC
Academies within the TPT	Schools
The Partnership Trust	The Trust
The Trust Board	TB

A: Introduction

1. The Partnership Trust ("the Trust") operates the family of academies ("Schools"). It is a company limited by guarantee and is an exempt charity which means that although it has the responsibilities that are placed upon charities it is not required to be registered with the Charity Commission or file documents there. The Trust is constituted under Articles of Association which set out the purposes ("Objects") and powers of the Trust and how these are to be exercised. The Objects cannot be changed although they can be added to with the approval of the Secretary of State and the Charity Commission.

2. The Objects of the Trust as set out in the Articles are:-

2.1 to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing Academies which shall offer a broad and balanced curriculum and which:

*(i) shall include Church of England Academies ("**Church Academies" and each a "Church Academy"**) designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and*

(ii) may include other Academies whether with or without a designated religious character;

but in relation to each of the Academies to recognise and support their individual ethos, whether or not designated Church of England. Where an Academy is designated or recognised as a Church Academy, in relation to the ethos and religious education provided at the Academy the Directors shall have regard to any advice and follow any directives issued by the Diocesan Corporate Member; and

2.2 to promote for the benefit of the inhabitants of the areas in which the Academies are situated the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.

3 As a company limited by guarantee and to meet the requirements of company law the Trust has a dual governance level. It has

- Members, the equivalent of shareholders in a commercial limited company, and
- Trustees, who are the directors of the company and who together comprise the Trust Board ("TB") and who report and are accountable to the Members.

4 Members

The Members have overall nominal responsibility for the Trust but they exercise their functions through the Trust Board. Each Member guarantees to contribute £10 if the Trust were to become insolvent and be wound up – that is the "guarantee" implied by the term "company limited by guarantee". The powers and duties of the Members in broad terms are:

- To appoint and remove Trustees
- To maintain the Membership and to appoint Members
- To approve any proposed changes to the Articles of Association
- To receive the annual accounts of the Trust

Further information regarding the obligations of members are set out in the Articles.

5 Trustees

The Trustees are the directors of the Trust. They are accountable to external agencies, including the Charity Commission and Department for Education for the quality of education they provide and are required to have in place systems through which they can assure themselves of quality, safety and good practice. For those schools with The Trust that are Church of England Schools, the Trustees are also accountable to the Diocesan Board of Education (DBE) to ensure that the school is conducted in accordance with their requirements. Trustees have a duty to act in the fulfilment of the Objects

6 The TB has overall responsibility for the operation of the schools. In order to discharge these responsibilities, Trustees delegate functions that are specific to the individual schools to committees – known as Local Governing Committees ("LGC") and it delegates certain of its functions that relate to the Trust as a whole to other committees of the TB. The Executive Team ("ET")(made up of the Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") Director of Operations (COO), and the Directors of School Improvement (DSI), have delegated responsibility for the day to day operation of the Trust and each School has a Headteacher ("HT") who reports to the CEO and has delegated responsibility for the operation of the individual School.

7 In law the TB and its committees are a corporate body, which means:

- no Trustee can act on her/his own without proper authority from the Board;
- Trustees carry equal responsibility for decisions made in accordance to their level of governance;
- although appointed from different backgrounds and with different skills, the overriding concern of all trustees is the welfare of the Trust as a whole.

8 This Scheme of Delegation explains the ways in which the Trustees fulfil their responsibilities for the leadership and management of The Trust, and the roles and responsibilities of the Trustees and members of Local Governing Committees ("LGCs") to ensure the success of The Trust. The Trustees are accountable in law for all decisions about the Trust and its schools. It is vital to ensure there are systems in place so the Board is assured of the quality of education as well as the safety and good practice of activity within the Trust. However, this does not mean the Board is required to undertake all tasks or

make all the decisions itself. This document sets out delegations by the Board within the governance structure of the Trust. This document will be reviewed by the Board at least annually and has been put in place from the effective date in accordance with the provisions of the Articles.

The intention of this document is to:

- Set out delegations for specific areas of activity or decision making in a clear, usable format
- Provide clarity, consistency and avoid duplication or overlap in governance
- Seek to place governance decision making as close as possible to the point of impact.

9 This document does not lay out every legal responsibility of the TB or every activity in the remit of its stakeholders; rather it is concerned with the core activities that are carried out within each area of delivery.

10 The Trust's approach to governance allows it to adapt to the different needs of the schools. There may be circumstances when the Board will need to intervene and choose to withdraw specific delegated authorities although these are expected to be the exception rather than the rule. Possible examples where this may be required include, but are not limited to, significant concerns within a school which may relate to safeguarding, finance, educational performance or an adverse Ofsted inspection. The TB has the right to take any necessary action where it feels that there is cause for concern within a school.

11 The Scheme of Delegation and Terms of Reference should be read alongside the Articles, annual agenda planner, Financial Regulation and policy schedule. These documents cover governance delegations but are in addition to the Trust's financial and HR delegations. They are informed by an assumption that functions will be carried out in line with agreed Trust policies or approaches. In addition, where any significant concerns or issues arise, and in line with Trust policies as well as regulators' requirements, it is recognised that these may be raised by exception with the Board or other Trust stakeholders.

B: Conflicts of Interest

1. Trustees and all who have delegated responsibility are required to ensure that no conflict of interest arises. They are required to disclose and declare any business interests. The current Articles provide: -

   "Any Director who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Director shall disclose that fact to the Directors as soon as he becomes aware of it. A Director must absent himself from any discussions of

the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Company (including fulfilling its charitable objects[1]*) and any duty or personal interest (including but not limited to any Personal Financial Interest)" (Article 97)*

A "Personal Financial Interest" is defined in Articles 6.5 to 6.9 and is widely drafted to include companies in which the Trustee has an interest as well as interests of family members and those with whom the Trustee has business or other close relationships.

2. In addition, all Trustees and those with delegated responsibility are required to observe The Trust Code of Conduct, this includes the Nolan Principles

C: Trust Board

1. In accordance with the Trust's Memorandum and Articles of Association and funding agreement, the TB has the overall legal responsibility and accountability for all statutory functions of the Trust and for the performance of all schools within the Trust. Trustees have the power to direct change where required.
2. The TB has the duty and responsibility in law to conduct the business of the Trust subject to company and charity law, the Articles and any direction from the members. Although they can choose to delegate certain powers (subject to the Articles), they cannot give up these duties to a third party.
3. The TB has the right to review and adapt its governance structure at any time, this includes removing any delegation.
4. Functions: The TB focuses on the three core functions of governance:
    - Ensuring clarity of vision, ethos and strategic direction;
    - Holding the CEO to account for the educational performance of the schools and their pupils, and the performance management of staff; and
    - Overseeing the financial performance of the Trust and making sure its money is well spent.

5. Composition: Up to 12 Trustees appointed by the Members (9 Trustees), Diocese of Bath and Wells (3 Trustees)
6. Trustees are appointed based on skills identified through skills audit of the TB.
7. No Trustee should be a member of an LGC.
8. A Trustee cannot be an employee
9. Frequency of Meetings: At least five each year convened on seven clear days' notice except in emergency when as determined by the Chair

10. The TB is permitted to exercise all the powers of the Academy Trust, and may delegate some of their powers and functions. The TB will delegate to the Chief Executive Officer responsibility for the day-to-day operations of the Trust.

The TB has responsibility for:

- Protecting the interests and assets of the charity and its schools;
- Safeguarding the charitable objects;
- Setting the Vision, Values and Ethos of the Trust
- Ensuring children, staff and volunteers within the MAT are appropriately safeguarded;
- Group strategy, management and governance; and
- Financial and educational performance.

Note, this is not an exhaustive list and all Trustees should familiarise themselves with the Trust's Articles of Association, Scheme of Delegation and Funding Agreements.

The TB's Scheme of Delegation (Appendix 3) is reviewed annually and sets out what the Board has opted to delegate to its committees and executive leaders on the understanding that they will carry out their delegated duties strictly in line with committee terms of reference and Delegation Matrix (Appendix 3b) and to maximise effectiveness, efficiency and impact from the Trust's governance arrangements. The TB may delegate such authority as it deems appropriate to a Local Governing Committee but the TB remains collectively responsible for every decision made by a Local Governing Committee. Decisions made under delegated authority must at all times be in line with the values of the Trust. Consequently, the Trust will not: (a) restrict its own ability to withdraw such delegation at any time, with or without notice; or (b) delegate authority to a Local Governing Committee to act in a way inconsistent with any of the Trust's published policies and procedures.

11. Chair's Emergency Powers

The TB is a corporate entity and its power and authority rest with the TB as a whole. On occasions however the Chair , or in the absence of the Chair the Vice-Chairs, may take such action as the Chair may think fit to protect the interests of the Trust, any school within the Trust, any student or employee of the Trust or any other member of the school community in circumstances where, in the opinion of the Chair (or in their absence Vice-Chair), it would not be reasonably possible to convene a meeting of the TB or a relevant Committee or LGC in the time necessary to protect such interests. Any such action must be reported to the TB as soon as possible.

D. Terms of Reference - Finance, Audit & Risk Committee

1. Purpose: to scrutinise and provide assurance to the Board on financial systems and controls, compliance, risk management and the Trust's Governance. The committee will undertake a 'critical friend' role to review areas of the Trust's operation and will oversee due diligence for any proposed new schools that are being considered to join the Trust. It will make reports or recommendations to the Board in line with this purpose, informed by reports received, including from the CFO and CEO.
2. Composition:
   - The Committee shall comprise of a minimum of 3 Trustees
   - The Chair shall not be the chair of the Board.
   - Trustees who are not members of the Finance and Audit Committee can request to attend a meeting, such requests to be made to the Chair of the Committee
   - The CEO in his or her role as accounting officer and the CFO will normally attend meetings of the Committee.
3. Frequency of Meetings: The TB shall determine how often the Committee shall meet, normally at least three times each year. The external auditor may request a meeting if they consider one is necessary.
4. Authority: The Finance, Audit & Risk Committee is an advisory body with no executive powers. However, it is authorised by the TB to investigate any activity within its terms of reference and to seek any information it requires from staff, who are requested to co-operate with the Committee in the conduct of its inquiries. Requests for work, and reports received, from the contracted internal audit service will be channelled through the Accounting Officer, CFO and COO . The Committee is authorised to obtain independent professional advice if it considers this necessary.

5. The Finance, Audit & Risk Committee will report to the TB by submission of the minutes of each meeting (and as applicable financial reports). The committee has responsibility for the oversight and strategic objectives with regard to:
   - Finance, value for money and budget setting
   - Premises and estates, including Health and Safety, repair, renovation and capital spend in connection with the Trust's estates.
   - Risk Management
   - Oversight of the Trust's subsidiary company (TPT SPI) including:
     - Governance, compliance, and regulatory oversight of the subsidiary entity
     - Financial performance, sustainability and viability of the subsidiary
     - Scrutiny of financial controls, reporting arrangements and intercompany transactions
     - Risk exposure to the Trust arising from subsidiary activities
     - Assurance on legal, contractual and commercial arrangements
     - Monitoring performance, delivery, and impact of subsidiary activities

- Reporting assurance, risks and recommendations relating to the subsidiary to the Trust Board

Full details of the Finance, Audit and Risk Committee's delegated responsibilities can be found in the Scheme of Delegation

E. Terms of Reference - People Committee

1. Purpose: To provide oversight and assurance to the Trust Board that robust systems and processes are in place for remuneration, performance management and succession planning of the CEO, Executive Team and Headteachers, ensuring compliance with statutory and regulatory requirements. The committee will make recommendations to the Board in line with this purpose.
2. Composition: No fewer than 3 Trustees. Other members of the Executive Team or staff may attend as required.
3. Chair: to be appointed by members of the sub-committee
4. Frequency of meetings: At least twice per academic year, with additional meetings convened as required.
5. Authority: The Committee acts as an advisory body to the Trust Board, except where delegated authority is expressly granted (e.g. approval of people-related policies).
6. Reporting: The Committee will provide a summary report to the Trust Board after each meeting, outlining activities undertaken, key findings and any recommendations requiring approval.
7. The Committee has strategic oversight of the Trust's people agenda, including:
    - Reviewing and recommending remuneration and terms and conditions for the CEO, Executive Team and Headteachers.
    - Overseeing CEO performance review and considering performance management outcomes across senior leaders.
    - Staffing and personnel, including pay, performance management, recruitment and staff development
    - Monitoring staffing structures, workforce strategy, recruitment, retention and wellbeing.
    - Ensuring compliance with equalities legislation, safer recruitment and relevant statutory requirements.
    - Approving people-related policies within the Trust's policy framework.
    - Overseeing senior leadership succession planning to protect business continuity.

Full details of the Pay Committee's delegated responsibilities can be found in the Scheme of Delegation

F. Terms of Reference - Standards Committee

1. Purpose: To oversee and scrutinise the standards of performance, quality of provision including safeguarding ,admissions and attendance in the Trust and schools. Where applicable the committee will review compliance with statutory requirements. It will make reports or recommendations to the Board in line with this purpose, informed by reports received including from the CEO.
2. Composition:
   - Composition: minimum of 3 Trustees
   - Chair: appointed by Trustees from the TB
   - The chair shall not be the chair of the Board.
   - Trustees who are not members of the Standards Committee may request attendance, such request to be made to the Chair of the Committee.
   - Members of the ET (including Leadership Partners where appropriate) will normally attend meetings of the Committee to report on or discuss specific areas relevant to the committee's remit.
3. Frequency of Meetings: The Board shall determine how often the committee shall meet, normally three times per year, and otherwise as required.
4. Authority: The Standards Committee is an advisory body with no executive powers. However, it is authorised by the TB to investigate any activity within its terms of reference, and to seek any information it requires from staff, who are requested to co-operate with the Committee in the conduct of its inquiries. The Standards Committee is authorised to obtain independent professional advice if it considers this necessary.
5. The Standards Committee will report in summary to the TB, the activities undertaken and the submission of the minutes of each meeting. The committee has responsibility for the oversight and strategic objectives with regard to:

   - Maintaining a strategic overview of policy change in education to inform the Committee's role and ensure that Trust policies and practices keep pace with change.
   - To monitor all matters relating to school curriculum and compliance with statutory obligations regarding the National Curriculum, ensuring that curriculum requirements, standards, targets and monitoring are appropriate to the needs of the pupils
   - To receive, review and make recommendations to the Board on achievement, progress and assessment of pupils across the Trust.
   - To receive, recommend and review individual school development plans and post Ofsted inspection action plans
   - Safeguarding: review and scrutinise safeguarding across the Trust, ensuring compliance with Keeping Children Safe in Education and that children are safe and matters including, but not limited to Safer Recruitment, Prevent and Internet Safety and are effectively monitored and managed.

Full details of the Standards Committee's delegated responsibilities can be found in the Scheme of Delegation

The following committees of the TB will meet as and when required and within the timescales set out in the relevant policy:

- Complaints Committee
- Staff Discipline Committee /Appeals Committee
- Permanent Exclusions Committee / Appeals Committee
- Admissions Committee

G: Terms of Reference - Local Governing Committee (LGC)

1. Purpose: To provide local oversight, challenge and support of their individual school improvement plans and objectives, attainment, safeguarding and stakeholder engagement. They monitor alignment with the Trust's strategy, approach, ethos and values. Where applicable they review compliance with statutory requirements. LGCs form a key part of the Trust's governance structure and provide time, expertise, local knowledge and insight to understand their school and provide vital support and challenge.

2. The Board appoints LGCs to carry out some of its school level functions; albeit the Board remain accountable and responsible. Volunteers who are appointed to the LGC are known as 'Governors'.

3. The LGC must work as an appointed body, which means:
   • no governor can act on her/his own without proper authority from the Board;
   • governors carry equal responsibility for decisions made in accordance to their level of governance;
   • although appointed from different backgrounds and with different skills, the overriding concern of all governors is the welfare of their school and the Trust.

4. Composition:
   The LGC will be composed as follows:

Parent Governors	2
Community Governors/ Foundation Governors	5
HT (ex offico)	1
Total	8

5. Appointment of Parent Governors:

Parent Governors are appointed to the Local Governing Committee by the parents of the school via election.

6. Appointment of Community Governors:
   - Elected to the LGC by the LGC on the basis of their knowledge, skills and understanding and in response to a skills audit. Appointments are ratified by the Trust Board, delegated to the CEO.
   - For church schools, Governors appointed by the Diocese must equate to 25% of the LGC
   - In order to ensure a balance of representation on the LGC, the role of a Community Governor should not be held by a parent of a child within the school except in exceptional circumstances where a vacancy has not been able to be filled despite the best endeavours of the LGC (to include the use of Governors for Schools and 'advertising' within the local community) and the parent has those skills identified as required through an LGC skills audit.
   - In the event that an LGC seeks to appoint a parent to a community governor role, approval from the Chair of the Trust Board must be sought in advance. The Chair of the Trust Board who will have regard to the individual circumstances including the number of parents of children within the school sitting as Governors on the LGC (irrespective of category) which should not outnumber the number of governors that are non-parents.

7. Associate Governors: Up to 2 Associate Governors may be appointed by the LGC for a defined period and for a named purpose. Appointment of Associate Governors is required to be approved by the Trust Board, delegated to the CEO.

8. Term of office: not more than 4 years and any person may not be re –elected/reappointed for more than 3 consecutive terms (this includes any movement between categorisation of governor)
9. Chairs:
   - Recommended by the LGC for each school year and ratified by the TB
   - It is recommended that all LGCs should have a Vice-Chair
10. Frequency of meetings: The LGC shall meet 4 times per year.
11. The LGC shall exercise the delegated powers given by the TB and report to the TB on activities undertaken at each meeting.
    The functions of an LGC include:

    - Building an understanding of how the school is led and managed
    - Gaining assurance whether the school is:
      - Working within agreed policies
      - Is meeting the objectives within the SIP
    - Engaging with stakeholders
    - Being a point of consultation and representation

- Reporting to the Trust Board

Whilst the TB is the accountable body, LGCs will gather assurance and deliver governance for their school and they will achieve this through carrying out delegated responsibilities as detailed in the Scheme of Delegation.

12. As an appointed LGC; the Board must be satisfied that the LGC has the ability to perform functions delegated to them and at any time the TB can remove delegation.

H: Terms of Reference - Interim Executive Board (IEB)

1. Where a school is identified as 'causing a concern' either as a result of the category the school is placed in by Ofsted or as a result of concerns being identified/raised by the Trust, then the school and governors are required to take the relevant action. They are expected to ensure that they work in partnership with the Trust to address the concerns, and that an appropriate level of progress is made. If, however the TB do not feel that required level of progress is being made or there is a serious concern in relation to the way the school is managed or governed which is likely to prejudice standards or performance then relevant action/ intervention will be taken by the CEO/ Chair of the Trust Board. Intervention may include consideration of a reduction in the school's level of autonomy and/or include changes in leadership or at governor level (creation of an Interim Executive Board)
2. Composition:
   Membership will be determined by the TB but will usually consist of the CEO, the school's Headteacher and at least one Trustee.

3. Terms of Office:
   - Members of the IEB will hold office for the period that the IEB is in existence, although individual members may resign at any time.
   - The Board of Trustees may appoint additional members of the IEB at any time and may remove existing members for reasons of incapacity or failure to act in line with the Trust's Code of Conduct.

4. Chair:
   - The Chair of the IEB shall be appointed by the Trust Board.
   - The Trust Board may remove or replace the Chair for reasons of incapacity or failure to act in line with the Trust's Code of Conduct.

5. Frequency of Meetings:
   Whilst it is for the IEB to determine the regularity of meetings, it is anticipated that they will meet at least termly, to ensure the pace of improvement is maintained and to monitor improvement.

6. Terms of Reference:

- The IEB will fulfil all functions of a local governing body and will conduct the school in a way that ensures improvement and promotes high standards of educational achievement.
- The main function of the IEB will be to secure governance of the school, developing a sound basis for school improvement, with the intention of enabling the school rapidly to secure sustainable improvement.
- The duties of the IEB can be summarised under three key roles.

a) Be strategic leaders of the school by:

- Setting targets for school improvement;
- Overseeing the conduct of the school leadership and management including performance management;
- Proposing and overseeing the management of the school's delegated budget
- Proposing and overseeing staffing structures;
- Monitoring performance management arrangements;
- Agreeing policies and plans drafted by the headteacher and setting an appropriate policy framework within which the school must operate;

b) Act as critical friend to the school's senior leadership team by:

- Monitoring the quality of provision and standards of achievement within the school;
- Monitoring performance against targets set by the IEB;
- Monitoring the implementation of the policy framework set by the IEB and its impact on standards of achievement;
- Monitoring school self-evaluation and satisfying itself to the accuracy of this, including via external support as determined by the IEB;
- Ensuring the school complies with statutory requirements;
- Providing challenge and support to the headteacher and SLT;
- Monitoring and evaluating progress towards post-inspection action points.

c) Hold the headteacher to account, and be accountable to any interested party for the school's performance by:

- Receiving regular information from the headteacher on the performance of all aspects of the school;
- Agreeing a performance management policy and monitoring its implementation;

- Conducting the performance management of the headteacher and monitoring progress towards agreed targets;
- Ensuring that the school website meets statutory requirements
- Agreeing a complaints policy and monitoring its implementation
- Receiving appeals on issues relating to staff grievance, capability, complaints and exclusions;
- Determining how the school's relationships with parents will be managed including what will be communicated, in what medium and how frequently and liaising with the Parent Forum where appropriate.

7. The Role of the Headteacher
   - The Headteacher will be responsible for the internal organisation, the leadership and management and control of the school, and for advising on the implementation of the IEB's strategic framework.
   - The Headteacher will provide the IEB with regular information on the performance of all aspects of the school and will comply with any reasonable request from the IEB for information. It is for the IEB to determine the range, content and regularity of these reports. The IEB may request any member of the staff to attend its meetings to provide information on the performance of any aspect of the school for which they are responsible.
   - Where the IEB delegates any function to the Headteacher the IEB has the power to give the head reasonable directions in relation to that function, and oblige the head to comply with those directions.

8. Attendance:
   - IEB members will commit to attending all meetings, unless due to personal circumstances – in which case the Clerk will be informed in advance of the meeting;
   - All IEB members and the Headteacher, unless the Headteacher is being discussed, and members of the shadow governing body, once established, may attend meetings of the IEB although non-members will not have voting rights.
   - Other individuals and observers may only attend with agreement of the IEB.
   - Where confidential matters are being discussed it will be for the IEB to determine if non-members can be present

9. Quorum: The quorum for all meetings of the IEB will be two members.

10. Conduct:
    - The IEB will conduct its business in an open and transparent way and in accordance with the principles of standards in public life as determined by the Nolan committee and the Trust's Code of Conduct.
    - The IEB is a corporate body and consequently no individual has the power to act alone, unless delegated to do so by the IEB.
    - Where functions have been delegated to an individual, or a group, they must report back to the full IEB on actions taken under delegation at the earliest possible opportunity. The IEB remains responsible for any action undertaken on its behalf under delegation.

- Individual members of the IEB must respect confidentiality. It is for the IEB to determine which parts of meetings, and the associated minutes, should remain confidential. Serious breaches of confidentiality may result in the Trust Board removing an individual member from the IEB.
- All dialogue with press agencies will be through close liaison with the Trust CEO, and through the Headteacher, CEO and the Chair of the IEB. No member of the IEB should have contact otherwise with press agencies, unless authorised by the Chair.
- The IEB will appoint a clerk who will also be bound to confidentiality.

11. Procedural issues

- IEB minutes will be collated and sent to the Chair within one week for approval, before wider circulation to the members of the IEB.
- The agenda for IEB meetings will be determined by the Chair of the IEB in the first instance, at least one week before the meeting. This will then be circulated to other members.
- On request the Headteacher will present a report to the IEB on progress against each of the key issues, and including a financial update report, and any staffing/HR issues. The report will also include relevant data and pupil tracking information, and including behaviour and attendance data.
- The IEB will determine any changes to the usual Trust practice set out in the Trust Financial Regulation in relation to the agreed signatories for financial decision making, and will determine the spending thresholds for the Headteacher, without needing approval by the IEB. This is underpinned by ensuring accountability, without procedures negatively impacting the securing of rapid progress to address the issues.
- Urgent decisions that need to be taken by the Headteacher in the period between IEB meetings will be with the approval of the Chair of the IEB.
- The decision-making processes of the IEB will be open and transparent, and in partnership in the best interests of the school and its progress towards addressing the key issues for the school. In the event of a split decision, the Chair of the IEB will have the casting vote.
- The IEB will ensure that parents are updated on the progress that the school is making, and informed about the outcomes of LA evaluation visits/ Her Majesty's Inspector/ Ofsted visits to the school.

I: CEO

The CEO, as the Lead Professional in the Trust is responsible for its internal leadership, management and organisation, for advising the Trustees and for implementing the actions in the Trust Improvement Plan.

The CEO has the delegated responsibility for the operation of the Trust, including the performance management of the ET and HTs.

The CEO is the accounting officer so has overall responsibility for the operation of the Trust's financial viability and must ensure that the Trust is run with financial effectiveness and stability, securing value for money.

The CEO will be supported in the day to day leadership and Management of the Trust by the ET. The CEO may delegate executive management functions to the ET and is accountable to the TB for the performance of the ET.

Incorporated in the role of the CEO is:

- Formulating and reviewing the visions, values, aims and objectives of the Trust for modification and adoption by the TB
- Formulating and reviewing policies for adoption by the TB
- Reporting on progress at meetings of the TB and its committees

J: HEADTEACHER

The CEO manages the school's headteachers who are responsible for the day to day management of their school as outlined in their job description and Headteacher's Standards. The HT reports to the LGC on matters which have been delegated to them.

K: ANNUAL REVIEW

The TB recognises that as the Trust matures and grows there is a need to be responsive to changing circumstances and adapt accordingly, in particular the workings in terms of governance and management may change. The Scheme of Delegation and Terms of Reference will be reviewed annually, with changes made as the context changes, if necessary each year. The TB will ensure that all involved in Governance are made aware of any changes through the Chairs Group.

STANDING ORDERS

Standing Orders of The Trust Board and Trust Board committees, to include Standards, Finance, Audit & Risk and Pay Committees

1. Context

These Standing Orders should be used in conjunction with the general advice issued by the Department for Education.

2. Convening and Planning Meetings, and the Conduct of Business

2.1 Chair and Vice Chair

a) The Board will elect from among its number a Chair and a Vice Chair for each school year.
b) The chair will conduct all meetings of the Board except where, in his or her absence, the chair will be taken by the Vice Chair.
c) If both the Chair and Vice Chair are absent from a meeting or have resigned, the Board will elect from its number a Chair for that meeting.
d) If both the Chair and the Vice Chair resign, the Board will hold a special meeting within 10 days to elect their successors.
e) The term of office for each Trustee/Governor shall not be more than 4 years and any person may not be reappointed or re-elected for more than three consecutive terms.
a) The Board will meet as a whole not less than 3 times each year
b) The Board will plan its meetings, including those of committees, at the first meeting of the academic year.

2.3 Timing of Meetings

a) Meetings will start at times which are acceptable to the full Board, and will be limited to 3 hours' duration.
b) Where business has not been completed within the time stated in paragraph 2.3a above, those present at a meeting may resolve to extend the meeting for a given time in order to deal with specified business.

2.4 Quorum

a) For meetings of the full Board, the quorum will be one-third, rounded up, of the Board when fully constituted, unless the meeting is concerned with any of the issues listed below, when the quorum must be two thirds (rounded up to a whole number) of those Trustees of the Board who are entitled to vote:
   I. The co-option of a Trustee;

II. The appointment of Trustees of a committee with delegated authority and the determination of any question relating to such a committee; or
III. The removal of the Chair.

b) The quorum for a committee/working part will be a minimum of three Trustees.
c) A meeting cannot be held if inquorate, and, therefore, decisions may not be made.
d) If during the course of a meeting it becomes inquorate it will be discontinued.
e) A meeting may be discontinued at any time by resolution of the Board.
f) When a meeting is discontinued, or is inquorate, any items remaining on the agenda will be placed on the agenda of a subsequent meeting.

2.5 Convening Meetings

a) All meetings will be convened by the Clerk, who must also comply with any direction of the Chair, and with a requisition signed by three members of the Board.

2.6 Notice of Meetings

a) Written notice of meetings and the agenda will be sent to Trustees received 7 clear days before the meeting, while those for an extraordinary meeting called by the Chair or by requisition may be sent within a shorter time.
b) Non-receipt of notice of a meeting will not invalidate the meeting.

2.7 Agenda

a) Agenda will be organised by the Clerk in consultation with the Chair and the CEO together.
b) Items may be placed on the agenda by individual or groups of, Trustees by writing to the Clerk.
c) Papers which inform agenda items will be sent to Trustees with the agenda.

2.8 Late Items/Any Other Business

a) Immediately after the minutes of the previous meeting have been approved, Trustees should inform the meeting of any item they wish to raise under Any Other Business.
b) The meeting will decide whether any item so identified may be raised under Any Other Business, whether it should be deferred to a subsequent meeting, or whether it should not be heard at all.

2.9 Attendance

a) A record will be kept of all persons attending a meeting of the Board or any of its committees.
b) Absences and apologies should be recorded in the minutes under the following headings:
    I. Present: the names of Trustees (eligible to vote) including staff Trustees;

II. In attendance: the names of others who attend and participate in the meeting but are not Trustees;
III. Apologies received and whether accepted.
IV. Absent and no apologies received.

c) The time of departure of any Trustee leaving before the end of a meeting will be recorded in the minutes.

2.10 Minutes of Meetings

a) The minutes of meetings will be drawn up on consecutively-numbered pages
b) A dissenting view will be recorded in the minutes of the meeting, if that is the wish of one or more Trustees present. Trustees will be kept anonymous unless they specifically request to be named within the minutes.
c) Copies of the draft minutes, checked for accuracy by the Chair and CEO, will be sent to all members of the Board within 10 school days of the meeting.
d) The minutes of a meeting will be considered for approval or amendment at the next meeting.
e) Action will be taken on the basis of decisions and need not await the approval of the minutes at the next meeting.
f) Those matters which by law must remain confidential or which the Board decides shall be confidential will not be published in the minutes of any meeting.
g) The draft minutes of meetings will be available for public inspection once they have been checked by the CEO and approved by the Chair.
h) The approved minutes etc. will be available for public inspection at reasonable times by arrangement with the Clerk.
i) A copy of the signed minutes of any or all meetings will be sent to the Department of Education on request.

2.11 Correspondence

a) All incoming correspondence, excluding any concerning a complaint, is for the attention of the Board. Significant items will be presented to each meeting of the Board, including any on which the Chair has already taken urgent action, so that the need for, and the nature of, action may be decided or confirmed.
b) The Board will determine by resolution who should write letters on behalf of the Board.

2.12 Information and Advice

a) The CEO has a duty to keep the Board fully informed about matters affecting the Trust to ensure Trustees make informed decisions and will present an annual report.
b) Where important information required by the Board is given orally, it will be recorded in the minutes in appropriate detail.
c) Where information in required by the Board but is not readily available, reasonable time will be given for its production.
d) Where expertise is needed but not available within the Board, the Board may consider co-opting an appropriate non-Trustee in accordance with the Articles (para 58).

2.13 Discussion and Debate

a) The Chair will consult the Board on matters raised where they appear to be not relevant to the agenda, or for which due notice has not been given.
b) The Chair will ensure that all Trustees enjoy equality of opportunity to express their views.
c) Recommendations received from working parties will be recorded in the written minutes.
d) The Board will receive, but not debate, decisions which it has delegated to a committee or an individual. Decisions will be recorded in the minutes.

2.14 Decision-Making

a) Members of the Board recognise that all decisions must be made by a full meeting of the Board unless an individual or a committee has been delegated to deal with a specific issue.
b) Decisions will be made after full discussion and by a simple majority by show of hands unless any one Trustee, or more, requires a secret ballot.
c) A decision of the Board is binding upon all its members.
d) If there is a tied vote at the end of a discussion, the Chair may vote a second time to determine the issue.
e) Decisions of the Board may only be amended or rescinded at a subsequent meeting of the Board when the proposal to amend or rescind appears as a separate agenda item.

2.15 Urgent Action

a) The Chair, or in his or her absence the Vice Chair, has authority to take urgent action between meetings provided that the following conditions exist:
   I. Delay in dealing with the matter would be seriously detrimental to a pupil, or a potential pupil, or his or her parents, or to a member of staff, or to a potential member of staff; and
   II. A meeting could not be called in sufficient time to deal with the matter without being seriously detrimental as described in 2.15I above.
b) If urgent action needs to be taken and with prior agreement (Majority) of the Board/LGC the chair may organise a vote using electronic systems.
c) If any urgent action is taken by the Chair between meetings, the facts will be reported to the next meeting of the Board.

2.16 Public Statements

a) Public statements will be made only by those delegated to make them.

2.17 Access to Meetings of the Board

a) Those persons entitled to attend a meeting of the Board are any of its members, and the Clerk.
b) The CEO and other members of the Executive Team are entitled to attend the meeting, unless the matters being discussed are required to be confidential.
c) The Board will decide who, other than a Trustee or the Clerk, will be admitted to a meeting.
d) The Board will determine its procedures for responding to those seeking permission to attend meetings.

e) The Board will decide which of its meetings, if any, will be open to the public.
f) If a meeting is to be opened to parents/the public, reasonable notice will be given.

2.18 Pecuniary and Personal Interest

a) The Board will maintain a register of the pecuniary interests of its members in the form of consecutively numbered loose leaf sheets, each sheet being a statement completed annually or at the point of any relevant change and signed by the relevant Trustee.
b) Trustees will draw attention as appropriate to their declared pecuniary or personal interests.
c) A Trustee will be required to withdraw from a meeting if he or she:
    I. Stands to gain financially from a matter under consideration
    II. Has a personal interest in a matter under consideration; or
    III. Is a relative of a pupil, parent or employee being discussed.
d) Trustees who have declared personal interest must be allowed to attend a meeting of a committee of the Board to give evidence if they have made relevant accusations, or are witnesses in the case, when it is discussing:
    I. Disciplinary action against an employee or against a pupil; or
    II. A matter arising from an alleged incident involving a pupil.

2.19 Delegation of Functions

a) The Board will decide as occasion arises the delegation of its functions in relation to complaints, the dismissal or grievance of a staff member, the exclusion of a pupil and pay decisions in relation to staff performance.

2.20 Committees and Working Parties

a) In order to ensure the most efficient use of time and resources, and in some cases to ensure absolute propriety, the Board will, where it is proper and appropriate to do so:
    I. Set up committees and working parties to provide information and/or make recommendations to the Board;
    II. Delegate work to individual members of the Board.

2.21 Committees

a) Committees may be given delegated authority to make decisions on behalf of the Board only where delegation is not forbidden by requirement.
b) When establishing committees, the Board, in addition to ensuring that at least three Trustees are appointed to each, will:
    I. Determine the membership and the method of appointing the Chair of each committee;
    II. Establish and record terms of reference for approval by the Board;
c) The Board may co-opt non-Trustees to committees but they may not vote on any matter;
d) The CEO has the right to attend any meeting of Board committees.

e) The membership of an appeal committee will not include any member of the relevant Local Governing Committee (LGC) "first" committee or a Trustee who had any previous involvement with the matter under appeal.
f) The Board will ensure that the appeal committee will have no fewer members than the relevant LGC "first" committee.
g) A committee will provide a written report of its decisions and action to the next meeting of the full Board.
h) The minutes of a committee meeting will be approved by the relevant committee, and a copy will be presented to the next meeting of the Board for information and filing.

2.22 Working Parties

In establishing working parties, the TB will:

a) Determine the membership, including that of non-members of the Board, and the method of appointing the Chair of each working party;
b) Establish terms of reference;
c) Determine procedures for reporting back.
d) The CEO has the right to attend any meeting of the Board's working parties.
e) If the Board establishes working parties to make recommendations or provide information they will be discontinued when their work has been completed.
f) A working party will present either written recommendations or progress reports to the next meeting of the full body.

3. Review

a) Amendments to these Standing Orders may be made only by the Board at its first full meeting of any academic year.

This document is written in compliance with the Equal Opportunities Policy.

Standing Orders for Local Governing Committees

1. **Context**

These Standing Orders should be used in conjunction with the general advice issued by the Department for Education.

2. **Convening and Planning Meetings, and the Conduct of Business**

2.1 Chair and Vice Chair

a) The LGC will elect from among its number a Chair and a Vice Chair. The LGC must reappoint the Chair at the beginning of each academic year. The Trust Board then ratifies the election of the Chair by the LGC, by which action the Chair is appointed
b) The Chair will conduct all meetings of the whole LGC except where, in his or her absence, the chair will be taken by the Vice Chair.
c) If both the Chair and Vice Chair are absent from a meeting or have resigned, the LGC will elect from its number a Chair for that meeting.
d) If both the Chair and the Vice Chair resign, the LGC will hold a special meeting within 10 days to elect their successors.
e) The term of office for each governor shall not be more than 4 years and any person may not be reappointed or re-elected for more than three consecutive terms.

2.2 Calendar of Meetings

a) The LGC will meet as a whole not less than 3 times each year.
b) The LGC will plan its meetings, including those of committees, at the last meeting of the academic year.

2.3 Timing of Meetings

a) Meetings will start at times which are acceptable to the full LGC, and will be limited to 2 hours' duration.
b) Where business has not been completed within the time stated in paragraph 2.3a above, those present at a meeting may resolve to extend the meeting for a given time in order to deal with specified business.

2.4 Quorum

a) For meetings of the full LGC, the quorum will be no less than three of those members of the LGC who are entitled to vote.
b) A meeting can still be held if inquorate, however, decisions may not be made.
c) If during the course of a meeting it becomes inquorate it will be discontinued.
d) A meeting may be discontinued at any time by resolution of the LGC.
e) When a meeting is discontinued, or is inquorate, any items remaining on the agenda will be placed on the agenda of a subsequent meeting.

2.5 Convening Meetings

All LGC meetings will be arranged by the Clerk. The Clerk will convene a meeting when directed by the LGC Chair, when requested in writing by at least three LGC members, or when requested by the Chair (or, if absent, the Vice Chair) of the Trust Board.

2.6 Notice of Meetings

a) Written notice of meetings and the agenda will be sent to members by appropriate means
b) To be received 7 clear days before the meeting, while those for an extraordinary meeting called by the Chair or by requisition may be sent within a shorter time.
c) Non-receipt of notice of a meeting will not invalidate the meeting.

2.7 Agenda

a) The Agenda will be drafted by the Trust's Governance Manager in accordance with the Trust's Annual Governance Planner. The distribution of the Agenda will be organised by the Clerk in consultation with the Chair and the Headteacher together.
b) Items may be placed on the agenda by individual or groups of, governors by writing to the Clerk.
c) Papers which inform agenda items will be sent to governors with the agenda.

2.8 Late Items/Any Other Business

a) Immediately after the minutes of the previous meeting have been approved, members should inform the meeting of any item they wish to raise under Any Other Business.
b) The meeting will decide whether any item so identified may be raised under Any Other Business, whether it should be deferred to a subsequent meeting, or whether it should not be heard at all.

2.9 Attendance

a) A record will be kept of all persons attending a meeting of the LGC or any of its committees.
b) Absences and apologies should be recorded in the minutes under the following headings:
   I. Present: the names of governors (eligible to vote)
   II. In attendance: the names of others who attend and participate in the meeting but are not governors;
   III. Apologies received and whether accepted.
   IV. Absent and no apologies received.
c) The time of departure of any member leaving before the end of a meeting will be recorded in the minutes.

2.10 Minutes of Meetings

a) The minutes of meetings will be drawn up on consecutively-numbered loose leaf pages, with the final page signed by the Chair as the true record.
b) A dissenting view will be recorded in the minutes of the meeting, if that is the wish of one or more members present.
c) Copies of the draft minutes, checked for accuracy by the Chair and Headteacher, will be sent to all members of the LGC within 10 school days of the meeting.
d) The minutes of a meeting will be considered for approval or amendment at the next meeting.
e) Action will be taken on the basis of decisions and need not await the approval of the minutes at the next meeting.
f) Those matters which by law must remain confidential or which the LGC decides shall be confidential will be extracted from the minutes of the meeting and recorded in confidential minutes.
g) The draft minutes of meetings will be available for public inspection once they have been checked by the Headteacher and approved by the Chair. The clerk will upload a copy of the approved draft minutes to GovernorHub
h) The approved minutes etc. will be available for public inspection at reasonable times by arrangement with the Clerk.
i) A copy of the signed minutes will be uploaded to GovernorHub, the Trust's online governance platform.
j) A copy of the signed minutes of any or all meetings will be sent to the Department of Education on request.

2.11 Correspondence

a) All incoming correspondence, excluding any concerning a complaint, is for the attention of the whole LGC. Significant items will be presented to each meeting of the LGC, including any on which the Chair has already taken urgent action, so that the need for, and the nature of, action may be decided or confirmed.
b) The Chair of the LGC shall write letters on behalf of the LGC

2.12 Information and Advice

a) The Headteacher has a statutory duty to keep the LGC fully informed, and will present a written report three times each year.
b) Where important information required by the LGC is given orally, it will be recorded in the minutes in appropriate detail.
c) Where information in required by the LGC but is not readily available, reasonable time will be given for its production.

2.13 Discussion and Debate

a) The Chair will consult the LGC on matters raised where they appear to be not relevant to the agenda, or for which due notice has not been given.
b) The Chair will ensure that all governors enjoy equality of opportunity to express their views.
c) Recommendations received from working parties will be recorded in the written minutes.
d) The LGC will receive, but not debate, decisions which it has delegated to a committee or an individual. Decisions will be recorded in the minutes.

2.14 Decision-Making

a) Members of the LGC recognise that all decisions must be made by a full meeting of the LGC unless an individual or a committee has been delegated to deal with a specific issue.
b) Decisions will be made after full discussion and by a simple majority by show of hands unless any one member, or more, requires a secret ballot.
c) A decision of the LGC is binding upon all its members.
d) If there is a tied vote at the end of a discussion, the Chair may vote a second time to determine the issue.
e) Decisions of the LGC may only be amended or rescinded at a subsequent meeting of the LGC when the proposal to amend or rescind appears as a separate agenda item.

2.15 Urgent Action

a) The Chair, or in his or her absence the Vice Chair, has authority to take urgent action between meetings provided that the following conditions exist:
   I. Delay in dealing with the matter would be seriously detrimental to a pupil, or a potential pupil, or his or her parents, or to a member of staff, or to a potential member of staff; and
   II. A meeting could not be called in sufficient time to deal with the matter without being seriously detrimental as described in 2.15aI above
b) If urgent action needs to be taken and with prior agreement (Majority) of the Board/LGC the chair may organise a vote using electronic systems.
c) If any urgent action is taken by the Chair between meetings, the facts will be reported to the next meeting of the LGC.

2.16 Public Statements

a) Public statements will be made only by the Chair or those delegated by the Chair to make them, following consultation with the Headteacher/CEO/Chair of the Board, as appropriate.

2.17 Access to Meetings of the LGC

a) Those persons entitled to attend a meeting of the LGC are any of its members, the Principal/Headteacher whether or not a member of the LGC, the Clerk, Chair or Vice Chair of the Trust Board and CEO or member of the Trust ET/ Leadership Partner or Trust Governance Manager as delegated by the CEO
b) When the Principal/Headteacher is absent his or her place will be taken by the Deputy Headteacher.
c) The LGC will decide who, other than a governor, the Headteacher or the Clerk, will be admitted to a meeting.
d) The LGC will determine its procedures for responding to those seeking permission to attend meetings.
e) The LGC will decide which of its meetings, if any, will be open to the public.
f) If a meeting is to be opened to parents/the public, reasonable notice will be given.
g) The Vice Principal/ Deputy Headteacher will be invited to attend meetings of the full body as part of his or her professional development.
h) It is expected that, at the invitation of the Chair, there will be staff attendance at LGCs to present on specific agenda items

i) Reappointment of Governors at the end of a term of office :to ensure robust and transparent processes, Governors who wish to be reappointed at the end of a term of office should apply for the position in the same way as those applying afresh for the position. Any Governor seeking reappointment, should not be present for the relevant agenda item at the meeting where the vacancy is considered and voted upon

2.18 Pecuniary and Personal Interest

a) The LGC will maintain a register of the pecuniary interests of its members in the form of consecutively numbered loose leaf sheets, each sheet being a statement completed and signed by the relevant member.
b) Members will draw attention as appropriate to their declared pecuniary or personal interests.
c) A governor will be required to withdraw from a meeting if he or she:
    I. Stands to gain financially from a matter under consideration;
    II. Has a personal interest in a matter under consideration; or
    III. Is a relative of a pupil, parent or employee being discussion.
d) Governors who have declared personal interest must be allowed to attend a meeting of a committee of the LGC to give evidence if they have made relevant accusations, or are witnesses in the case, when it is discussing:
    I. Disciplinary action against an employee or against a pupil; or
    II. A matter arising from an alleged incident involving a pupil.

2.19 Delegation of Functions

a) The LGC will decide as occasion arises the delegation of its functions in relation to complaints, the dismissal or grievance of a staff member, the exclusion of a pupil and pay decisions in relation to staff performance.

2.20 Committees and Working Parties

a) In order to ensure the most efficient use of time and resources, and in some cases to ensure absolute propriety, the LGC will, where it is proper and appropriate to do so:
    I. Set up committees and working parties to provide information and/or make recommendations to the whole LGC;
    II. Delegate work to individual members of the LGC.

2.21 Pupil Exclusions / Governors Disciplinary Committee/Admissions Committee

In accordance with the relevant Trust or School Policy / Statutory Framework. Note: Trustees may be appointed to a Committee in the place of a member of the LGC where it is not possible to arrange a quorate committee within the statutory / policy timeframe.

2.21 Working Parties

a) In establishing working parties, the LGC will:
b) Determine the membership, including that of non-members of the LGC, and the method of appointing the Chair of each working party;
c) Establish terms of reference;
d) Determine procedures for reporting back.
e) The Headteacher has the right to attend any meeting of the LGC or any of its working parties.
f) If the LGC establishes working parties to make recommendations or provide information they will be discontinued when their work has been completed.
g) A working party will present either written recommendations or progress reports to the next meeting of the full body.

3. Review

a) Amendments to these Standing Orders may be made only by the Board of Trustees at its first full meeting of any academic year.

Note: all decisions taken under delegated authority MUST be reported to the next available Trust Board meeting. This should be done by way of a minute of the decision or of the meeting at which the decision was taken.

This document is written in compliance with the Equal Opportunities Policy.

Delegation Matrix

2026-2027

The Partnership Trust
Company Number: 0778112
Registered office: Fosse Way School, Longfellow Road, Radstock, BA3 3AL

KEY	
(A)pprove	Responsible for approving a document or process and, where appropriate, determining how the task will be undertaken including defining appropriate milestones and targets to be reported against. Where this relates to appointments, for example of a lead trustee role, this is included in the delegations as 'Appoint'.
(C)onsulted	Will be consulted as part of the process of completing a task. Their contributions may inform the approach or decision.
(D)eliver	Operationally responsible for undertaking a task and reporting on its delivery at suitable intervals. It is recognised that the person responsible for delivering specific areas of work may draw on other resources or work with colleagues. As an example, whilst the Headteacher's 'deliver' the budget for their own school, they will work with other colleagues, including those in finance, in order to do this.
(I)nformed	Will receive one-way information on decisions or approaches.
(M)onitor	Will consider actions being planned or taken or progress made as part of the process of completing a task. Where required, this monitoring role may include suggesting action to be taken to contribute to the task being delivered appropriately.
(P)repare	Responsible for developing documents or information, processing and collating information for approval or review. It is recognised that the person responsible for preparing specific areas of work may draw on other resources or work with colleagues.
(R)ecommend	Will make recommendations as to how a task, decision or approach should be undertaken or completed. The recommendation will usually inform the approach or decision.
Highlighted	Statutory expectation or necessary to comply with articles of association or funding agreement.

Approval and Review

The TPT Delegation Matrix be reviewed at least annually and approved by the Trust Board, so that the roles and responsibilities can be updated to reflect organisational priorities, good practice and updates to requirements or legislation.

For more details on the responsibilities outlined in this Matrix, please consult the TPT Scheme of Delegation.

The Partnership Trust

		Members	Trust board	CEO	Local Governing Committee (LGC)	Headteachers
1. Being Strategic						
1.1	Determine Trust's Mission, Vision and Values		A	D/R	C	C
1.2	Determine Trust's strategy and key priorities		P/A	D/R	I	I
1.3	Apply Trust strategy to individual schools			D	C	C
1.4	Determine Trust Development Plan (TDP) in line with priorities		A	D	I	I
1.5	Risk Management and control		A	D/R	M	D
1.6	Trust growth and significant change		A	R	I	I
2. Governance						
2.1	Establish and review Trust's Governance structure, delegations incl. terms of reference		A	P/R	D	D
2.2	Trustee recruitment		A	D	I	I
2.3	Appoint/remove members	A	I	I		
2.4	Appoint/remove trustees	A	R	D	I	I
2.5	Appointment of Board Chair, Committee Chairs and Link trustee roles		A	C	I	I
2.6	Appoint/remove LGB chairs and link roles		A	I	R	C/I
2.7	Appoint/remove LGB members		A	C	D	D
2.8	Appoint governance professional for Trust and LGBs and establish clerking arrangements		A	C	I	I
2.9	Review of Board and committees including LGBs		A	D	C	C
2.10	Establish schedule of Board and committee meetings and business		A	P/R	I/D	I/D
2.11	Commission external review of board effectiveness every three years		A	D	I	I

2.12	Register of Business Interests		M	D	M	D
2.13	Determine trust-wide policies which reflect the trust's ethos and values		A	D	I	I
3. Education, Curriculum and School Performance						
3.1	Determine School Development Plans (SDP) in line with priorities		A	P	R	D
3.2	Trust and school academic targets		A	P	M	D
3.3	Trust curriculum principles and provision		A	P/R	I	C
3.4	School curriculum intent and provision		M	A	C	D
3.6	Policies and practice for teaching, learning and pedagogy		M	D	A	D
3.7	Strategy for Pupil Premia, to include Pupil Premium, Sports Grant and other grants		A	P	M	D
3.8	Determine Behaviour Policy			C	A	D
3.9	Determine Attendance Policy		A	R	M	D
3.10	Determine Trust complaints policy		A	R	M	D
3.11	Determine Equalities Policy		A	R	M	D
3.12	Review permanent and fixed term exclusions		A	R	M/D	D
3.13	Admissions arrangements		A	P/D	R/M	D/R
3.14	Safeguarding oversight, policies and procedures		A	P/R	M	D
3.15	Determine strategy for SEND provision		A	P/R	C	C/D
3.16	Apply SEND policy and practice		A	D	M	D
3.17	Set term dates and school INSET days			A	C/R	C/R
3.18	Set times of school day			A	C/R	C/R
4. Stakeholder engagement						
4.1	Publication of information on Trust and school websites		I	D	I	D
4.2	Trust branding (including logo)		A	P/D		D
4.3	Stakeholder engagement for Trust including partners, parents, pupils and local communities		A	P/D	I	I

4.4	Stakeholder engagement at school level including partners, parents, pupils and local communities			C	D/M	D

5. Financial Management and internal controls

5.1	Financial Regulations, financial and asset management policies and procedures to ensure compliance across Trust & schools		A	P/R		D
5.2	Setting Trust budgets (excluding school budgets)		A	D/R		
5.3	Setting budgets for individual schools		A	D/R	I	P
5.4	Monitoring and reporting on Trust and school budgets		A	P/D	I	D
5.5	External auditors and audit	A	R	P		
5.6	Produce annual report and accounts in line with the Charity Commission's Statement of Recommended Practice		A	D/R		
5.7	Internal audit; internal controls		M	P		D
5.8	Agree bankers for the Trust		A	R		
5.9	Fixed Asset Register		A	P/R		P
5.10	Reserves		A	P/R	C	C

6. Premises, ICT and Health and Safety

6.1	Estate Management Plan including improvement plans and priorities for premises maintenance and development.		A	P/D	I/M	P
6.2	Accessibility plan		A	M	A	D
6.3	Health & Safety		A	R	M	D

7. Staffing, Human Resources and Pay

7.1	HR Policies and practice		A	P/R	C	D
7.2	Staff structure and any proposals for restructuring or redundancy		A	P/R	I	P/D
7.3	Appointment and Dismissal of CEO and Accounting Officer		A		I	I
7.4	Appointment of central Trust staff including the Chief Financial Officer and Company Secretary		A	D/R	I	I

7.5	Appointment of Headteacher		A	D/R	C	
7.6	Appointment of school senior leadership and other staff			C	I	A/D
7.7	Internal Headteacher appointments (movement within the Trust)		A	D/R	I	I
7.8	Dismissals of staff			A	I	C
7.9	Appraisal and pay for CEO		A			
7.10	Appraisal and performance management for Executive Team		A	D		
7.11	Appraisal and performance management for Headteachers		A	D/R	C	
7.12	Appraisal and performance management for all other central team staff			D/A		
7.13	Appraisal and performance management for all other school staff			A	I	D/R
7.14	Staff development			A	I	D/R

Policy	Statutory requirement	Responsibility	Board/LGC or Exec approval	Statutory requirement to publish	Frequency of Review
Accessibility Plan	Y	School	LGC	Y	Every 3 years
Admission Arrangements	Y	Trust	B	Y	Annually
Attendance Policy	N	Trust/School	E	N	Every 2 years
Behaviour Policy	Y	School	LGC	Y	Annually
Careers Programme	Y	School	LGC	Y	Annually
Catering: Food Safety Operations Manual	N	Trust/School	E	N	Every 3 years
Catering: Health and Safety Catering Guidance	N	Trust / School	E	N	Annually
Children with Health Needs who cannot attend school	Y	School	LGC	Y	Annually
Complaints	Y	Trust	B	Y	Annually
Designated Teacher for Looked after/previously looked after children	Y	School	LGC	Y	Annually
ECT Policy	Y	Trust /school	B	Y	Annually
Equalities Policy and Objectives	Y	Trust	B	Y	Every 4 years + annual review
Estates: Estates Vision and Strategy	N	Trust	B	N	Annually
Estates: Managing Contractors	N	Trust	E	N	Every 3 years
Estates: Premises Management	N	Trust	B	N	Annually
Examination Contingency Plan	N	School	LGC	N	Annually
Exclusion Policy	Y	Trust	B	Y	Annually
EYFS Policy Suite	Y	School	LGC	Y	Various
Finance: Charging and Remissions	Y	Trust	B	Y	Annually
Finance: Expenses	N	Trust	E	N	Every 3 years
Finance: Financial Procedures & Regs Manual	N	Trust	B	N	Every 3 years
Finance: Lettings	N	Trust/School	E	N	Annually
Finance: MAT Contribution	N	Trust	B	N	Annually
Finance: Reserves Policy (within financial regs)	N	Trust	B	N	Annually
First Aid	Y	School	LGC	Y	Annually

GDPR: Acceptable Use of IT	N	Trust	E	N	Every 2 years
GDPR: CCTV	Y	Trust	B	Y	Every 2 years
GDPR: Data Breach	Y	Trust	B	Y	Annually
GDPR: Data Protection	Y	Trust	B	Y	Annually
GDPR: Freedom of Information Publication Scheme	Y	Trust	B	Y	Annually
GDPR: Information Security	Y	Trust	B	Y	annually
GDPR: Photograph Policy	Y	Trust	B	Y	Annually
GDPR: Privacy Notices	Y	Trust	B	Y	Annually
GDPR: Protection of biometric data	Y	School	LGC	Y	Annually
GDPR: Records Management Policy	Y	Trust	B	Y	Annually
Governance: Governor/Trustee Allowances Policy	Y	Trust	B	Y	Annually
Governance: Governor/Trustee Code of Conduct	N	Trust	B	N	Annually
Governance: Governor/Trustees Visits Policy	N	Trust	B	N	Every three years
Governance: Scheme of Delegation	Y	Trust	B	Y	Annually
Health and Safety	Y	Trust	B	Y	Annually
HR: Adoption Leave	N	Trust	E	N	Every 3 years
HR: Adoption Leave (time off for appointments)	N	Trust	E	N	Every 3 years
HR: Anti Bully and Harassment	N	Trust	E	N	Every 3 years
HR: Appraisal	N	Trust	B	N	Every 3 years
HR: Capability	Y	Trust	B	Y	Annually
HR: DBS Policy *(within CP policy)*	Y	Trust	B	Y	Annually
HR: Disciplinary Policy and Procedure	Y	Trust	B	Y	Annually
HR: Diversity, Equity & Inclusion Policy	N	Trust	E	N	Every 3 years
HR: Employee Mental Health and Wellbeing Policy	N	Trust	E	N	Every 3 years
HR: Flexible Working	N	Trust	E	N	Every 3 years
HR: Grievance	Y	Trust	B	Y	Annually
HR: LGPS Policy and Procedure	N	Trust	B	N	Every 3 years
HR: Low Level concerns *(within CP policy)*	Y	Trust	B	Y	Annually
HR: Maternity Leave Support Staff	N	Trust	E	N	Every 3 years
HR: Maternity Leave Teachers	N	Trust	E	N	Every 3 years
HR: Menopause Policy	N	Trust	E	N	Every 3 years
HR: Parental Leave	N	Trust	E	N	Every 3 years
HR: Paternity Leave	N	Trust	E	N	Every 3 years
HR: Pay Policy	Y	Trust	B	Y	Annually
HR: Personal Relationships Policy	N	Trust	E	N	Every 3 years
HR: Probationary Policy Support Staff	N	Trust	E	N	Every 3 years

HR: Redundancy	N	Trust	B	N	Every 3 years
HR: Sabbatical Leave	N	Trust	E	N	Every 3 years
HR: Safer Recruitment	N	Trust	B	N	Annually
HR: Shared Parental Leave (adoption)	N	Trust	E	N	Every 3 years
HR: Shared Parental Leave (birth)	N	Trust	E	N	Every 3 years
HR: Staff Code of Conduct	Y	Trust	B	Y	Annually
HR: Staff sickness absence	N	Trust	E	N	Annually
HR: Staff time off work	N	Trust	E	N	Every 3 years
HR: Statement of Dealing with allegations of abuse *(within CP policy)*	Y	Trust	B	Y	Annually
HR: Stress & Mental Wellbeing Policy	N	Trust	E	N	Every 3 years
Online Safety Policy	Y	Trust	B	Y	Annually
Parent Code of Conduct	N	School	LGC	N	Annually
Risk Management	N	Trust	B	N	Annually
Safeguarding and Child Protection	Y	Trust	B	Y	Annually
School Uniform Policy	Y	School	LGC	Y	Annually
Special Educational Needs and Disability	Y	School	LGC	y	Annually
SRE/ Relationships Education	Y	School	LGC	y	Annually
Supporting pupils with medical conditions	Y	School	LGC	y	Annually
Whistleblowing Policy	Y	Trust	B	Y	Every 3 years

Appendix 6 – Articles of Association

ADOPTED BY A SPECIAL RESOLUTION DATED 30 July 2020

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE BATH AND MENDIP PARTNERSHIP TRUST

COMPANY NUMBER: 07728112

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE BATH AND MENDIP PARTNERSHIP TRUST

INTERPRETATION

1. In these Articles:-

   (a) "the Academies" means all the schools and educational institutions referred to in Article 4 and operated by the Company (and "Academy" means any one of those schools or educational institutions);

   (b) "Academy Financial Year" means the academic year from 1st of September to 31st of August of the following year;

   (c) Not used;

   (d) Not used;

   (e) "the Articles" means these Articles of Association of the Company (excluding, for the avoidance of doubt, any Scheme of Delegation which may be appended to these Articles or adopted by the Directors;

   (f) "Chief Executive Officer" means such person as may be appointed by the Directors as the Chief Executive Officer of the Company;

   (g) "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect;

   (h) "Clerk" means the clerk to the Directors or any other person appointed to perform the duties of the clerk to the Directors, including a joint, assistant or deputy clerk;

   (i) "Company" means, save as otherwise defined at Article 6.9, the company intended to be regulated by these Articles and referred to in Article 2;

   (j) "Diocese" means the Church of England diocese in which any Academy is situated;

   (k) Not used;

   (l) "Diocesan Board of Education" means that body constituted under the Diocesan Boards of Education Measure 1991 for the Diocese (and in these Articles refers to the Bath and Wells Diocesan Board of Education) and any successor body;

   (m) "Diocesan Corporate Member" means the Diocesan Board of Education acting through The Bath and Wells Diocesan Board of Finance, incorporated in England and Wales with company number 00139557, and having been appointed to represent and enforce the rights, interests and powers of the Diocesan Board of Education as set out in the Diocesan Boards of Education Measure 1991;

(n) "Directors" means the directors of the Company subject to the definition of this term at Article 6.9(b) in relation to Articles 6.2-6.9;

(o) "Financial Expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

(p) "General Meeting" means a meeting of the Members of the Company convened in accordance with these Articles, and "Annual General Meeting" shall mean the yearly meeting of the Members convened in accordance with these Articles;

(q) Not used;

(r) "Local Authority Associated Person" means any person associated (within the meaning given in section 69(5) of the Local Government and Housing Act 1989) with any local authority by which the Company is influenced;

(s) "Local Governing Bodies" means the committees appointed pursuant to Articles 100-102 and 104 (and "Local Governing Body" means any one of these committees);

(t) "the Measure" means the Diocesan Boards of Education Measure 1991;

(u) "Member" means a member of the Company and someone who as such is bound by the undertaking contained in Article 8;

(v) "the Memorandum" means the Memorandum of Association of the Company;

(w) "Office" means the registered office of the Company;

(x) "Parent Directors" means those Directors elected or appointed pursuant to Articles 53 – 56 inclusive;

(y) "Parent Local Governor" means the parent member of a Local Governing Body elected or appointed in accordance with Articles 53-56;

(z) Not used;

(aa) "Principals" means the head teachers of the Academies (and "Principal" means any one of these head teachers);

(bb) "Principal Regulator" means the body or person appointed as the Principal Regulator under the Charities Act 2011;

(cc) "Relevant Funding Agreement" means the agreement or agreements entered into by the Company and the Secretary of State under section 1 of the Academies Act 2010 for the establishment of any Academy, including any variation or supplemental agreements thereof;

(dd) "Scheme of Delegation" means an instrument by the Directors delegating such powers and responsibilities of the Directors as may be appropriate for them to delegate to the Local Governing Bodies consistently with the Object;

(ee) "the seal"means the common seal of the Company if it has one;

(ff) "Secretary of State" means the Secretary of State for Education or their successor;

(gg) "Teacher" means a person employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher at one or more of the Academies;

(hh) "Trustees" means those trustees holding the site of any Academy and providing it to the Company for use and occupation by that Academy;

(ii) "the United Kingdom" means Great Britain and Northern Ireland;

(jj) words importing the masculine gender only shall include the feminine gender. Words importing the singular number shall include the plural number, and vice versa;

(kk) subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act 2006, as appropriate;any reference to a statute or statutory provision or measure shall include any statute or statutory provision or measure which replaces or supersedes such statute or statutory provision or measure including any modification or amendment thereto.

(ll) a reference to "document" includes, unless otherwise specified, any document sent or supplied in electronic form;

(mm) a reference to a document being signed or to signature includes references to it being executed under hand or under seal or by any other method and, in the case of a communication in electronic form, such references are to its being authenticated as specified by the Companies Act 2006;

(nn) any reference to a "meeting" in these Articles includes, except where inconsistent with any legal obligation:

a) a physical meeting;

b) a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and

c) telephone conferencing;

(oo) "parents" means parents or guardians.

2. The company's name is The Bath and Mendip Partnership Trust (and in this document it is called "**the Company**").

3. The Company's registered office is to be situated in England and Wales.

OBJECTS

4. The Company's object ("**the Object**") is specifically restricted to the following:

(a) to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing Academies which shall offer a broad and balanced curriculum and which:

(i) shall include Church of England Academies ("**Church Academies" and each a "Church Academy"**) designated as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and

(ii) may include other Academies whether with or without a designated religious character;

but in relation to each of the Academies to recognise and support their individual ethos, whether or not designated Church of England.

Where an Academy is designated as or recognised[1] as a Church Academy, in relation to the ethos and religious education provided at the Academy the Directors shall have regard to any advice and follow any directives issued by the Diocesan Corporate Member; and

(b) to promote for the benefit of the inhabitants of the areas in which the Academies are situated the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants[4].

POWERS

5. In furtherance of the Object but not further or otherwise the Company may exercise the following powers:

(a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;

(b) to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

(c) (subject to such further consents as may be required by law or as may be required from the Trustees as landlords/licensors where this is the case) to acquire, alter, improve and charge or otherwise dispose of property;

(d) subject to Article 6.6-6.8A below to employ such staff, as are necessary for the proper pursuit of the Object (including the maintenance of an effective Church of England ethos in relation to Academies falling within Article 4(i)) and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;

(e) to establish or support, whether financially or otherwise, any charitable trusts, associations or institutions formed for all or any of the Objects;

(f) to co-operate with other charities, other independent schools, schools maintained by a local authority, 16-19 Academies, alternative provision Academies, institutions within the further education sector, voluntary bodies and statutory authorities operating in furtherance of the Object and to exchange information and advice with them;

(g) to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;to establish, maintain, carry on, manage and develop the Academies at such locations as may be unanimously agreed by the Directors;

(h) to offer scholarships, exhibitions, prizes and awards to pupils and former pupils of any of the Academies, and otherwise to encourage and assist such pupils and former pupils;

(i) to provide educational facilities and services to students of all ages and the wider community for the public benefit;

(j) to carry out research into the development and application of new techniques in education and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools and the voluntary sector to the education of pupils in academies;

(k) subject to such consents as may be required from any Trustees or otherwise required by law and/or by any contract entered into by or on behalf of the Company, to borrow and raise money for the furtherance of the Object in such manner and on such security as the Company may think fit;

(l) to deposit or invest any funds of the Company not immediately required for the furtherance of its Object (but to invest only after obtaining such advice from a financial expert as the Directors consider necessary and having regard to the suitability of investments and the need for diversification);

(m) to delegate the management of investments to a financial expert, but only on terms that:

(i) the investment policy is set down in writing for the financial expert by the Directors;

(ii) every transaction is reported promptly to the Directors;

(iii) the performance of the investments is reviewed regularly with the Directors;

(iv) the Directors are entitled to cancel the delegation arrangement at any time;

(v) the investment policy and the delegation arrangement are reviewed at least once a year;

(vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and

(vii) the financial expert must not do anything outside the powers of the Directors;

(o) to arrange for investments or other property of the Company to be held in the name of a nominee company acting under the control of the Directors or of a financial expert acting under their instructions, and to pay any reasonable fee required;

(p) to provide indemnity insurance to Directors and the members of any Local Governing Body (to the extent necessary) in accordance with, and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;

(q) to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Company;

(r) to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Object and appropriate to the religious character any of the Academies.

APPLICATION OF INCOME AND PROPERTY

6.1 The income and property of the Company shall be applied solely towards the promotion of the Object.

MEMBERS' BENEFITS AND CONFLICTS OF INTEREST

6.2 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company. Nonetheless a Member of the Company who is not also a Director may:

(a) benefit as a beneficiary of the Company;

(b) be paid reasonable and proper remuneration for any goods or services supplied to the Company;

(c) be paid rent for premises let by the Member of the Company if the amount of the rent and other terms of the letting are reasonable and proper; and

(d) be paid interest on money lent to the Company at a reasonable and proper rate, such rate not to exceed 2 per cent per annum below the base lending rate of a UK clearing bank selected by the Directors, or 0.5%, whichever is the higher.

DIRECTORS' AND TRUSTEES' INDEMNITY

6.3 A Director and a Trustee[2] may benefit from any indemnity arrangement purchased at the Company's expense, or any arrangement so agreed with the Secretary of State to cover the liability of the Directors and the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Company or to any trust of any Academy site: provided that any such arrangement shall not extend to:

(i) any claim arising from any act or omission which Directors or Trustees (or any of them) knew to be a breach of trust (including a breach of any trust relating to any Academy site) or breach of duty or which was committed by the Directors or Trustees (or any of them) in reckless

[2] The Trustees can be covered and their reasonable and justified costs met by the Company to the extent that it is in the interest of the Company to do so, for example, to indemnify Trustees from any liabilities or costs that may arise due to the occupation use or development of the site by the Company. Contractual terms in the Church Supplemental Agreement or other documentation may well require such an indemnity or such costs to be met

disregard to whether it was a breach of trust or breach of duty or not; and

(ii) the costs of any unsuccessful defence to a criminal prosecution brought against the Directors or Trustees (or any of them) in their capacity as directors of the Company or as Trustees of any Academy site.

Further, this Article does not authorise a Director or Trustee to benefit from any indemnity arrangements that would be rendered void by any provision of the Companies Act 2006, the Charities Act 2011 or any other provision of law.

DIRECTORS' BENEFITS AND CONFLICTS OF INTEREST

6.4 A public company, which has shares listed on a recognised stock exchange and of which any one Director holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Company.

6.5 A Director may at the discretion of the Directors be reimbursed from the property of the Company for reasonable expenses properly incurred by him or her when acting on behalf of the Company, but excluding expenses in connection with foreign travel.

6.6 No Director may:

(a) buy any goods or services from the Company;

(b) sell goods, services, or any interest in land to the Company;

(c) be employed by, or receive any remuneration from the Company (other than the Chief Executive Officer (to the extent that s/he is a Director) whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8);

(d) receive any other financial benefit from the Company:

unless:

(i) the payment is permitted by Article 6.7 and the Directors follow the procedure and observe the conditions set out in Article 6.8; or

(ii) the Directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

6.7 Subject to Article 6.8, a Director may:

(a) receive a benefit from the Company in the capacity of a beneficiary of the Company;

(b) be employed by the Company or enter into a contract for the supply of goods or services to the Company, other than for acting as a Director;

(c) receive interest on money lent to the Company at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors, or 0.5%, whichever is the higher; and

(d) receive rent for premises let by the Director to the Company if the amount of the rent and the other terms of the lease are reasonable and proper.

6.8 The Company and its Directors may only rely upon the authority provided by Article 6.7 if each of the following conditions is satisfied:

(a) the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances; and

(b) the Director is absent from the part of any meeting at which there is discussion of:

(i) his or her employment, remuneration, or any matter concerning the contract, payment or benefit; or

(ii) his or her performance in the employment, or his or her performance of the contract; or

(iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 6.7; or

(iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 6.7; and

(c) the Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting; and

(d) in relation to proposed contracts for employment or services (except, where the Chief Executive Officer is a Director, the principal employment contract or contract for services under which he is employed or engaged by the Company), the other Directors are satisfied that it is in the interests of the Company to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest); and

(e) the reason for their decision is recorded by the Directors in the minute book; and

(f) a majority of the Directors then in office have received no such payments or benefit.

6.8A The provision in Article 6.6(c) that no Director may be employed by or receive any remuneration from the Company (other than the Chief Executive Officer to the extent s/he is a Director) does not apply to an employee of the Company who is subsequently elected or appointed as a Director save that this Article shall only allow such a Director to receive remuneration or benefit from the Company in his capacity as an employee of the Company and provided that the procedure as set out in Articles 6.8(b) and 6.8 (c) is followed.

6.9 In Articles 6.2 - 6.9:

(a) "company" shall include any company in which the Company:

- holds more than 50% of the shares; or

- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more directors to the board of the company;

(b) "Director" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner; and

(c) the employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:

(i) a partner;
(ii) an employee;
(iii) a consultant;
(iv) a director;
(v) a member; or
(vi) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

LIMITED LIABILITY OF MEMBERS

7. The liability of the Members of the Company is limited.

DISSOLUTION AND WINDING UP

8. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

9. If the Company is wound up or dissolved and after all its debts and liabilities (including any under section 2 of the Academies Act 2010) have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Company (except for a Member which is itself a charity fulfilling the criteria set out below), but shall be given or transferred to some other charity or charities having objects similar to the Object which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 6 above, chosen by the Members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.

AMENDMENTS TO MEMORANDUM AND ARTICLES

10. No alteration or addition shall be made to or in the provisions of the Memorandum and/or Articles without the written consent of the Diocesan Corporate Member.[3] No alteration or addition to these Articles which would or is likely to affect the governance or Church of England ethos of any Church

[3] The requirement for the consent of the Trustees and the Diocesan Corporate Member corresponds to the requirement for maintained schools that the consent of these bodies be obtained prior to a change to the Instrument of Government under the Schools Governance (Constitution) (England) Regulations 2007.

Academy shall be made without the written consent of the Trustees of the relevant Church Academy or Academies.

11. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Company would cease to be a company to which section 60 of the Companies Act 2006 applies; or (b) that the Company would cease to be a charity; or (c) that it might weaken the maintenance of the ethos (whether Church of England or otherwise) at the Academies.

MEMBERS[4]

12. The Members of the Company shall comprise:

(a) the Diocesan Corporate Member;

(b) the chairman of the Directors;and

(c) any person appointed under Article 15A,

provided that at any time the minimum number of Members shall not be less than three.

12A. An employee of the Company cannot be a Member of the Company.

13. Each person entitled to appoint Members in Article 12 shall have the right from time to time by written notice delivered to the Office to remove any Member appointed by them and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.

14. If any of the persons entitled to appoint Members in Article 12:

(a) in the case of an individual, die or become legally incapacitated;

(b) in the case of a corporate entity, cease to exist and are not replaced by a successor institution;

(c) becomes insolvent or makes any arrangement or composition with their creditors generally; or

(d) ceases to themselves be a Member,

their right to appoint Members under these Articles shall vest in the remaining Members.

15. Membership will terminate automatically if:

(a) a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;

(b) a Member (who is an individual) dies or becomes incapable by reason of illness or injury of

[4] The Department recommends that Academy Trust companies should have at least five members but this is not a legal requirement.

managing and administering his or her own affairs; or

(c) a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.

15A. The Members with the written consent of the Diocesan Corporate Member may agree by passing a special resolution to appoint such additional Members as they think fit.

16. In addition to their rights under Article 13 and subject to the requirements of the Relevant Funding Agreement, the Members with the written consent of the Diocesan Corporate Member may agree by passing a special resolution to remove any such additional Members appointed under Article 15A. The Member whose proposed removal is the subject of the resolution shall not be entitled to vote on that resolution.

16A. Upon the resignation or removal of any member (including a signatory to the Memorandum) other than the Diocesan Corporate Member the Members shall appoint by majority a replacement Member if required to ensure that the number of Members appointed to represent the interests of the Church of England shall not exceed 25% of the total number of Members.

16B. If the number of Members appointed to represent the interests of the Church of England is less than 25% of the total number of Members the Diocesan Corporate Member may appoint additional Members provided that the total proportion of Members appointed to represent the interests of the Church of England does not exceed 25% of the total number of Members.

16C. In exercising their rights under these Articles and the Companies Act 2006, the Members shall not do any thing or take any action which would cause the Company to contravene its Object.

17. Every person nominated to be a Member of the Company shall sign a written consent to become a Member or sign the register of Members on becoming a Member[5].

18. Any individual (but not corporate) Member may resign provided that after such resignation the number of Members is not less than three. A Member shall cease to be one immediately on the receipt by the Company of a notice in writing signed by the person or persons entitled to remove him under Articles 13 or 16 provided that no such notice shall take effect when the number of Members is less than three unless it contains or is accompanied by the appointment of a replacement Member.

18A. The Diocesan Corporate Member is not precluded by its membership of the Company from taking any action or exercising any function it has as Diocesan Board of Education under the Measure.

MEMBERS' MEETINGS: ANNUAL GENERAL MEETINGS AND GENERAL MEETINGS

19. The Company shall hold an Annual General Meeting each Academy Financial year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its

[5] It is a requirement of company law that the Company maintains a register of Members and a register of Directors at all times.

incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All meetings of the Members other than Annual General Meetings shall be called General Meetings

20. The Directors may call General Meetings and, on the requisition of Members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a General Meeting in accordance with that Act. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Director or any Member of the Company may call a General Meeting.

NOTICE OF GENERAL MEETINGS

21. General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting.

21A. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall also state that the Member is entitled to appoint a proxy. The notice shall be given to all the Members, all Directors and the auditors.

22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

23. 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. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a corporate Member shall constitute a quorum.

24. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.

25. The Members present and entitled to vote at the meeting shall elect by ordinary resolution one of their number to be the chairman of the General Meeting, and such election shall be binding on all Members and Directors present at the meeting.

26. Not used.

27. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any General Meeting.

27A. A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

27B. A person is able to exercise the right to vote at a General Meeting when:

(e) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

(f) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

27C. The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

27D. In determining attendance at a General Meeting, it is immaterial whether the Members attending it are in the same place as each other.

27E. Any persons who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at the meeting, they are (or would be) able to exercise them.

27F. Except where inconsistent with any legal obligation, any Member shall be able to participate in meetings of the Members by telephone or video conference provided that:

(a) he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and

(b) the Members have the appropriate equipment.

27G. If after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference in accordance with Article 27F the meeting may still proceed with its business provided it is otherwise quorate.

28. The chairman may, with the consent of a majority of the Members at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time, date and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

29. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded:

(a) by the chairman; or

(b) by at least two Members having the right to vote at the meeting; or,

(c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

30. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

31. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

32. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

33. A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

34. No notice need be given of a poll not taken immediately if the time, date and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time, date and place at which the poll is to be taken.

35. A resolution in writing agreed by such number of members as required if it had been proposed at a General Meeting shall be as effectual as if it had been passed at a General Meeting duly convened and held provided that a copy of the proposed resolution has been sent to every Member. The resolution may consist of several instruments in the like form each agreed by one or more Members.

VOTES OF MEMBERS

36. On the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

37. Not used.

38. No Member shall be entitled to vote at any General Meeting unless all moneys then payable by him to the Company have been paid.

39. No objections shall be raised to the qualification of any person to vote at any General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

40. An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointer and shall

be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

> "I/We, …….., of ………, being a Member/Members of the above named Company, hereby appoint …… of ……, or in his absence, …….. of ……. as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the Annual General Meeting/ General Meeting of the Company to be held on …..20[ ], and at any adjournment thereof.
>
> Signed on ….. 20[ ]"

41. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

> "I/We, ……., of ……., being a Member/Members of the above-named Company, hereby appoint …. of ……., or in his absence, ….. of ……, as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the Annual General Meeting/ General Meeting of the Company, to be held on …. 20[ ], and at any adjournment thereof.
>
> This form is to be used in respect of the resolutions mentioned below as follows:
>
> Resolution No. 1 *for * against
>
> Resolution No. 2 *for * against.
>
> * Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting,

> Signed on …. 20[ ]"

42. The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Members may:

    (a) be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

    (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

    (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Clerk or to any Director,

    and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

43. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

44. Any organisation which is a Member of the Company may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual Member of the Company.

DIRECTORS

45. The number of Directors shall be not less than five, but (unless otherwise determined by ordinary resolution) shall not be more than twelve.

45A. All Directors upon their appointment or election and before exercising any duties as a Director shall give a written undertaking to the Trustees and the Diocesan Corporate Member to uphold the Objects of the Company.

46. Subject to Articles 48-49 and 53, the Company shall have the following Directors:

(a) No fewer than five Directors, appointed under Articles 50 and 50A combined

(b) A minimum of 2 Parent Directors elected or appointed under Articles 53-56 in the event that no Local Governing Bodies are established under Article 100(a) or if no provision is made, or is planned, for at least 2 Parent Local Governors on each established Local Governing Body pursuant to Article 101A.

47. The Company may also have any Co-opted Director appointed under Article 58.

48. The first Directors shall be those persons named in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.

49. Future Directors shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Director to be appointed or elected due to the fact that an Academy has not yet been established, then the relevant Article or part thereof shall not apply.

APPOINTMENT OF DIRECTORS

50. The Members shall appoint by ordinary resolution a minimum of three Directors and a maximum of 9 Directors provided that the number of Directors appointed under Articles 46(b), 50, 57 and 58 combined shall not thereby exceed 9.

50A. The Diocesan Corporate Member shall appoint up to three Directors provided that where the Academies comprise only schools that had been Community Schools and Voluntary Controlled schools as defined by the Education Acts the total number of Directors appointed under this Article shall not exceed 25% of the total number of Directors.

50B. The total number of Directors including the Chief Executive Officer if they so choose to act as Director under Article 57 who are employees of the Company shall not exceed one third of the total number of Directors.

50C. In any circumstances where the Secretary of State is entitled to serve a warning notice under the Relevant Funding Agreement or in the opinion of the Diocesan Corporate Member the standards or the ethos of any Church of England Academy have fallen unacceptably low then the Diocesan Corporate Member may stipulate that one or more additional Directors nominated by it shall be appointed to the board of the Company and may take the number of church directors above 25%.

50D. Where the relevant Church of England Academy has improved and is no longer eligible for a warning notice or is no longer ineffective following an inspection under s48 of the Education Act 2005, the Company may remove the additional directors appointed under Article 50C having first consulted the Diocesan Corporate Member.

51. Not used.

52. Not used.

PARENT DIRECTORS

53. In circumstances where the Directors have not appointed Local Governing Bodies in respect of the Academies as envisaged in Article 100(a) or if no provision is made for at least 2 Parent Local Governors on each established Local Governing Body pursuant to Article 101A there shall be a minimum of two Parent Directors and otherwise such number as the Members shall decide who shall be appointed or elected in accordance with Articles 54 - 56.

54. Parent Directors and Parent Local Governors shall be elected or, if the number of parents, or individuals exercising parental responsibility, standing for election is less than the number of vacancies, appointed (in accordance with the terms of reference determined by the Directors from time to time). The elected or appointed Parent Directors must be a parent, or an individual exercising parental responsibility, of a registered pupil at one or more of the Academies at the time when he is elected or appointed. The elected (or, if the number of parents or individuals exercising parental responsibility standing for election is less than the number of vacancies, appointed) Parent Local Governors of the Local Governing Body must be a parent, or an individual exercising parental responsibility, of a registered pupil at one or more of the Academies overseen by the Local Governing Body at the time when he is elected or appointed.

54A. The number of Parent Directors and Parent Local Governors required shall be made up by Parent Directors and Parent Local Governors appointed by the Directors if the number of parents, or individuals exercising parental responsibility, standing for election is less than the number of vacancies.

55. The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Directors or Parent Local Governors, including any question of whether a person is a parent, or an individual exercising parental responsibility, of a registered

pupil at one of the Academies. Any election of the Parent Directors or Parent Local Governors which is contested shall be held by secret ballot. For the purposes of any election of Parent Local Governors, any parent, or an individual exercising parental responsibility, of a registered pupil at the Academies overseen by the Local Governing Body shall be eligible to vote.

56. In appointing a Parent Director or Parent Local Governor the Directors shall appoint a person who is the parent, or an individual exercising parental responsibility, of a registered pupil at an Academy as described in Article 54; or where the Direstors are exercising their power to appoint a Parent Director or Parent Local Governor and it is not reasonably practical to appoint a parent, or an individual exercising parental responsibility, as described in Article 54, then the Directors may appoint a person who is the parent, or an individual exercising parental responsibility, of a child within the age range of at least one of the Academies or, in the case of an appointment to a Local Governing Body, the age range of at least one of the Academies overseen by that Local Governing Body.

CHIEF EXECUTIVE OFFICER

57. Providing that the Chief Executive Officer agrees so to act, the Members may by ordinary resolution appoint the Chief Executive Officer as a Director provided that the number of Directors appointed under Articles 46(b), 50, 57 and 58 combined shall not thereby exceed 9.

CO-OPTED DIRECTORS

58. The Directors may appoint Co-opted Directors provided that the number of Directors appointed under Articles 46(b), 50, 57 and 58 combined shall not thereby exceed 9. A 'Co-opted Director' means a person who is appointed to be a Director by being Co-opted by Directors who have not themselves been so appointed. The Directors may not co-opt an employee of the Company as a Co-opted Director if thereby the number of Directors who are employees of the Company would exceed one third of the total number of Directors including the Chief Executive Officer to the extent he is a Director.

59 - 63. Not used.

TERM OF OFFICE

64. The term of office for any Director shall be four years, save that this time limit shall not apply to any post which is held ex-officio. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected in General Meeting.

RESIGNATION AND REMOVAL

65. A Director shall cease to hold office if he resigns his office by notice to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect).

66. A Director shall cease to hold office if he is removed by the person or persons who appointed or elected him, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006.

67. Where a Director resigns his office or is removed from office, the Director or, where he is removed from office, those removing him, shall give written notice thereof to the Clerk.

DISQUALIFICATION OF DIRECTORS

68. No person shall be qualified to be a Director unless he is aged 18 or over at the date of his election or appointment. No current pupil or current student of any Academy shall be a Director.

69. A Director shall cease to hold office if he becomes incapable by reason of illness or injury of managing or administering his own affairs.

70. A Director shall cease to hold office if he is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated.

71. A person shall be disqualified from holding or continuing to hold office as a Director if:

(a) he has been declared bankrupt and/or his estate has been seized from his possession for the benefit of his creditors and the declaration or seizure has not been discharged, annulled or reduced; or

(b) he is the subject of a bankruptcy restrictions order or an interim order.

72. A person shall be disqualified from holding or continuing to hold office as a Director at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

73. A Director shall cease to hold office if he ceases to be a Director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

74. A person shall be disqualified from holding or continuing to hold office as a Director if he has been removed from the office of director or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

75. A person shall be disqualified from holding or continuing to hold office as a Director or a member of a Local Governing Body if he has not given the undertaking required by Article 45A (or Article 103) as applicable.

76 Not used.

77. A person shall be disqualified from holding or continuing to hold office as a Director where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.

78. A person shall be disqualified from holding or continuing to hold office as a Director if he has not provided to the chairman of the Directors a criminal records certificate at an enhanced disclosure

level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

79. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Director; and he is, or is proposed, to become such a Director, he shall upon becoming so disqualified give written notice of that fact to the Clerk.

80. Articles 68 to 75, Articles 77 to 79 and Articles 97 to 98B also apply to any member of any committee of the Directors, including a Local Governing Body, who is not a Director.

CLERK TO THE DIRECTORS

81. The Clerk shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Clerk so appointed may be removed by them. The Clerk shall not be a Director, or the Chief Executive Officer or a Principal. Notwithstanding this Article, the Directors may, where the Clerk fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Clerk for the purposes of that meeting. The Clerk may, but need not, be the appointed company secretary of the Company.

CHAIRMAN AND VICE-CHAIRMAN OF THE DIRECTORS

82. The Directors shall for each school year elect a chairman and a vice-chairman from among their number. A Director who is employed by the Company shall not be eligible for election as chairman or vice-chairman.

83. Subject to Article 84, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with Article 85.

84. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Clerk. The chairman or vice-chairman shall cease to hold office if:

(a) he ceases to be a Director;

(b) he is employed by the Company;

(c) he is removed from office in accordance with these Articles; or

(d) in the case of the vice-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of chairman.

85. Where by reason of any of the matters referred to in Article 84, a vacancy arises in the office of chairman or vice-chairman, the Directors shall at their next meeting elect one of their number to fill that vacancy.

86. Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting.

87 Not used

88 Not used

89. The Clerk shall act as chair during that part of any meeting at which the chair is elected.

90. The Directors may remove the chairman or vice-chairman from office in accordance with these Articles.

91. A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Directors shall not have effect unless:

(i) it is confirmed by a resolution passed at a second meeting of the Directors held not less than fourteen days after the first meeting; and

(ii) the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.

92. Before the Directors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Director or Directors proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

POWERS OF DIRECTORS

93. Subject to provisions of the Companies Act 2006, the Articles and to any directions of the Members[6] given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

94. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers, namely:

(a) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Object and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object;

(b) to enter into contracts on behalf of the Company.

95. In the exercise of their powers and functions, the Directors may consider any advice given by the

[6] Where the Diocesan Corproate Member acting as Diocesan Board of Education under the Measure has issued a direction under that Measure, a special resolution of the Members contrary to that direction cannot be implemented by the Directors as this would leave the charity in a position of non-compliance with a statutory duty (in this case to act following a direction under the Measure).

Chief Executive Officer (to the extent that he is not a Director) and any other executive officer.

96. Any bank account in which any money of the Company is deposited shall be operated by the Directors in the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Directors.

DIRECTORS' AND MEMBERS' CONFLICTS OF INTEREST

97. Any Director who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Director shall disclose that fact to the Directors as soon as he becomes aware of it. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Company (including fulfilling its charitable objects[7]) and any duty or personal interest (including but not limited to any Personal Financial Interest).

98. For the purpose of Article 97, a Director has a Personal Financial Interest if that interest is in respect of the employment or remuneration of, or the provision of any other benefit to, that Director as permitted by and as defined by Articles 6.5 - 6.9.

98A. The Diocesan Corporate Member shall not be deemed to have a conflict of loyalty or interest solely arising from its connection with the Church of England or its duty and functions under the Measure and no director appointed by them shall be deemed to have a conflict of loyalty solely arising from that appointment.

98B. If otherwise than a set out in Article 98A a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

(c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

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[7] Directors are bound to act in the interest of the Company. A director appointed by a site foundation would not be deemed to have a conflict of loyalty in respect of decisions connected with the use of the property by the Company because the property can only be used for the objects and these must remain consistent with the underlying property trusts.

MINUTES OF DIRECTORS' MEETINGS

99. The minutes of the proceedings of a meeting of the Directors shall be drawn up and entered into a book kept for the purpose by the person acting as Clerk for the purposes of the meeting; and shall be signed (subject to the approval of the Directors) at the same or next subsequent meeting by the person acting as chairman thereof.

COMMITTEES

100. Subject to these Articles, the Directors:

(a) may appoint committees to be known as Local Governing Bodies for each Academy (and the same Local Governing Body may be appointed for more than one Academy; and

(b) may establish any other committee.

101. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every 12 months. The membership of any committee of the Directors may include persons who are not Directors, provided that (with the exception of the Local Governing Bodies) a majority of members of any such committee shall be Directors. Except in the case of a Local Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.

101A. The Directors shall ensure that any Local Governing Body shall include at least two Parent Local Governors.

101B. The Directors shall ensure that any Local Governing Body constituted:

(a) in respect of any Academy that had previously been a Voluntary Controlled School immediately prior to conversion to Academy status shall have up to 25% of its members appointed by the Directors with the consent of the Diocesan Corporate Member and that all its members shall sign an undertaking to the Diocesan Corporate Member to uphold the designated religious character of the said Academy.

(b) in respect of any Academy that had previously been a Voluntary Aided School immediately prior to conversion to Academy status shall have all its members (except elected parent and any staff members) appointed by the Directors with the consent of the Diocesan Corporate Member and that all its members shall sign an undertaking to the Diocesan Corporate Member to uphold the designated religious character of the said Academy.

(c) in respect of any Academy falling under Article 4(a)(ii) is appointed by the Directors taking into account the needs of the Academy and the Directors shall recognise and support the individual ethos of the said Academy as a School not designated as having a religious character

102. Any power of delegation exercised under Article 105 in relation to the establishment of a Local Governing Body for an Academy shall be by way of Scheme of Delegation. The form of Scheme of Delegation to be used may be attached to these Articles and amended by the Directors from time to time.

103. All members of a Local Governing Body shall upon their appointment or election, and before exercising any duties as a member of the Local Governing Body, give a written undertaking to the Directors, the Trustees and the Diocesan Corporate Member to uphold the Object of the Company. If they refuse to give such an undertaking they shall immediately be disqualified from holding office.

104. The functions, duties and proceedings of the Local Governing Bodies or committees shall be subject to regulations made by the Directors from time to time. Local Governing Bodies may also be established solely for the purpose of fulfilling an advisory function to the board of Directors.

DELEGATION

105. The Directors may delegate any of their powers and functions (including the power to sub-delegate) to any Director, committee (including any Local Governing Body), the Chief Executive Officer, the Principals or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions the Directors may impose, and may be revoked or altered.

105A. A Director, committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office to whom a power or function of the Directors is delegated under Article 105 may further sub-delegate those powers or functions (or any of them) to a further person. Where any power or function of the Directors is sub-delegated by any person to whom it has been delegated, that person must inform the Directors as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions the Directors may impose, and may be revoked or altered by the Directors.

106. Where any power or function of the Directors has been exercised by any committee (including any Local Governing Body), any Director, the Chief Executive Officer, the Principals or any other holder of an executive office, or a person to whom a power or function has been sub-delegated under Article 105A, that person or committee shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.

CHIEF EXECUTIVE OFFICER, PRINCIPALS AND STAFF

107. The Directors, with the involvement and consent of the Diocesan Corporate Member and having made use of any relevant powers under section 124AA of the School Standards and Framework Act 1998 shall appoint the Chief Executive Officer. Subject to Article 105A the Directors may delegate such powers and functions as they consider are required by the Chief Executive Officer and Principals for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Directors and for the direction of the teaching and curriculum at the Academies).

107A. The Directors shall appoint the Principal of each Academy. In respect of the appointment of the Principal of any Academy that had immediately prior to conversion been a Voluntary Controlled school as defined by the Education Acts the Directors may only appoint with the involvement and consent of the Diocesan Corporate Member and having made use of their powers under s124AA of the School Standards and Framework Act 1998.

MEETINGS OF THE DIRECTORS

108. Subject to these Articles, the Directors may regulate their proceedings as they think fit.

109. The Directors shall hold at least three meetings in every school year. Meetings of the Directors shall be convened by the Clerk. In exercising his functions under this Article the Clerk shall comply with any direction:

(a) given by the Directors; or

(b) given by the chairman of the Directors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Directors, so far as such direction is not inconsistent with any direction given as mentioned in (a) above.

110. Any three Directors may, by notice in writing given to the Clerk, requisition a meeting of the Directors; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.

111. Each Director shall be given at least seven clear days before the date of a meeting:

(i) notice in writing thereof, signed by the Clerk, and sent to each Director at the address provided by each Director from time to time; and

(ii) a copy of the agenda for the meeting,

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

112. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.

113. A resolution to rescind or vary a resolution carried at a previous meeting of the Directors shall not be proposed at a meeting of the Directors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

114. A meeting of the Directors shall be terminated forthwith if:

(a) the Directors so resolve; or

(b) the number of Directors present ceases to constitute a quorum for a meeting of the Directors in accordance with Article 117, subject to Article 119.

115. Where in accordance with Article 114(b) a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

116. Where the Directors resolve in accordance with Article 114(a) to adjourn a meeting before all the items of business on the agenda have been disposed of, the Directors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing

the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.

117. Subject to Article 119 the quorum for a meeting of the Directors, and any vote on any matter thereat, shall be any three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

118. The Directors may act notwithstanding any vacancies in their number, but, if the numbers of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a General Meeting.

119. The quorum for the purposes of:

(i) any vote on the removal of a Director in accordance with Article 66; and

(ii) any vote on the removal of the chairman of the Directors in accordance with Articles 90 and 91,

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Directors present at the meeting and entitled to vote on those respective matters.

120. Subject to these Articles, every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the Directors present and voting on the question. Every Director shall have one vote.

121. Subject to Articles 117 - 119, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.

122. The proceedings of the Directors shall not be invalidated by

(a) any vacancy among their number; or

(b) any defect in the election, appointment or nomination of any Director.

123. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

124. Subject to Article 125, the Directors shall ensure that a copy of:

(a) the agenda for every meeting of the Directors;

(b) the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;

(c) the signed minutes of every such meeting; and

(d) any report, document or other paper considered at any such meeting, are, as soon as is reasonably practicable, made available at every Academy to persons wishing to inspect them.

125. There may be excluded from any item required to be made available in pursuance of Article 124, any material relating to:

(a) a named Teacher or other person employed, or proposed to be employed, at any Academy;

(b) a named pupil or named student at, or candidate for admission or referral to, any Academy; and

(c) any matter which, by reason of its nature, the Directors are satisfied should remain confidential.

126. Any Director shall be able to participate in meetings of the Directors by telephone or video conference provided that:

(a) he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and

(b) the Directors have access to the appropriate equipment.

If after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

PATRONS AND HONORARY OFFICERS

127. The Directors may from time to time appoint any person whether or not a Member of the Company to be a patron of the Company or to hold any honorary office and may determine for what period he is to hold such office.

THE SEAL

128. The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed either by a Director and by the Clerk or by a second Director.

ACCOUNTS

129. Accounts shall be prepared in accordance with the relevant statement of recommended practice published by the Charity Commission from time to time (the "Statement of Recommended Practice") as if the Company was a non-exempt charity and Parts 15 and 16 of the Companies Act 2006 and shall file these with the Secretary of State and the Principal Regulator by 31 December for each Academy Financial Year.

ANNUAL REPORT

130. The Directors shall prepare its Annual Report in accordance with the Statement of Recommended Practice as if the Company was a non-exempt charity and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

CONFIRMATION STATEMENT

131. The Directors shall comply with their obligations under Part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of a confirmation statement to the Registrar of Companies and and will supply a copy of the confirmation statement to the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

NOTICES

132. Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, “address” in relation to electronic communications, includes a number or address used for the purposes of such communications.

133. A notice may be given by the Company to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.

134. A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

135. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

INDEMNITY

136. Subject to the provisions of the Companies Act 2006 and Article 6.3 every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

RULES

137. The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient after consultation with the Diocesan Corporate Member for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership , and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

(a) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;

(b) the procedure at General Meetings and meetings of the Directors and committees of the Directors and meetings of the Local Governing Bodies in so far as such procedure is not regulated by the Articles; and

(c) generally, all such matters as are commonly the subject matter of company rules.

138. The Company in general meeting shall have power to alter, add or to repeal the rules or bye laws but only having consulted the Diocesan Corporate Member. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

AVOIDING INFLUENCED COMPANY STATUS

139. Notwithstanding the number of Members from time to time, the maximum aggregate number of votes exercisable by Local Authority Associated Persons shall never exceed 19.9% of the total number of votes exercisable by Members in General Meeting and the votes of the other Members having a right to vote at the meeting will be increased on a pro-rata basis.

140. No person who is a Local Authority Associated Person may be appointed or elected as a Director if, once the appointment or election had taken effect, the number of Directors who are Local Authority Associated Persons would represent 20% or more of the total number of Directors. Upon any resolution put to the Directors, the maximum aggregate number of votes exercisable by any Directors who are Local Authority Associated Persons shall represent a maximum of 19.9% of the total number of votes cast by the Directors on such a resolution and the votes of the other Directors having a right to vote at the meeting will be increased on a pro-rata basis.

141. No person who is a Local Authority Associated Person is eligible to be appointed or elected to the office of Director unless his appointment or election to such office is authorised by the local authority to which he is associated.

142. If at the time of either his becoming a Member of the Company or his first appointment or election to office as a Director any Member or Director was not a Local Authority Associated Person but later becomes so during his membership or tenure as a Director he shall be deemed to have immediately resigned his membership and/or resigned from his office as a Director as the case may be.

143. If at any time the number of Directors or Members who are also Local Authority Associated Persons would (but for Articles 139 - 142 inclusive) represent 20% or more of the total number of Directors or Members (as the case may be) then a sufficient number of the Directors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned as Directors

or Members (as the case may be) immediately before the occurrence of such an event to ensure that at all times the number of such Directors or Members (as the case may be) is never equal to or greater than 20% of the total number of Directors or Members (as the case may be). Directors or Members (as the case may be) who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment or election date the most recently appointed or elected resigning first.

144. The Members will each notify the Company and each other if at any time they believe that the Company or any of its subsidiaries has become subject to the influence of a local authority (as described in section 69 of the Local Government and Housing Act 1989).

FREEDOM OF INFORMATION REDACTION SHEET

The Partnership Trust

Master Funding Agreement

Exemptions in full

n/a

Partial exemptions

Personal Information has been redacted from this document under Section 40 of the Freedom of Information (FOI) Act.

Section 40 of the FOI Act concerns personal data within the meaning of the Data Protection Act 1998.

Factors for disclosure	Factors for Withholding
▪ further to the understanding of and increase participation in the public debate of issues concerning Academies. ▪ to ensure transparency in the accountability of public funds	▪ To comply with obligations under the Data Protection Act

Reasons why public interest favours withholding information

Whilst releasing the majority of the **The Partnership Trust Master Funding Agreement** will further the public understanding of Academies. The whole of the **The Partnership Trust Master Funding Agreement** cannot be revealed**.** If the personal information redacted was to be revealed under the FOI Act, Personal Data and Commercial interests would be prejudiced.

Department
for Education

Academy and free school: master funding agreement for The Partnership Trust

December 2014

Contents

SUMMARY SHEET

Information about the Academy Trust:

Name of Academy Trust	The Partnership Trust
Address	Fosse Way School, Longfellow Road, Radstock, BA3 3AL
Company Number	07728112
Contact details for the Chair of Charity Trustees	Registered office address: Fosse Way School, Longfellow Road, Radstock, BA3 3AL

Please confirm whether additional clauses have been included (e.g. PFI clauses which will be supplied by your project lead if needed)

Descriptor	Clause No.	Applied	Not used

1. INTRODUCTION

Introduction and definitions

1.1 This Agreement is between the Secretary of State for Education (the "**Secretary of State**") and The Partnership Trust (the "**Academy Trust**"), and is an academy agreement as defined by section 1 of the Academies Act 2010.

1.2 The Academy Trust is a company limited by guarantee incorporated in England and Wales with company number 07728112. The Academy Trust is a charity and its directors are the Charity Trustees of the Academy Trust.

1.3 In order for the Academy Trust to establish and run a number of Academies in England, according to the provisions of the Academies Act 2010, and in order for the Secretary of State to make payments to the Academy Trust, the Academy Trust must meet the requirements in this Agreement and in each **Supplemental Agreement** that has been entered into by the Academy Trust and the Secretary of State in respect of each Academy.

1.4 In this Agreement, and (except as expressly provided otherwise) in each Supplemental Agreement, the capitalised words and expressions listed below will have the following meanings:-

Definitions of types of Academies:

An "**Academy**" is a school or educational institution established and run in accordance with the Academies Act 2010, and where this Agreement refers collectively to "**Academies**" run by the Academy Trust, this may include any of the following types of school or educational institution:

A "**Free School**" means an Academy which is a new educational institution within the meaning of section 9(1)(a) of the Academies Act 2010.

A "**Mainstream Academy**" means an Academy or a Free School which meets the requirements set out in section 1A(1) of the Academies Act 2010.

An "**Alternative Provision Academy**" means an Academy or a Free School which meets the requirements set out in section 1C(1) of the Academies Act 2010.

A "**Special Academy**" means an Academy or a Free School which meets the criteria set out in section 1A(2) of the Academies Act 2010.

A "**Sponsored Academy**" will be (unless otherwise stated) a Mainstream Academy which is established pursuant to an Academy Order under section 4 of the Academies Act 2010, which will be designated as a Sponsored Academy within the Supplemental Agreement applicable to that Academy, and as such certain conditions may apply to it.

"**Studio School**" means a type of Free School, principally for pupils and students aged between 14 and 19, which places an emphasis on such pupils and students obtaining employability skills through project-based learning.

"**University Technical College**" means a type of Free School, principally for pupils and students aged between 14 and 19, which provides technical education with the emphasis on a particular industry or scientific sector.

A "**16-19 Academy**" means an Academy or a Free School which meets the requirements set out in section 1B(1) of the Academies Act 2010.

Other defined terms:

"**16-19 Funding Guidance**" means the guidance published by the EFA and amended from time to time, on behalf of the Secretary of State.

"**Academies Financial Handbook**" means the document with that title published by the EFA and amended from time to time, on behalf of the Secretary of State.

"**Academy Financial Year**" means the year from 1 September to 31 August, or a different period notified in writing by the Secretary of State.

"**Articles**" means the Academy Trust's articles of association.

"**Business day**" means any day other than a Saturday, Sunday, Christmas Day, Good Friday or any day which is a bank holiday with the meaning given to that expression in the Banking and Financial Dealings Act 1971.

"**Charity Trustees**" means the directors of the Academy Trust who are responsible for the general control and management of the administration of the Academy Trust.

"**Chief Inspector**" means Her Majesty's Chief Inspector of Education, Children's Services and Skills.

"**Commissioner**" means LAs and/or schools referring pupils to an Alternative Provision Academy for admission under the legal powers set out in the relevant Supplemental Agreement.

"**Control**" means the power of an organisation or individual ('A') to ensure that the affairs of a another organisation are conducted in accordance with A's wishes, whether through share ownership or voting power, by agreement, because of powers conferred by articles of association or any other document, or otherwise; and "**Controls**" will be construed accordingly.

"**DfE**" and the expression "**Department**" means the Department for Education or any successor Department which has responsibility for schools"

"**EFA**" means the Education Funding Agency.

"**Guidance**" means guidance issued by or on behalf of the Secretary of State, as amended from time to time.

"**Independent School Standards**" means the independent school standards prescribed under section 157 of the Education Act 2002.

"**LA**" means a local authority.

"**Local Governing Body**" means the committee (if any) established by the Academy Trust in relation to an Academy or Academies, within the Academy Trust, in accordance with the Articles.

"**Parents**" means parents or guardians.

"**Predecessor School**" means the school which the Academy in question replaced, where applicable.

"**Publicly Funded Assets**" means (a) assets or property funded wholly or partly using payments made by or on behalf of the Secretary of State, and (b) publicly funded land as defined in paragraph 22(3) of Schedule 1 to the Academies Act 2010.

"**Pupil Premium**" means an amount equivalent to the pupil premium as defined in the School and Early Years Finance (England) Regulations 2013

"**Pupil Referral Unit**" means any school established in England and maintained by an LA which is specially organised to provide education for children falling within section 19(1) of the Education Act 1996.

Any reference to "**Secretary of State**" includes a reference to the EFA acting on the Secretary of State's behalf.

"**Secretary of State's consent**" means the Secretary of State's specific, prior written consent, which will not be unreasonably withheld or delayed.

"**SEN**" means Special Educational Needs and the expressions "**special educational needs**" and "**special educational provision**" have the meaning set out in sections 20(1) and 21(2) of the Children and Families Act 2014.

"**Start-up Period**" has the meaning as defined in the relevant Supplemental Agreement.

"**Supplemental Agreement**" means an agreement supplemental to this Agreement for any Academy which the Academy Trust agrees to establish and maintain and the Secretary of State agrees to fund, which is substantially in the form of the supplemental funding agreement entered into by both parties at the time that this Agreement is signed.

"**Teaching Staff**" means teachers and the principal or head teacher employed at the Academy.

"**Termination Notice**" means a notice sent by the Secretary of State to the Academy Trust, terminating this Agreement and each Supplemental Agreement on the date specified in the notice.

1.5 The Interpretation Act 1978 applies to this Agreement as it applies to an Act of Parliament.

1.6 A reference in this Agreement to any party or body includes its successors.

1.7 Any words following the terms 'include', 'including' or 'in particular' are by way of illustration, not limitation.

1.8 A reference in this Agreement to land includes any buildings or structures on the land.

1.9 A reference in this Agreement to pupils includes students at a 16-19 Academy.

1.10 Where any legislation, legal requirement or published guidance is referred to, unless otherwise stated, the following terms should be interpreted as follows:

a) "school" refers to the relevant Mainstream Academy, Alternative Provision Academy, Special Academy or Studio School, and "educational institution" refers, where the context so admits, to a 16-19 Academy;

b) the "head teacher" may refer to the Academy's head teacher or principal;

c) references to the "governing body" or "responsible authorities" will be taken to refer to the Academy Trust; and

d) references to registered pupils will be treated as references to registered pupils at the Academy.

1.11 References in this Agreement or any Supplemental Agreement to any named legislation, legal requirement or published guidance should be taken to include any amendment to or replacement of it.

1.12 If any questions arise about how this Agreement should be interpreted, the answer will be decided by the Secretary of State, after discussion with the Academy Trust.

General Obligations of the Academy Trust

1.13 In order for the Academy Trust to establish and run independent schools and/or educational institutions in England, according to the terms of the Academies Act 2010, and in order for the Secretary of State to make payments to the Academy Trust, the Academy Trust must meet the conditions and requirements set out in this Agreement, and in each Supplemental Agreement for an Academy for which payments are claimed. In particular, the Academy Trust must ensure the Academies it runs meet the applicable requirements as follows:

a) for **Mainstream Academies**, those specified in Section 1A of the Academies Act 2010;

b) for **Alternative Provision Academies**, those specified in Section 1C of the Academies Act 2010;

c) for **16-19 Academies**, those specified in Section 1B of the Academies Act 2010;

d) for **Special Academies**, those specified in section 1A(2) of the Academies Act 2010, and:

i. the Academy Trust must ensure special educational provision is made at each of the Special Academies for one or more categories of SEN. These categories may include, but are not limited to: Specific Learning Difficulties, Moderate Learning Difficulties, Severe Learning Difficulties, Profound and Multiple Learning Difficulties, Behaviour Emotional Social and Development Needs, Speech Language and Communication Needs, Autistic Spectrum Disorder, Visual Impairment, Hearing Impairment, Multi-Sensory Impairment, Physical Disability;

ii. the Academy Trust may not refuse to admit a child whose statement of SEN names one of the Special Academies on the

sole basis that some, or all, of the child's SEN do not feature in the categories referred to in clause 1.13(d)(i) of this agreement.

iii. the Academy Trust must comply with all of the obligations imposed upon special academies by legislation, and with the obligations imposed upon the governing bodies of maintained special schools in Chapter 1 of Part 4 of the Education Act 1996.

iv. the Academy Trust must ensure that each Special Academy's website includes details of the arrangements for the admission of disabled pupils; the steps taken to prevent disabled pupils from being treated less favourably than other pupils; the facilities provided to assist access to the Academy by disabled pupils; and the plan prepared by the Academy Trust under paragraph 3 of Schedule 10 to the Equality Act 2010. Disabled pupils in this paragraph mean pupils who are disabled for the purposes of the Equality Act 2010.

1.14 To the extent that it is compatible with the Academy Trust fulfilling its charitable purpose of advancing education in the United Kingdom for the public benefit, the Academy Trust must ensure that each of its Academies is at the heart of its community, promoting community cohesion and sharing facilities with other schools and/or other educational institutions and the wider community.

1.15 The Academy Trust must conduct its Academies within the terms and requirements of:

a) the Articles;

b) any legislation or legal requirement that applies to academies, including the Independent School Standards and legislation about meeting the needs of pupils with SEN and disabilities;

c) the Academies Financial Handbook, as stated in clauses 4.6 to 4.8; and

d) this Agreement, and any and all Supplemental Agreements.

1.16 The Academy Trust must, as soon as is reasonable, establish an appropriate mechanism for the receipt and management of donations for the purpose of its aims as specified in the Articles.

1.17 The Academy Trust must obtain the Secretary of State's consent before applying to have an Academy designated as a school with religious character. The Secretary of State may at his discretion refuse or consent to the Academy Trust making such an application.

1.18 Unless an Academy operated by the Academy Trust is designated as a school with a religious character under the Religious Character of Schools (Designation Procedure) (Independent Schools) (England) Regulations 2003, it agrees to be bound by the prohibition against discrimination in section 85 of the Equality Act 2010.

1.19 The Academy Trust is not required to publish information under this Agreement, or any Supplemental Agreement, if to do so would breach its obligations under the Data Protection Act 1998.

1.20 The Academy Trust must ensure that its Academies meet the needs of individual pupils, including pupils with SEN and disabilities.

Governance

1.21 The Academy Trust will be governed by a board comprising the Charity Trustees of the Academy Trust (the "**Board of Charity Trustees**").

1.22 The Board of Charity Trustees must have regard to any Guidance on the governance of academy trusts.

1.23 The Academy Trust must ensure that it engages with the relevant Local Governing Body (if any) or representatives of each Academy, and that arrangements are in place for matters relating to the functioning of each Academy to be brought to the attention of the Charity Trustees of the Academy Trust.

1.24 The Academy Trust must provide to the Secretary of State the names of all new or replacement members of the Academy Trust, stating the date of their appointment and, where applicable, the name of the member they replaced as soon as is practicable and in any event within 14 days of their appointment.

1.25 The Academy Trust must not appoint any new or replacement members until it has first informed them, and they have agreed, that their names will be shared with the Secretary of State to enable him to assess their suitability.

1.26 If the Academy Trust establishes and maintains a Free School, it must, in addition to its obligations under clauses 1.24 and 1.25:

a) provide to the Secretary of State the names of all new or replacement Charity Trustees of the Academy Trust, stating whether they have been appointed or elected, the date of their appointment or election and, where applicable, the name of the Charity Trustees they replaced as soon as is practicable and in any event within 14 days of their appointment or election; and

b) not appoint or elect any new or replacement Charity Trustees until it has first informed them, and they have agreed, that their names will be shared with the Secretary of State to enable him to assess their suitability.

1.27 The Academy Trust must not amend or remove the provisions in its Articles relating to the appointment or election or the resignation or removal of Charity Trustees or members ("the Governance Articles") without the Secretary of State's consent.

1.28 Before any change to the Governance Articles is proposed the Academy Trust must give notice to the Secretary of State of:

a) the proposed amendment or removal; and;

b) the reason for it.

1.29 If the Secretary of State consents to the proposed changes, the Academy Trust shall approve any changes to the Articles as soon as reasonably practicable and provide the Secretary of State with a copy of the amended Articles and the resolution(s) approving them.

2. RUNNING OF THE ACADEMIES

Length of school day and year

2.1 The length of the school day and year will be the responsibility of the Academy Trust and for the purpose of this paragraph "school" also means a **16 to 19 Academy**.

Teachers and staff

2.2 In complying with the Independent School Standards, the Academy Trust must require enhanced Disclosure and Barring Service ("DBS") certificates as appropriate for members of staff, supply staff, members of the Academy Trust, individual Charity Trustees and the chair of the Board of Charity Trustees.

2.3 The Academy Trust must promptly submit to the Secretary of State, on request, the information contained in any enhanced DBS certificate that it receives.

2.4 The Academy Trust must, where applicable, in respect of each of its Academies designate a member of staff at each Academy responsible for promoting the educational achievement of pupils at the Academy who are being looked after by an LA, and in doing so must comply with the law, regulations and guidance that apply to maintained schools.

2.5 Teachers' pay and conditions of service at the Academies are the responsibility of the Academy Trust.

2.6 The Academy Trust must ensure that all teachers employed in each Academy have access to the Teachers' Pension Scheme and, in so doing, must comply with the requirements of the scheme and with Fair Deal for staff pensions guidance published by HM Treasury.

2.7 The Academy Trust must, in accordance with the Local Government Pension Scheme (Administration) Regulations 2008 and with Fair Deal for staff pensions guidance published by HM Treasury, ensure that all affected staff employed by the Academy Trust other than teachers have access to the Local Government Pension Scheme, unless an individual expressly chooses to opt out of the Scheme in accordance with the regulations.

2.8 Where a member of the Teaching Staff employed at an Academy applies for a teaching post at another academy, a maintained school or a further education institution, the Academy Trust must at the request of the board of governors or academy trust of that other educational institution:

a) advise in writing whether or not, in the previous two years, there has been any formal capability considerations or proceedings for that teacher at the Academy or the Predecessor School;

b) give written details of the concerns which gave rise to any such consideration of that teacher's capability, the duration of the proceedings and their outcome.

School meals

2.9 Subject to clause 2.12, the Academy Trust must provide school lunches and free school lunches in accordance with the provisions of sections 512(3) and 512ZB(1) of the Education Act 1996 as if references in sections 512 and 512ZB to a local authority were to the Academy Trust and as if references to a school maintained by a local authority were to any of its Academies.

2.10 The Academy Trust must comply with school food standards legislation as if its Academies were maintained schools.

2.11 Where the Academy Trust provides milk to pupils, it must be provided free of charge to pupils who would be eligible for free milk if they were pupils at a maintained school.

2.12 Clauses 2.9 to 2.11 do not apply to 16-19 Academies. For **16-19 Academies**, the Academy Trust must comply with any Guidance in relation to free meals in the further education sector, as far as it applies to those Academies.

Pupil Premium

2.13 For all of its Academies eligible for Pupil Premium, and for each Financial Year, the Academy Trust must publish, on the Academy's website, information about:

a) the amount of Pupil Premium allocation that it will receive during the Academy Financial Year;

b) what it intends to spend the Pupil Premium allocation on;

c) what it spent its Pupil Premium allocation on in the previous Academy Financial Year;

d) the impact of the previous year's Pupil Premium allocation on educational attainment.

2.14 For all of its Academies eligible for Year 7 literacy and numeracy catch-up premium funding, and for each Academy Financial Year, the Academy Trust must publish, on the Academy's website, information about:

a) the amount of Year 7 literacy and numeracy catch-up premium grant that it will receive during the Academy Financial Year;

b) what it intends to spend its Year 7 literacy and numeracy catch-up premium grant on;

c) what it spent its Year 7 literacy and numeracy catch-up premium grant on in the previous Academy Financial Year;

d) the impact of the previous year's Year 7 literacy and numeracy catch-up premium grant on educational attainment, and how that effect was assessed.

Charging

2.15 For all its Academies except 16 to 19 Academies, the Academy Trust must comply with sections 402, 450-457 and 459-462 of the Education Act 1996 with regard to public examinations, charging, providing information, inviting voluntary contributions and recovering civil debts, as if its Academies were maintained schools.

2.16 There must be no charge for admission to or attendance at any of the Academies, and the Academies will only charge pupils where the law allows maintained schools to charge.

2.17 Clause 2.16 does not prevent the Academy Trust receiving funds from an LA or a charity in respect of the admission and attendance of a pupil with SEN to an Academy.

2.18 Notwithstanding clause 2.16, the Academy Trust may charge people who are not registered pupils at one of its Academies for education or use of facilities.

2.19 Where an Academy provides a pupil with board and lodging, the Academy Trust must not charge the parent of that pupil more than the cost to the Academy Trust of providing the board and lodging, except as required by the Fees, Charges and Levies guidance in HM Treasury's publication 'Managing Public Money'.

Exclusions

2.20 In respect of **Mainstream Academies, and Special Academies which admit pupils without statements of SEN and Studio Schools**, the Academy Trust must, if asked to by an LA, enter into an agreement which has the effect that where:

a) the Academy admits a pupil who has been permanently excluded from a maintained school, the Academy itself or another academy with whom the LA has a similar agreement; or

b) the Academy Trust permanently excludes a pupil from the Academy,

the arrangements for payment will be the same as if the Academy were a maintained school, under Regulations made under section 47 of the Schools Standards and Framework Act 1998.

Curriculum

2.21 The curriculum is the responsibility of the Academy Trust.

2.22 The Academy Trust must ensure that the curriculum provided in each Academy to pupils up to the age of 16 is balanced and broadly based. In respect of **Mainstream** and **Special Academies**, the Academy Trust must ensure that the curriculum includes English, mathematics and science. In respect of **Alternative Provision Academies** the Academy Trust must ensure that the curriculum includes English and mathematics.

2.23 The Academy Trust must publish information in relation to the current curriculum provision at each Academy on that Academy's website, including:

a) the content of the curriculum;

b) its approach to the curriculum;

c) if applicable, the GCSE options and other Key Stage 4 qualifications offered by each Academy and, if applicable, any other qualifications offered by each Academy;

d) the names of any phonics or reading schemes in operation for Key Stage 1 if applicable; and

e) how parents (including parents of prospective pupils) and Commissioners (if applicable) can obtain further information about that Academy's curriculum.

2.24 The Academy Trust must not allow any view or theory to be taught as evidence-based if it is contrary to established scientific or historical evidence and explanations. This clause applies to all subjects taught at an Academy.

2.25 The Academy Trust must provide for the teaching of evolution as a comprehensive, coherent and extensively evidenced theory. In respect of any **Alternative Provision Academies** and **16-19 Academies**, the Academy Trust must do this where relevant to the curriculum.

2.26 The Academy Trust must ensure the Academy actively promotes the fundamental British values of democracy, the rule of law, individual liberty, and mutual respect and tolerance of those with different faiths and beliefs.

2.26A The Academy Trust must ensure the Academy promotes principles that support equality of opportunity for all.

2.27 The Academy Trust must ensure that careers guidance is provided at each of its Academies, in accordance with the requirements on maintained schools in the Education Act 1997.

Assessment

2.28 The Academy Trust must:

a) ensure that pupils and students at each of its Academies are entered for examinations, in line with the requirements on maintained schools in section 402 of the Education Act 1996;

b) comply with the relevant Guidance, as it applies to maintained schools, in respect of each **Mainstream Academy,** each **Special Academy** and each **Studio School** to ensure that pupils take part in assessments, and in teacher assessments of pupils' performance; and must do so for each **Alternative Provision Academy** unless there are exceptional reasons to do otherwise;

c) ensure that students at each **16 to 19 Academy** take part in assessments of students' performance appropriate to the qualifications offered;

d) report on assessments as the Secretary of State requires, or provide any information on assessments, on the same basis that maintained schools are required to provide the information;

e) for all Key Stages, allow monitoring and moderation of the Academy's assessment arrangements as required by the Secretary of State.

2.29 Unless specifically approved in writing by the Secretary of State, the Academy Trust must not use GAG to offer any course of education or training which leads to a qualification, if that qualification is not approved by the Secretary of State for the purpose of section 96 of the Learning and Skills Act 2000.

2.30 Unless informed by the Secretary of State that alternative information must be published, the Academy Trust must ensure that the following information is published on the relevant Academy's website for each **Mainstream Academy**, for each **Alternative Provision Academy**, and where relevant for each **Special Academy,** and in respect of sub-paragraph b) where relevant for each **Studio School**:

a) if applicable, the Academy's most recent Key Stage 2 results as published by the Secretary of State in the School Performance Tables:

i. "% achieving Level 4 or above in reading, writing and maths";

ii. "% making expected progress in reading", "% making expected progress in writing", and "% making expected progress in maths";

iii. in relation to reading, "% achieving Level 5 or above"; and

iv. in relation to writing, "% achieving Level 5 or above"; and

v. in relation to maths, "% achieving Level 5 or above";

b) if applicable, the Academy's most recent Key Stage 4 results as published by the Secretary of State under the following column headings in the School Performance Tables:

i. "% achieving 5 + A* - C GCSEs (or equivalent) including English and maths GCSEs";

ii. "% achieving the English Baccalaureate"; and

iii. "% of pupils making expected progress";

c) information about where and how parents (including parents of prospective pupils) can access the most recent report about the Academy published by the Chief Inspector; and

d) information as to where and how parents (including parents of prospective pupils) can access the School Performance Tables published by the Secretary of State.

2.31 The Academy Trust must ensure that, in relation to any **16-19 Academies**, any performance information requested by the Secretary of State is published on the Academy's website.

2.32 The Secretary of State may direct any Academy to participate in international education surveys, under the Education Act 1996, as if it were a maintained school.

3. GRANT FUNDING

Recurrent Expenditure Grants

3.1 The Secretary of State will pay grants towards Recurrent Expenditure, and may pay grants towards Capital Expenditure, for each Academy.

3.2 "**Recurrent Expenditure**" means any money spent on the establishment, conduct, administration and maintenance of an Academy which does not fall within Capital Expenditure.

3.3 In respect of Recurrent Expenditure, the Secretary of State will pay **General Annual Grant** ("**GAG**") and may additionally pay **Earmarked Annual Grant** ("**EAG**"). These are two separate and distinct grants.

3.4 Except with the Secretary of State's consent, the Academy Trust must not make commitments to spending which will have substantial implications for future grant. No decision by the Academy Trust will commit the Secretary of State to paying any particular amount of grant.

Capital Grant

3.5 The Secretary of State may pay a grant ("**Capital Grant**") to the Academy Trust for the purpose of spending on items of Capital Expenditure.

3.6 "**Capital Expenditure**" means expenditure on:

a) acquiring land and buildings;

b) erecting, enlarging, improving or demolishing any building including fixed plant, installation, wall, fence or other structure, or any playground or hard standing;

c) installing electrical, mechanical or other services other than necessary repairs and maintenance due to normal wear and tear;

d) buying vehicles;

e) installing and equipping premises with furnishings and equipment, other than necessary repairs and maintenance due to normal wear and tear;

f) installing and equipping premises with computers, networking for computers, operating software and ICT equipment, other than necessary updates or repairs and maintenance due to normal wear and tear;

g) providing and equipping premises, including playing fields and other facilities for social activities and physical recreation other than necessary repairs and maintenance due to normal wear and tear;

h) works of a permanent character other than the purchase or replacement of minor day-to-day items;

i) any major repairs or replacements which are specified as capital expenditure in any grant letter relating to them;

j) such other items (whether like or unlike any of the foregoing) of a substantial or enduring nature which the Secretary of State agrees are capital expenditure for the purposes of this Agreement;

k) professional fees properly and reasonably incurred in connection with the provision of any of the above;

l) VAT and other taxes payable on any of the above.

3.7 Any Capital Grant funding that may be made available to the Academy Trust will be notified to it by the Secretary of State.

3.8 The Academy Trust must spend Capital Grant only on items of Capital Expenditure approved by the Secretary of State and in accordance with conditions specified by the Secretary of State. Further, the Academy Trust must provide evidence that it has obtained all planning and other consents required for any proposed building and infrastructure development to be funded using Capital Grant.

3.9 In order to receive payments of Capital Grant, the Academy Trust must provide supporting invoices and certificates in the format specified by the Secretary of State.

3.10 The Academy Trust must provide an account of Capital Grant received and associated spending on Capital Expenditure using Capital Grant in the Academy Trust's financial statements and any financial reports or returns that the Secretary of State may require.

3.11 If in its use of Capital Grant the Academy Trust does not comply with this Agreement or any of the conditions specified by the Secretary of State, or the project does not accord with the original specification or has not been completed, the Secretary of State may at his discretion not make any further payments of Capital Grant and require the Academy Trust to repay all or part of the Capital Grant.

General Annual Grant (GAG)

3.12 The Secretary of State will pay GAG to the Academy Trust towards the normal running costs or capital expenditure of each of its Academies, including:

a) teachers' salaries and related costs (including pension contributions, full and part-time teaching staff and payments in respect of seconded teachers);

b) non-teaching staff salaries and related costs (including pension contributions);

c) employees' expenses;

d) buying, maintaining, repairing and replacing teaching and learning materials and other educational equipment, including books and stationery;

e) buying, maintaining, repairing and replacing other assets including ICT equipment and software, sports equipment and laboratory equipment and materials;

f) examination fees;

g) repairs, servicing and maintenance of buildings (including redecoration, heating, plumbing, lighting etc.); maintenance of grounds (including boundary fences and walls); insurance; cleaning materials and contract cleaning; water and sewerage; fuel and light (including electricity and gas); rents; rates; purchase, maintenance, repairs and replacement of furniture and fittings;

h) medical equipment and supplies;

i) staff development (including in-service training);

j) curriculum development;

k) the costs of providing school meals for pupils (including the cost of providing free school lunches to pupils who are eligible to receive

them), and any discretionary grants to pupils to meet the cost of pupil support, including support for pupils with SEN or disabilities;

l) administration; and

m) establishment expenses and other institutional costs.

3.13 GAG for each Academy Financial Year for each **Mainstream Academy**, **Special Academy** and **Studio School** will include:

a) funding equivalent to that which would be received by a maintained school with similar characteristics, determined by the Secretary of State and taking account of the number of pupils at the Academy;

b) funding to cover necessary functions which would be carried out by the relevant LA if the Academy were a maintained school;

c) payment of any additional specific grants made available to maintained schools, where the Academy meets the criteria for those grants, and at the Secretary of State's discretion; and

d) funding for any other costs to the Academy which the Secretary of State considers necessary.

3.14 The Academy Trust must use GAG only for maintaining, carrying on, managing and developing the Academies in accordance with this Agreement and the relevant Supplemental Agreement, except where the Secretary of State has given specific consent for the Academy Trust to use GAG for another charitable purpose.

3.15 In particular (but without limitation) the Academy Trust must not use GAG for:

a) education and training for adults who are not pupils of the Academy, other than staff professional development;

b) nursery provision for which parents are charged a fee;

c) nursery provision to children outside of the relevant Academy's age range as stated in the applicable Supplemental Agreement;

d) Children's Centres;

e) any additional cost of providing sport and leisure facilities for a purpose not permitted in clause 3.14.

Earmarked Annual Grant (EAG)

3.16 The Secretary of State may pay EAG to the Academy Trust for specific purposes, agreed between the Secretary of State and the Academy Trust, and as described in the relevant funding letter. The Academy Trust must spend EAG only in accordance with that letter.

3.17 Where the Academy Trust is seeking a specific EAG for any Academy Financial Year, it must send a letter outlining its proposals and the reasons for the request to the DfE.

Arrangements for paying GAG and EAG

3.18 Before each Academy Financial Year, the Secretary of State will notify the Academy Trust of the GAG and EAG amounts in respect of each Academy which, subject to parliamentary approval, the Secretary of State plans for that Academy Financial Year and how these have been calculated.

3.19 The amounts of GAG for an Academy Financial Year will be determined annually by the Secretary of State, and notified to the Academy Trust in a funding letter sent before the relevant Academy Financial Year begins (the "**Annual Letter of Funding**").

3.20 Amounts of EAG will be notified to the Academy Trust wherever possible in the Annual Letter of Funding or as soon as is practicable afterwards.

3.21 The Annual Letter of Funding will, as well as stating the grant amounts, set out how these have been calculated. It will not include grants which cannot be calculated in time because there is not enough information, or for other administrative reasons. Any such grants will be notified as soon as practicable.

3.22 The Secretary of State will pay GAG in monthly instalments on or before first day of each month ("the relevant month"), to fund the salaries and other payroll costs of all monthly paid employees and all other costs payable during the relevant month. The detailed arrangements for payment will be set out in the Annual Letter of Funding, or an equivalent.

3.23 If GAG or EAG is miscalculated:

a) because of a mistake by the Secretary of State, which leads to an underpayment to the Academy Trust, the Secretary of State will correct the underpayment in the same or subsequent Academy Financial Years;

b) because the Academy Trust provided incorrect information, which leads to an underpayment to the Academy Trust, the Secretary of State may correct the underpayment in the same or subsequent Academy Financial Years;

c) for any reason which results in an overpayment to the Academy Trust, the Secretary of State may recover any overpaid grant in the same or subsequent Academy Financial Years, having considered all the relevant circumstances and taking into account any representations from the Academy Trust.

Other relevant funding

3.24. The Academy Trust may receive additional funding from an LA under an agreement with that LA for the provision of support for pupils with SEN who require high levels of such support. The Academy Trust must ensure that all support required under that agreement is provided for those pupils.

4. FINANCIAL AND ACCOUNTING REQUIREMENTS

General

4.1 In order for the Secretary of State to provide grant funding to the Academy Trust, the Academy Trust must be fulfilling the financial and reporting requirements in this Agreement, and any Supplemental Agreements.

4.2 In its conduct and operation, the Academy Trust must apply financial and other controls which meet the requirements of regularity, propriety and value for money.

4.3 The Academy Trust must appoint an accounting officer and must notify the Secretary of State of that appointment. The Academy Trust must assign to the accounting officer the responsibilities of the role set out in the Academies Financial Handbook and HM Treasury's publication 'Managing Public Money'.

4.4 The Academy Trust must abide by the requirements of, and have regard to the guidance for, charities and charity trustees issued by the Charity Commission and, in particular, the Charity Commission's guidance on 'Protecting Charities from Harm'. Any references in this document which require charity trustees to report to the Charity Commission should instead be interpreted as reporting to the body or person appointed as the principal regulator under the Charities Act 2011.

4.5 The Academy Trust must abide by the requirements of the current 16 to 19 Funding Guidance published by the Secretary of State, in respect of any provision for students who are above compulsory school age until the academic year in which they reach the age of 19.

4.5A If the Secretary of State pays any grant to or on behalf of the Academy Trust, in respect of any Free Schools that the Academy Trust establishes and maintains, which includes an amount to cover VAT, the Academy Trust shall, having paid the VAT, promptly submit a VAT reclaim application to Her Majesty's Revenue and Customs (HMRC). Any failure by the Academy Trust to submit a VAT reclaim application to HMRC, or to pursue the application

diligently, or to repay any reclaimed amount to the Secretary of State as soon as reasonably practicable following receipt will be taken into account by the Secretary of State in:

a) calculating and paying any subsequent grant to the Academy Trust; or

b) adjusting GAG payable to the Academy Trust in subsequent Academy Financial Years.

Application of the Academies Financial Handbook

4.6 In relation to the use of grant paid to the Academy Trust by the Secretary of State, the Academy Trust must follow the requirements of, and have regard to the guidance in, the Academies Financial Handbook.

4.7 The Academy Trust must have adequate insurance cover or opt in to the Department's arrangements as set out in the Academies Financial Handbook.

4.8 The Academy Trust must submit information about its finances to the Secretary of State in accordance with the Academies Financial Handbook, or as otherwise specified by the Secretary of State.

Budgeting for funds

4.9 The Academy Trust must balance its budget from each Academy Financial Year to the next. For the avoidance of doubt, this does not prevent the Academy Trust from:

a) subject to clause 4.14, carrying a surplus from one Academy Financial Year to the next; or

b) carrying forward from previous Academy Financial Years sufficient cumulative surpluses on grants from the Secretary of State to meet an in-year deficit on such grants in a subsequent financial year, in accordance with clauses 4.14-4.16 and 3.L of the relevant Supplemental Agreement; or

c) incurring an in-year deficit on funds from sources other than grants from the Secretary of State in any Academy Financial Year, provided it

does not affect the Academy Trust's responsibility to ensure that its Academies balance their respective overall budgets from each Academy Financial Year to the next.

4.10 The Academy Trust may spend or accumulate funds from private sources or public sources other than grants from the Secretary of State for the benefit of the Academy Trust as it sees fit. Any surplus from private or public sources other than grants from the Secretary of State must be separately identified in the Academy Trust's accounts.

4.11 For clarity, and in accordance with the intent of parity of funding with LA maintained schools, in circumstances where a Predecessor School had a deficit balance and the DfE has settled this with the relevant LA, that amount will be recovered from the Academy Trust's GAG over a period not normally exceeding 3 years (unless the Secretary of State's in his discretion decides otherwise) after the Academy opened.

4.12 The Academy Trust's budget must be approved for each Academy Financial Year by the Board of Charity Trustees.

4.13 The approved budget must be submitted to the Secretary of State in a form, and by a date, to be notified by the Secretary of State.

Carrying forward of funds

4.14 At the end of any Academy Financial Year the Academy Trust may carry forward unspent GAG from previous Academy Financial Years without limit (unless a limit is specified in the Academies Financial Handbook, or otherwise as specified in writing by the Secretary of State, in which case that limit will apply).

4.15 The Academy Trust must use any GAG carried forward only for purposes of GAG as set out in this agreement, or otherwise as specified in the Academies Financial Handbook or in writing by the Secretary of State.

4.16 Any additional grant provided for an Academy's Start-Up Period may be carried forward, without limitation or deduction, until the Start-Up Period ends.

4.17 Any unspent grant not allowed to be carried forward under clauses 4.14-4.16 and 3.L of the relevant Supplemental Agreement may be taken into account in the payment of subsequent grant.

Annual accounts and audit

4.18 The Academy Trust must prepare and file with Companies House the annual reports and accounts required by the Companies Act 2006.

4.19 In addition, the Academy Trust must prepare its annual reports and accounts for each Academy Financial Year:

a) in accordance with the Charity Commission's 'Accounting and Reporting by Charities: Statement of Recommended Practice', as if the Academy Trust was a registered charity; and

b) otherwise as the Secretary of State directs.

4.20 The Academy Trust's accounts must be audited annually by independent auditors appointed in line with the Academies Financial Handbook.

4.21 The accounts must carry an audit report stating whether, in the opinion of the auditors, the accounts show a true and fair view of the Academy Trust's affairs. The accounts must also be supported by such other audit reports, relating to the use of grants and other matters, as the Secretary of State directs.

4.22 The Academy Trust's annual report must include the names of all members of the Academy Trust who served during the year.

4.23 The Academy Trust's annual reports and accounts, and the auditor's reports, must be submitted to the Secretary of State by 31 December each Academy Financial Year, or as otherwise specified by the Secretary of State. The Academy Trust must publish on its website its annual reports and accounts, current memorandum of association, Articles and Funding Agreement and the names of its Charity Trustees and members. The Secretary of State may also

publish the Academy Trust's annual reports and accounts, and the audit report, as he sees fit.

Keeping financial records

4.24 The Academy Trust must keep proper accounting records. Statements of income and expenditure, statements of cash flow and balance sheets must be produced in such form and frequency as the Secretary of State directs.

Access to financial records

4.25 The books of accounts and all relevant records, files and reports of the Academy Trust, including those relating to financial controls, must be open at all reasonable times to officials of the DfE and the National Audit Office, and to their agents and contractors, for inspection or carrying out value for money studies. The Academy Trust must give those officials and contractors reasonable assistance with their enquiries. For the purposes of this clause 'relevant' means in any way relevant to the provision and use of grants provided by the Secretary of State under this Agreement.

4.26 The Secretary of State may, at his expense, instruct auditors to report to him on the adequacy and effectiveness of the Academy Trust's accounting systems and internal controls to standards determined by the Secretary of State, and to make recommendations for improving the Academy Trust's financial management.

Acquiring and disposing of Publicly Funded Assets

4.27 In relation to Publicly Funded Assets, the Academy Trust must not, without the Secretary of State's consent:

a) acquire or dispose of freehold land;

b) take up or grant a leasehold of land;

dispose of any other class of capital assets except as permitted in the Academies Financial Handbook, and subject to Part 3 of Schedule 1 to the Academies Act 2010.

4.28 The Academy Trust must give 30 days' notice to the Secretary of State, whether or not the circumstances require his approval, of its intention to take any of the actions in clause 4.27.

Retention of proceeds from the disposal of capital assets

4.29 Except as permitted in the Academies Financial Handbook, if the Academy Trust sells capital assets which were acquired or enhanced wholly or partly using payments made by or on behalf of HM Government the Academy Trust must pay to the Secretary of State, at his request, an amount of the sale proceeds equivalent to the proportion of the original cost of the acquisition or enhancement which was met by or on behalf of HM Government.

4.30 If the Academy Trust sells a capital asset which was transferred to it for no or nominal consideration from an LA, a Predecessor School or a Predecessor School's foundation, the Academy Trust must, if required by the Secretary of State, pay all or part of the sale proceeds to the LA or to the Secretary of State, taking into account the amount of the proceeds to be reinvested by the Academy Trust.

Transactions outside the usual planned range

4.31 In relation to Publicly Funded Assets, the Academy Trust must not, without the Secretary of State's consent:

a) give any guarantees, indemnities or letters of comfort, except such as are given in normal contractual relations;

b) write off any debts or liabilities owed to it; or

c) offer to make any special payments as defined in HM Treasury's publication 'Managing Public Money' (including ex gratia payments, staff severance payments and compensation payments)

above any values specified in the Academies Financial Handbook.

4.32 The Academy Trust must give the Secretary of State 30 days' notice, whether or not the circumstances require his consent, of its intention to do any of the actions in clause 4.31.

4.33 The Academy Trust must promptly notify the Secretary of State of any loss arising from suspected theft or fraud in line with the requirements in the Academies Financial Handbook, or otherwise specified by the Secretary of State.

Borrowing

4.34 Except as permitted in the Academies Financial Handbook, the Academy Trust must not borrow against Publicly Funded Assets, or so as to put Publicly Funded Assets at risk, without the Secretary of State's consent.

5. COMPLAINTS

5.1 With regards to a **Mainstream Academy, a Special Academy** an **Alternative Provision Academy** or **a 16-19 Academy**, if a complaint is made about matters arising wholly or partly before the Academy opened, and all or part of that complaint was investigated by the Local Government Ombudsman under Part III of the Local Government Act 1974 ("**Part III**"), or could have been investigated under Part III if the Predecessor School/Pupil Referral Unit had remained a maintained school/Pupil Referral Unit, the Academy Trust:

a) must abide by the provisions of Part III as if the Academy were a maintained school/Pupil Referral Unit;

b) agrees that the Secretary of State will have the power to investigate the subject of the complaint as if it had taken place after the Academy opened; and

c) must act in accordance with any recommendation from the Secretary of State as if that recommendation had been made under Part III and the Academy were a maintained school/Pupil Referral Unit.

5.2 With regards to a **Mainstream Academy,** a **Special Academy** or a **16-19 Academy**, if the Secretary of State could have given an order or a direction under section 496 or 497 of the Education Act 1996 to the governing body of the Predecessor School and that order or direction related to matters occurring within the 12 months immediately before the Academy opened, the Academy Trust:

a) agrees that the Secretary of State may give orders or directions to the Academy Trust as though the Academy were a maintained school and sections 496 and 497 applied to the governing body of that maintained school; and

b) must act in accordance with any such order or direction from the Secretary of State.

5.3 If at the time of the opening of any **Mainstream Academy, Special Academy, Alternative Provision Academy** or **16-19 Academy** the investigation of a complaint made to the governing body of the Predecessor School/Pupil Referral Unit has not yet been completed, the Academy Trust must continue to investigate that complaint in accordance with the complaints procedures established by that governing body.

5.4 If a complaint is made to the Academy Trust about matters arising in whole or in part during the 12 months prior to the opening of any **Mainstream Academy**, any **Special Academy** any **Alternative Provision Academy** or any **16-19 Academy** the Academy Trust agrees to investigate that complaint as if the matter complained of had taken place after the Academy opened.

6. TERMINATION

6.1 This Agreement will commence on the date of delivery and continue until terminated in accordance with clauses 6.2-6.7, or until all Supplemental Agreements have terminated.

Termination by either party

6.2 The Secretary of State may serve a Termination Notice if any of the following events occur, or if he considers that there is a serious risk that any of them may occur:

a) the Academy Trust calls a formal or informal meeting of its creditors or enters into any formal or informal composition or arrangement with its creditors; or

b) the Academy Trust proposes a voluntary arrangement within Section 1 of the Insolvency Act 1986 (as amended); or

c) the Academy Trust is unable to pay its debts within the meaning of Section 123 of the Insolvency Act 1986 provided that, for the purposes of this clause, Section 123 (1)(a) of the Insolvency Act 1986 will have effect as if £10,000 was substituted for £750. The Academy Trust will not be deemed unable to pay its debts for the purposes of this clause if any such demand as is mentioned in the said Section is being contested in good faith by the Academy Trust; or

d) the Academy Trust has a receiver and manager (except those appointed by the Charity Commission under the Charities Act 2011), administrator or administrative receiver appointed over all or part of its undertakings, assets or income; or

e) any distraint, execution or other process is levied or enforced on any of the Academy Trust's property and is not paid out, withdrawn or discharged within 15 business days; or

f) the Academy Trust has passed a resolution for its winding up; or

g) an order is made for the winding up or administration of the Academy Trust.

6.3 The Academy Trust must promptly notify the Secretary of State, with an explanation of the circumstances, after receiving any petition which may result in an order for its winding up or administration.

6.4 If

a) any Charity Trustee or member of the Academy Trust refuses to consent to any checks required under this Agreement, or as otherwise requested by the Secretary of State; or

b) the Secretary of State determines that any Charity Trustee or member of the Academy Trust is unsuitable,

the Secretary of State may:

i. direct the Academy Trust to ensure that the Charity Trustee or member resigns or is removed within 42 days, failing which the Secretary of State may serve a Termination Notice; or

ii. serve a Termination Notice.

6.5 For the purposes of clause 6.4 a Charity Trustee or member of the Academy Trust will be "unsuitable" if that Charity Trustee or member:

a) has been convicted of an offence;

b) has been given a caution in respect of an offence;

c) is subject to a relevant finding in respect of an offence; or

d) has engaged in relevant conduct,

as a result of which, the Secretary of State considers that that Charity Trustee or member is unsuitable to take part in the management of the Academies.

6.6 For the purposes of clause 6.5:

a) a Charity Trustee or member of the Academy Trust will be subject to a "relevant finding" in respect of an offence if:

i. that Charity Trustee or member has been found not guilty of the offence by reason of insanity;

ii. that Charity Trustee or member has been found to be under a disability and to have done the act charged against them in respect of the offence; or

iii. a court outside the United Kingdom has made a finding equivalent to that described in paragraphs (i) and (ii) above.

b) "relevant conduct" is conduct by a Charity Trustee or member of the Academy Trust which is:

i. aimed at undermining the fundamental British values of democracy, the rule of law, individual liberty and mutual respect and tolerance of those with different faiths and beliefs; or

ii. found to be in breach of professional standards by a professional body; or

iii. so inappropriate that, in the opinion of the Secretary of State, it makes that Charity Trustee or member unsuitable to take part in the management of the Academy.

Change of Control of the Academy Trust

6.7 The Secretary of State may at any time, subject to clause 6.8, serve a Termination Notice if there is a change:

a) in the Control of the Academy Trust; or

b) in the Control of a legal entity that Controls the Academy Trust.

6.8 Where a person ('P') is a member or director of a body corporate (as a corporation sole or otherwise) by virtue of an office, no change of Control arises merely by P's successor becoming a member or director in P's place.

6.9 The Academy Trust must promptly notify the Secretary of State if there is a proposed or actual change of Control of the Academy Trust, or of a legal entity that Controls the Academy Trust.

6.10 When notifying the Secretary of State further to clause 6.9, the Academy Trust must seek his agreement that, if he is satisfied with the change of Control, he will not exercise his right to terminate this Agreement further to clause 6.7.

7. OTHER CONTRACTUAL ARRANGEMENTS

Information

7.1 The Academy Trust must promptly provide to the Secretary of State any information about the Academy Trust, or any of its Academies, which he regards as necessary to fulfil his role and responsibilities.

7.2 The Secretary of State will give the Academy Trust any information it reasonably requires of him for the running of its Academies.

Access by the Secretary of State's Officers

7.3 The Academy Trust must allow DfE officials to enter any of its Academies at any reasonable time. All records, files and reports relating to the running of each Academy must be available to them at any reasonable time. Two DfE officials may attend and speak at any meetings of each Academy's Local Governing Body, of the Academy Trust's Board of Charity Trustees or any other meetings of the Charity Trustees of the Academy Trust, but will withdraw from any discussion of an Academy's or the Academy Trust's relationship with the Secretary of State or any discussion of bids for funding to the Secretary of State.

7.4 The following documents must be provided to the Secretary of State or any person nominated by the Secretary of State on request:

a) the agenda for every meeting of the Board of Charity Trustees, any Local Governing Body or any committee to which the Board of Charity Trustees delegates any of its functions;

b) the draft minutes of every such meeting, if they have been approved by the chairman of that meeting;

c) the signed minutes of every such meeting; and

d) any report, document or other paper considered at any such meeting.

7.5 The Academy Trust may exclude from items provided under clause 7.4 any content relating to:

a) a named teacher or other person employed, or proposed to be employed, at any Academy;

b) a named pupil or student at, or candidate for admission to, any Academy; and

c) any matter which the Academy Trust reasonably believes should remain confidential.

Notices

7.6 A notice or communication given to a party in connection with this Agreement or any Supplemental Agreement:

a) must be in writing (excluding email, except where agreed in advance) and in English;

b) must be delivered by hand or sent by pre-paid first-class post or other next working day delivery service;

c) will be deemed to have been received:

i. if delivered by hand, at the time when a delivery receipt is signed or when the notice is left at the address in paragraph (d), or

ii. if posted, at 9.00am on the second working day after posting; and

d) must be sent to the party for the attention of the contact and at the address listed as follows (or to a different contract or address previously notified to the sending party, the change taking effect five working days after deemed receipt of the notice):

Name of party	Position of contact	Address
Secretary of State	Head of Academies Division	Department for Education, Sanctuary Buildings, Great Smith Street, London, SW1P 3BT
The Partnership Trust	The Partnership Trust	Fosse Way School, Longfellow Road, Radstock, BA3 3AL

Contractual

7.7 This Academy Trust cannot assign this Agreement.

7.8 Failure to exercise, or delay in exercising, any right or remedy of the Secretary of State under this Agreement (including the right to terminate this Agreement), or a single or partial exercise of such a right or remedy, is not a waiver of, and does not prevent or restrict any initial or further exercise of, that or any other right or remedy.

7.9 Termination of this Agreement will not affect the accrued rights, remedies, obligations or liabilities of the parties to this Agreement existing at termination.

7.10 This Agreement may be executed in any number of counterparts, each of which when executed and delivered will constitute a duplicate original, but all of which will together constitute the same agreement.

7.11 This Agreement and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) will be governed by and construed in accordance with the law of England and Wales, and submitted to the exclusive jurisdiction of the courts of England and Wales.

This Agreement was executed as a Deed on 30 June 2017 [DATE]

Executed on behalf of the **Academy Trust** by:

[redacted] and ....

Director **Director**

or [redacted]

Company Secretary

or [redacted]

Witness

Name: [redacted]

Address: [redacted]

The Corporate Seal of

THE SECRETARY OF STATE FOR EDUCATION

affixed to this deed is authenticated by:

[redacted]

Duly Authorised

Department
for Education

We welcome feedback. If you would like to make any comments about this publication, please email AFSPD.feedback@education.gsi.gov.uk, quoting the title of this document. Specific project queries should be sent to the allocated project lead/lead contact.

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