



South Downs Learning Trust

Governance Charter and Scheme of Delegation

Date Approved By Trustees	18 th October 2020
Date of Next Review	18 th October 2021
Status	Trust

The Governance Charter will:

- Ensure that the executive leadership is clear about which decisions the trust board remain in control of
- Ensure that the role of the executive is fully understood throughout South Downs Learning Trust
- Promote a culture of honesty and accountability
- Identify levels of responsibility and accountability

Principles of Governance

- This Governance Charter sets out the fundamental principles of the organisation and details the rules of governance. These are determined within:
 - The Articles of Association
 - The Scheme of Delegation
 - Terms of Reference
 - Associated guidance documents, policies and job descriptions
- The principles are based on the concept of 'Earned Autonomy' which delegates the greatest level of responsibility and decision making to the individual academy school **as is appropriate for their individual circumstance.**
- South Downs Learning Trust commits to reviewing and developing the Governance structures to take into account the dynamic environment of education and best practice.
- Financial governance must be compliant with the regulations laid out in the Academies Financial Handbook.
- Effective governance is supported by the structure of:
 - Trust Members
 - Trust Board
 - LGCs
 - The Executive Team

The Trust Board retains overall responsibility and ultimate decision-making authority for all the work of the Academy Trust regardless of delegation outlined within this document; in line with the direct responsibility to the Department for Education and the Secretary of State for Education.

Working Principles:

Community schools for the community

- All academy schools will continue to engage and promote links with their local and regional community
- Academy schools will retain the school and Trust identity
- As South Downs Learning Trust we will be a beacon of excellent provision, learning and teaching
- All academy schools will be inclusive and responsive to their community needs through enshrining equality

Governance

- Local Governing Committees (LGCs) will be retained with their responsibilities clearly outlined in the Scheme of Delegation and Terms of Reference
- LGCs will be focused on Teaching and Learning, outcomes for pupils, resource allocation and safeguarding
- Functions not related to Teaching and Learning or pupil outcomes will be centralised where necessary to ensure best value and economies of scale

Finance and Administration

- South Downs Learning Trust core functions must be adequately resourced
- Budgets are delegated in line with the Scheme of Delegation to the appropriate level.
- South Downs Learning Trust and Academy schools will always seek to secure best value in services, supplies and procurement
- South Downs Learning Trust commits to seek an increase in the amount of 'real' money invested in Teaching and Learning at each site

Staff, pay, conditions and CPD

- South Downs Learning Trust will review and maintain policies as a central function with delegated ability for local amendment with the approval of the Board of Trustees
- South Downs Learning Trust will broker CPD for all staff through association with local Teaching School Alliances and other providers, seeking funding where applicable and ensuring that all CPD is cascaded appropriately.
- South Downs Learning Trust commits to protect staff pay and conditions against local government and national pay scales
- All Academy school staff will TUPE to South Downs Learning Trust with their current terms and conditions with any relevant measures discussed with Unions and staff during the TUPE process
- South Downs Learning Trust will create opportunities for a 'real' staff well-being programme

Powers of intervention

- The Trust Board and Executive Headteacher have ultimate responsibility to the DfE for Standards across the MAT
- In order to achieve this the Trust Board and Executive Headteacher have power of intervention regarding:
 - Safeguarding concerns
 - Local leadership, management, governance capacity and capability
 - Financial and Administrative performance
 - Attainment and progress concerns
 - Curriculum suitability and provision concerns
 - An adverse OFSTED inspection (although this is too late)

South Downs Learning Trust Vision and Virtues

Vision

A community of primary and secondary academies that are the first choice for students and families in Sussex, with an outstanding reputation for high aspiration and high achievement.

Our aims

We are a multi academy trust that nurtures our academies to be unique environments, providing robust and effective governance and strategic oversight, to enable each leadership team to be empowered to lead their own development and growth and to focus on their core areas of teaching and learning.

The Trust focuses on securing and maximising the best available resources for our academies, enabling them to provide safe, diverse and sustainable places of learning to support our students in achieving their potential.

Accountability for decisions

South Downs Learning Trust Board delegates authority to three key groups in order to ensure and achieve effective leadership and governance of the Academy Trust:

- The Executive Team and leadership of each academy school
- The Local Governing

Committee The purpose of this

delegation is to:

- Avoid duplication of governance and reporting responsibilities
- Enable governance to be as close as possible to point of

impact Delegation is based on the principle of Earned Autonomy.

The Terms of Reference and Scheme of Delegation provide clarity of where the decision-making takes place. The clarity surrounding this provides an environment suitable for effective leadership and management as well as effective governance.

Intervention

The Trust Board remains ultimately responsible for South Downs Learning Trust and the conduct of all member academy schools. There may be circumstances (exceptions rather than the

rule) when the Trust Board may need to intervene and may withdraw delegated authority of a particular element of Governance.

Intervention may take place relating to:

- Safeguarding concerns
- Local leadership, management, governance capacity and capability
- Financial and Administrative performance
- Attainment and progress concerns
- Curriculum suitability and provision concerns
- An adverse OFSTED inspection

An LGC Intervention Board may be established in exceptional circumstances.

Key Elements of

Governance Members

Members of the Trust are the signatories to the Memorandum of Association and have agreed the Trust's Articles of Association (the document which outlines the governance structure and how the Trust will operate). The Articles of Association describe how Members are recruited and replaced and how many of the Trustees the Members can appoint to the Trust Board. The Members appoint Trustees to ensure that the Trust's Charitable Objects are carried out and so must be able to remove Trustees if they fail to fulfil this responsibility. Accordingly, the Trust Board submits an annual report on the performance of the Trust to the Members. Members are also responsible for approving any amendments to the Trust's Articles of Association.

Members are permitted to be appointed as Trustees. In order to retain a degree of separation of powers between Members and the Trust Board, and in line with DfE expectations, not all members are Trustees. Members are not permitted to be employees of South Downs Learning Trust.

Trustees

The Trustees are the Charity Trustees (within the terms of Section 177(1) of the Charities Act 2011) and are responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Memorandum and Articles of Association. The Board of Trustees is the accountable body for the performance of all the schools within South Downs Learning Trust and as such has a responsibility to:

- Ensure clarity of vision, ethos and strategic direction
- Hold the executive to account for the educational performance of the schools and their pupils, and the performance management of staff
- Oversee the financial performance of South Downs Learning Trust and make sure its money is well spent.

South Downs Learning Trust Board will achieve this through:

- Setting the vision, ethos and strategy for South Downs Learning Trust and work with the academy schools to reflect this at a local level
- Establish the governance structures for South Downs Learning Trust at all levels, in keeping with the Articles of Association
- Provide clarity, through the Terms of Reference and Scheme of Delegation, of where the governance functions are exercised.
- Setting the level of accountability and authority of each level of governance through the Scheme of Delegation
- Engaging with Academy schools' communities, parents, pupils and staff
- Contributing to developing collaborative relationships and partnerships beyond South Downs Learning Trust
- Ensuring that there is a strong and effective executive leadership structure and personnel in place across South Downs Learning Trust
- Overview and scrutiny of Academy schools' education performance data
- Overview and scrutiny of South Downs Learning Trust's financial capability and management systems to ensure compliance with the Academies Financial Handbook and delivery of best value for money
- Ensuring senior leaders within Academy schools are challenged to improve the education of their pupils

- Developing South Downs Learning Trust's Board to ensure that it has the capacity, skills and succession plans to have a positive impact on outcomes for pupils

South Downs Learning Trust Board will set Trust-wide policy and principles.

South Downs Learning Trust Board will carry out regular skills audits of the Trustees. Where key skills are missing on the Board, expertise will be sourced to support the challenge and scrutiny of specialist area such as human resources or educational performance.

South Downs Learning Trust is permitted to exercise all the powers of the Academy Trust. South Downs Learning Trustees will delegate, to the Executive Headteacher and leadership teams, the responsibility for all the day-to-day operations of the Trust. This document outlines the determination of the delegation of governance functions.

The Trustees have the right to review and adapt the governance structure of South Downs Learning Trust at any time which may include removing delegation as deemed appropriate.

Executive Headteacher

The Executive Headteacher has delegated responsibility for the operation of South Downs Learning Trust and all of the academy schools and therefore has a role in the performance management of the Executive Team and the Academy Heads. Where there is delegation to the Local Governing Committee, this will usually be with the Chair of the LGC.

The Executive Headteacher is the accounting officer so has overall responsibility for the operation of South Downs Learning Trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability.

The Executive Headteacher is accountable to South Downs Learning Trust Board for the performance of the Executive Team and the academy schools.

The Academy Headteacher/Head of School

The Academy Head is responsible for the day-to-day management of the academy school. The Academy Head is managed by the Executive Headteacher. Where there is delegation, the Academy Head will report to the LGC on delegated responsibilities.

Local Governing Committee

Through the principle of 'Earned Autonomy' South Downs Learning Trust considers the role of the Local Governing Committee to be an important one. Wherever possible South Downs Learning Trust has sought to ensure that the responsibility of decision making is closest to the point of impact.

The full responsibilities of the LGC are detailed in the Scheme of Delegation and the Terms of Reference but in broad terms include:

- To contribute to, and fulfil the vision and ethos of the academy school and South Downs Learning Trust as it relates to the academy school. LGCs have particular regard to the aims and ambitions for their pupils
- To implement and review the strategic plan for the academy school in conjunction with the Academy Head and Executive Headteacher. The LGC is focused on the academy school performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by South Downs Learning Trust Board.
- To act as a critical friend to the academy school leadership team; being ready to challenge and hold the school leaders to account for the performance of the academy school.
- Reviewing the management of the finances of the academy school, assessing the annual budget prepared by the Academy Head/Business Manager, who will submit it for approval/ratification at South Downs Learning Trust Board. Deadlines for preparation are detailed in financial documentation. The LGC ensures that the academy school works within its allocated and agreed budget and adopts and implements the appropriate financial management policies and procedures as determined by South Downs Learning Trust and the Academies Financial Handbook
- Engage with local communities and stakeholders
- Report to the South Downs Learning Trust Board as required

The LGC is considered, in legal terms, to be a committee of South Downs Learning Trust and, as such has clear Terms of Reference and delegations as detailed in the Scheme of Delegation.

Delegation can be removed from the LGC by South Downs Learning Trust Board if intervention is deemed necessary.

Composition of Governance

Structures Members

The minimum required by the Articles of Association is 3 (three). An employee of the Trust cannot be a Member.

Appointment and removal of Members

The Members may agree by passing a special resolution to appoint such additional Members as they think fit.

The Members may agree by passing a special resolution to remove any Member. The Member whose proposed removal is the subject of the resolution is not entitled to vote on that resolution.

Meetings of Members

The Trust must hold an AGM each academy financial year and no more than 15 months must elapse between AGMs. So long as the first AGM is held within 18 month of incorporation, it need not hold it in the year of its incorporation or the following year.

The quorum of a general meeting is two (2) members. A Trustee may attend and speak at a general meeting or AGM. A Chair of a general meeting is elected by ordinary resolution of the Members present.

Trustees

South Downs Learning Trust has the opportunity for up to 9 (nine) Trustees.

The term of office for a Trustee is four (4) years. This time limit does not apply to Trustees who are appointed ex officio.

1 x Executive Headteacher (Ex officio)

Appointment and Removal of Trustees

The Members may appoint up to 9 (nine) Trustees by ordinary resolution.

A person can be appointed a co-opted Trustee by Trustees who have not themselves been co-opted. A Trustee can resign by giving notice to the Academy Trust.

A Trustee can be removed by the person or persons who appointed or elected him/her.

A Trustee can be removed by ordinary resolution of the Members.

Proceedings of the Trustees

The Trustees shall appoint, and may remove, a clerk, who shall not be a Trustee, Executive Headteacher or Principal.

Each school year the Trustees shall appoint a Chairman and Vice Chairman, neither of whom can be an employee of the Academy Trust. The Chairman and Vice Chairman may resign by giving written notice to the Clerk.

The Trust must have at least two (2) parent Trustees unless the Trust has established Local Governing Committees that provide for at least two (2) Parent Local Governors. South Downs Learning Trust has made such provision.

The Trustees may appoint Local Governing Committees and any other Committees. These other committees may include members who are not Trustees provided that Trustees form a majority of the membership and no vote is taken unless a majority of those present are Trustees. The membership and terms of reference of the committees shall be determined by the Trustees and reviewed each year.

The Trustees may delegate any of their powers or functions to any committee, Local Governing Committee, Trustee, Executive Headteacher or other holder of Executive Office. Any such delegation shall be in writing and subject to any conditions the Trustees may impose and may be revoked or altered.

The Trustees shall hold at least six (6) meetings in every school year. Any three (3) Trustees may requisition a meeting of Trustees by giving written notice to the Clerk. Quorum at a meeting shall be three (3) or, if greater, one-third of the total number of Trustees.

Local Authority Associated persons shall never be able to exercise more than 19.9% of the votes at a meeting of Members. A Local Authority Associated Person cannot be appointed as a Trustee if that would mean that 20% or more of the total number of Trustees were Local Authority Associated Persons.

Local Governing Committee

Each LGC comprises the following members (Local

Governors) 1 x staff member (elected)(Staff Local

Governor)

2 x parents (elected)(Parent Local Governor)

Up to 6 x co-opted/community governors including

trustees. Academy Head (ex officio)

Executive Headteacher

(Joining academy schools may retain their existing governance structure, but it would be the intention to move towards this structure over time)

Each LGC will elect a Chair and Vice-chair.

The length of service of all Local Governors will be four (4) years. Subject to remaining eligible, any Local Governor may be reappointed or re-elected at the end of the term of office.

Every person wishing to become a Local Governor must be eligible to do so (as determined by the DfE eligibility criteria for Governors) and carry out a criminal records check by the Disclosure and Barring Service (DBS)

Specific roles of the LGC will be determined by the LGC, with reference to the Trustees, in order to effectively carry out their delegated responsibilities.

Local Governors are asked to:

- Prepare for and make an active contribution at meetings of the LGC and relevant roles/committees as assigned
- Champion the Academy School and MAT in the local community
- Familiarise themselves with the Academy School and MAT policies as appropriate
- Visit the Academy School both during school hours (with prior arrangement) and for evening events to get to know the Academy and to be visible to the Academy Community
- Attend training sessions for Local Governors as appropriate and convenient.

Scheme of Delegation

Governance

Members	Trustees	Executive Team including Executive Headteacher	Academy Head	Local Governing Committee
<p>To review and amend the Articles of Association</p> <p>To change the name of the Academy Trust</p> <p>To receive an annual report from the Trustees and the Executive Headteacher on the Academy Trust's performance</p> <p>To appoint/remove Members</p> <p>To appoint/remove Trustees</p>	<p>To review and amend:</p> <ul style="list-style-type: none"> ○ The Governance Charter and Scheme of Delegation ○ The Terms of reference for the Trust Board ○ The Terms of reference of Sub-Committees ○ The Constitution and terms of reference for LGCs (including transition and intervention boards) ○ The terms of reference for delegation to the Executive Team <p>To determine the vision</p>	<p>To attend meetings of the Trustees and to provide an Executive Headteacher report</p> <p>To support the appointment process of the Company Secretary and the Clerk</p> <p>To secure professional advice on behalf of the Trustees as may be requested</p> <p>To support the Trustees and the academy schools in the preparation of Trust-wide and academy specific policy requirements</p> <p>To succession plan for South Downs Learning Trust Executive Team and Academy Heads</p>	<p>To implement the vision and ethos of the academy school and South Downs Learning Trust at local level</p> <p>To attend meetings of the LGC and to provide an Academy Head report</p> <p>To support the appointment process of the Clerk</p> <p>To tailor trust-side policies to academy school policy as recommended by the Executive Team</p> <p>Establish and maintain a register of all interests (pecuniary business and loyalty) of staff and publish this in accordance with</p>	<p>To monitor and support the implementation of the vision and ethos of the academy school and South Downs Learning Trust at local level</p> <p>Ensure the spiritual wellbeing of the pupils</p> <p>Determine the academy school vision and ethos in collaboration with the Academy Head</p> <p>To ensure that the academy school has a medium to long term vision for its future and that there is a robust strategy in place for achieving its vision</p> <p>To appoint (from their LGC) a Chair, vice chair and</p>

	and ethos of South Downs Learning Trust	Establish and maintain a register of all interests	regulation	local governors with specific responsibilities for SEND, Safeguarding, Pupil Premium
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Members	Trustees	Executive Team	Academy Head	Local Governing Committee
	<p>To appoint a Clerk to the Trustees</p> <p>To review and amend the policies and principles document of South Downs Learning Trust</p> <p>To support the Chairs on the leadership of their respective LGC</p> <p>To provide overview, scrutiny and challenge of academy education and financial performance</p> <p>To produce and submit an annual report to Members on the performance of South Downs Learning Trust and publish as required</p> <p>To ensure that there is effective communication</p>	<p>(pecuniary business and loyalty) of the Executive Team and publish this in accordance with regulation</p>		<p>and Financial matters. Other roles may be appointed at the discretion of the LGC as it sees fit to discharge its responsibilities, subject to the agreement of Trustees</p> <p>To appoint a clerk to the LGC</p> <p>To review and amend the policies of the academy school (in line with South Downs Learning Trust policy)</p> <p>To implement a means whereby the LGC and South Downs Learning Trust can receive and react to pupil, parent and staff feedback</p> <p>To establish and maintain relationships with members of the local community</p> <p>To ensure that the academy school website is compliant with requirements laid out by the DfE.</p> <p>To carry out a skills audit</p>



Members	Trustees	Executive Team	Academy Head	Local Governing Committee
	<p>between the Trustees and LGCs</p> <p>To ensure that South Downs Learning Trust is compliant with requirements as laid out by the DfE</p> <p>To carry out a skills audit and review Trustee performance setting out priorities for governance improvements in the next academic year.</p> <p>To succession plan for South Downs Learning Trust Board and Executive Team</p> <p>Establish and maintain a register of all interests (pecuniary business and loyalty) of members and trustees and publish this in accordance with regulation</p>	<p>Establish and maintain a register of all interests (pecuniary business and loyalty) of Local Governors and publish this in accordance with regulation</p>		<p>annual self-review of LGC performance setting out priorities for governance improvements in the next academic year.</p> <p>To succession plan for Academy Heads in conjunction with the Executive Team and for the LGC members.</p>

Finance

Members	Trustees	Executive Team	Academy Head	Local Governing Committee
<p>To appoint external auditors</p> <p>To sign off statutory accounts at the AGM</p>	<p>To appoint internal auditors</p> <p>To recommend the approval of annual accounts and report to the Members AGM</p> <p>To approve the financial scheme of delegation and</p> <p>To approve the financial scheme of delegation and review on an annual basis for South Downs Learning Trust and for academy school delegations</p> <p>To approve the annual budget for South Downs Learning Trust</p>	<p>To scrutinise the budgets for academy schools and report regularly to South Downs Learning Trust Finance Committee</p> <p>To prepare annual statutory accounts for</p> <p>Trustee approval</p> <p>To support the academy schools in implementing sound financial practices and the financial scheme of delegation as determined by South Downs Learning Trust</p> <p>To prepare the annual budget for South Downs Learning Trust</p> <p>Prepare the consolidated budget forecast for South Downs Learning Trust academy schools</p>	<p>To ensure the preparation of the annual budget for the academy school with the assistance of relevant staff and Executive Team input as appropriate</p> <p>To monitor the income and expenditure and cash flow of the academy school</p> <p>To prepare monitoring reports for the LGC and Executive Team as requested</p> <p>Provide such information and assistance as is required by the Executive Team in the preparation of statutory accounts and audit procedures</p> <p>To ensure proper financial controls are in place at the academy school in line with the financial scheme of</p>	<p>To appoint a Local Governor responsible for finance</p> <p>To review the annual budget for the academy school</p> <p>To monitor the income and expenditure and cash flow of the academy school</p> <p>To ensure any variances from the budget are reported to South Downs Learning Trust Trustees</p> <p>Provide such information and assistance as is required by the Executive Team in the preparation of statutory accounts and audit procedures</p> <p>To ensure proper financial controls are in place at the academy school in line with</p>

Members	Trustees	Executive Team	Academy Head	Local Governing Committee
	<p>To approve any significant changes to the approved budget</p> <p>To monitor income, expenditure, cash flow and balance sheets of South Downs Learning Trust</p> <p>To approve the consolidated budget forecast for South Downs Learning Trust academy schools</p> <p>To consider any significant variances on delegated budgets reported by the academy school LGC for approval</p> <p>To establish a charging and remissions policy and to</p>	<p>To monitor the income and expenditure, cash flow and balance sheet of South Downs Learning Trust</p> <p>To prepare monitoring reports for the Trustees</p> <p>Executive Headteacher to act as Accounting Officer</p> <p>To ensure proper financial controls are in place</p> <p>To maintain a register of business interests for the Executive Team</p> <p>To set up and approve staff expenses for the Executive Team</p> <p>To implement the Trustee</p>	<p>Delegation determined by South Downs Learning Trust</p> <p>To report variances from the budget to the LGC</p> <p>To ensure provision of free school meals to those pupils meeting the criteria</p> <p>To set up and approve staff expenses at the academy school</p>	<p>the financial Scheme of Delegation determined by South Downs Learning Trust</p> <p>To maintain a register of business interests for each academy</p> <p>To ensure provision of free school meals to those pupils meeting the criteria</p> <p>To establish, implement and monitor a Governor Expenses policy</p>

keep this under review	expenses policy
To appoint an accounting officer	To open bank accounts
	To complete financial auditing documentation as detailed in the Financial Scheme of Delegation for each academy
	To ensure adequate risk

	<p>To ensure proper financial controls are in place</p> <p>To maintain a register of business interests</p>	<p>and financial and asset management systems are in place across South Downs Learning Trust and report to The South Downs Learning Trust Board</p> <p>Review any significant variances on delegated budgets reported by the academy school LGC and seek approval from South Downs Learning Trust Board.</p>		
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Curriculum and Standards

Members	Trustees	Executive Team	Academy Head	Local Governing Committee
<p>To receive an annual report from the Trustees and the Executive Headteacher on standards (progress and attainment) to determine trust-wide policies to ensure provision of a broad and balanced curriculum</p>	<p>To determine trust-wide policy to ensure provision of a balanced and broad curriculum and to include a prohibition on political indoctrination to allow a balanced treatment of political issues; and a written policy on sex and relationship education</p> <p>To receive a termly report from the Executive Team regarding standards (Progress and Attainment)</p> <p>Receive and approve Academy school</p>	<p>To provide oversight of the implementation of South Downs Learning Trust curriculum principles</p> <p>To provide termly reports to the Trustees regarding standards</p> <p>To provide oversight of the target setting for pupil achievement and progress by the Academy Head and monitor against targets</p> <p>To monitor the key performance indicator figures reported from the Academy Head relating to standards</p> <p>To provide oversight of the implementation of the National SEND Code of Practice and South Downs Learning Trust SEND</p>	<p>To ensure a unique curriculum is delivered at each academy school including compliance with any funding agreement requirements</p> <p>To set targets for pupil achievement and progress and monitor against targets</p> <p>To report key performance indicator figures termly to the Executive Team and the LGC relating to standard</p> <p>Prepare a draft academy school development plan</p>	<p>To approve the curriculum proposed by the Academy Head (ensuring consistency with South Downs Learning Trust curriculum principles)</p> <p>Ensure effective processes are in place for monitoring the quality assurance of teaching, learning and assessment, the curriculum, inclusion and the sharing of good practice across the academy school and within South Downs Learning Trust and beyond.</p> <p>Develop, monitor and approve the academy school development plan.</p> <p>Monitor the key performance indicators reported from the Academy Head relating to standards</p>

Members	Trustees	Executive Team	Academy Head	Local Governing Committee
	<p>improvement plans</p> <p>To determine South Downs Learning Trust SEND principles and the SEND national code of practice and Disability Discrimination Act Policy</p>	<p>principles</p> <p>To ensure compliance with the Disability Discrimination Act requirements within the academy schools and the Executive Team</p>	<p>for submission to the TLA Panel in conjunction with the Executive Team to ensure that the plan is costed and expenditure is built into the budget forecast</p> <p>The Academy Head is responsible for setting the opening and closing times for the academy school, notifying Trustees of any changes and ensuring compliance with regulations</p> <p>School closures will be in line with bad weather policies and implemented with the approval of the Executive Headteacher</p> <p>To designate a teacher to be responsible for co-ordinating SEND provision within the academy school</p>	<p>In conjunction with the Academy Head, set the opening and closing times of the academy school, notifying the Trustees of any changes and ensuring compliance with regulations.</p> <p>Appoint a local governor responsible for SEND and inclusion</p> <p>To review and maintain the academy school SEND policy in line with South Downs Learning Trust SEND principles</p> <p>To provide oversight of the implementation of the policy within the academy school and compliance with the Disability Discrimination Act requirements</p>

			To liaise with the local authority and other agencies in respect of	
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				Local Governing
Members	Trustees	Executive Team	<p>Academy Head students who have (or might have) SEND using the South Downs Learning Trust resources and contacts to establish support</p> <p>To make provision for SEND pupils with or without a statement or Educational Health Care Plan</p> <p>To ensure compliance with the Disability Discrimination Act within the academy school</p>	Committee

Safeguarding

Members	Trustees	Executive Team	Academy Head	Local Governing Committee
	<p>Adopt South Downs Learning Trust safeguarding and child protection policy</p> <p>Ensure Recruitment policies and Volunteer agreement address safeguarding and safer recruitment requirements</p> <p>Trustees commit to attending regular safeguarding training as integral to their role as a Trustee</p>	<p>Ensure that each academy school has appointed a designated teacher to support looked after children</p> <p>To make arrangements for safeguarding audits to be conducted by independent personnel</p> <p>To report to Trustees the procedures in place for safeguarding and on matters as they arise</p> <p>Ensure that all Executive Team staff are safeguarding, PREVENT trained and that all academy schools are compliant with up to date safeguarding legislation</p>	<p>To appoint a designated teacher to support looked after children and to ensure the role is compliant with statutory guidance</p> <p>To appoint a designated safeguarding lead and alternate lead to ensure compliance with statutory guidance</p> <p>To implement the safeguarding and child protection policy for the academy school</p> <p>To maintain the Single Central Record</p> <p>To approve educational visits in conjunction with LGC approval ensuring compliance with the Educational Visits policy</p>	<p>Appoint a designated governor for safeguarding</p> <p>Review and maintain a safeguarding and child protection policy for the academy school which is consistent with South Downs Learning Trust safeguarding principles</p> <p>Ensure completion of the single central record and its regular up-dating</p> <p>Ensure that all Academy School staff and governors are safeguarding, PREVENT trained and compliant with up to date safeguarding legislation</p>

| and appropriate risk | Ensure that any governor |

Members	Trustees	Executive Team	Academy Head	Local Governing Committee
		<p>Ensure that recruitment policies and volunteer agreements are in place and compliant with safeguarding and safer recruitment requirements</p>	<p>assessments</p> <p>Ensure that all academy school staff are safeguarding, PREVENT trained and compliant</p> <p>Implement recruitment policies and volunteer agreements, ensuring compliance with safeguarding and safer recruitment requirements</p>	<p>Ensure that any governor involved in the recruitment of staff has safer recruitment training</p> <p>Governors commit to regular safeguarding training as integral to their role as governors</p>

Behaviour, Wellbeing and Attendance of Students

Members	Trustees	Executive Team	Academy Head	Local Governing Committee
	To adopt South Downs Learning Trust Behaviour Principles	To prepare South Downs Learning Trust Behaviour Principles for adoption by the Trustees To review the overall pattern of exclusions and to report to Trustees	To prepare a behaviour policy for the academy school consistent with South Downs Learning Trust Behaviour principles To exclude a pupil on a fixed term or permanent basis in line with regulation	To adopt and ensure the implementation of the academy school behaviour policy and ensure consistency with South Downs Learning Trust Behaviour principles To convene a committee to review any exclusion of a pupil as required

Admissions

Members	Trustees	Executive Team	Academy Head	Local Governing Committee
	To South Downs adopt Learning Trust Admissions policy	To propose South Downs Learning Trust Admissions policy and make necessary arrangements for implementation To provide oversight and support of the implementation of the admissions arrangements across South Downs Learning Trust	Provide direction to the LGC as to requirements under the Admissions policy and Appeals codes Ensure compliance with South Downs Learning Trust Admissions policy To make arrangements for determining admissions and hearing admissions appeals if required Ensure participation in the Fair Access protocol	Undertake consultation, publish admissions and determine arrangements as required in accordance with Schools Admissions and Appeals Codes. Make arrangements for determining admissions and hearing admissions appeals Ensure effective arrangement are in place for pupil recruitment Contribute to the development of South Downs Learning Trust Prospectus and other promotional materials and websites

Members	Trustees	Executive Team	Academy Head	Local Governing Committee
	<p>Receive a termly report from the Executive Team regarding attendance, pupil premium impact, and incidents of discrimination.</p> <p>Adopt South Downs Learning Trust Complaints and policy and receive reports from the Executive Team regarding the level of complaints across South Downs Learning Trust</p> <p>Approve academy school session times, term dates and holidays (CPD days) as recommended by the Executive Team</p> <p>Adopt South Downs Learning Trust policy on attendance (authorised absence)</p>	<p>Monitor the levels of attendance in the academy schools, including unauthorised absence and report termly to the Trustees</p> <p>Monitor the impact of pupil premium across academy schools and report termly to the Trustees</p> <p>Review the level of complaints across academy schools and report termly to Trustees</p> <p>Review the level of racial, homophobic or other discriminatory incidents across academy schools and report termly to Trustees</p>	<p>Maintain a register of pupil attendance</p> <p>Report on attendance and absence as part of key performance indicators</p> <p>Review and maintain an academy school Home-School agreement if adopted by the Academy School</p> <p>Set time of academy school sessions and dates of academy school terms and holidays for approval by Trustees via the Executive Team</p> <p>Ensure that the academy school meets for 380 sessions per academic year.</p>	<p>Review attendance and pupil absences as part of the key performance indicators</p> <p>Appoint a Local Governor responsible for statutory grants including pupil premium</p> <p>Monitor the impact of the pupil premium within the academy school</p> <p>Adopt an academy school complaints policy consistent with South Downs Learning Trust policy</p> <p>Hear complaints at a relevant stage</p> <p>Ensure effective arrangements are in place for pupil support and representation at the</p>

			Ensure effective deployment of the pupil	academy school
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Members	Trustees	Executive Team	Academy Head	Local Governing Committee
			<p>premium and monitor and report on impact</p> <p>Adopt South Downs Learning Trust policy and hear complaints at the relevant stage</p>	<p>Support South Downs Learning Trust and the Academy Head in the extended school provision in the academy school</p>

Staffing

Members	Trustees	Executive Team	Academy Head	Local Governing Committee
	<p>To define overarching management structures and budgets across South Downs Learning Trust</p> <p>Adopt South Downs Learning Trust wide staff policies and procedures</p> <p>Appoint, suspend and dismiss the Executive Headteacher acting through a committee</p> <p>Conduct Performance Management review of the Executive Headteacher acting through a committee</p>	<p>To participate in the process to appoint the Academy Head with the delegated authority of the Trust Board.</p> <p>To advise the Trustees on South Downs Learning Trust wide principles, policies and procedure and ensure effective implementation</p> <p>Monitor and review staffing changes across academy schools</p> <p>Executive Headteacher to conduct performance management of the Executive Team (Executive Headteacher excluded) with support from the Finance and Resource Committee</p>	<p>To determine staffing requirements within the academy school and budget accordingly</p> <p>Implement South Downs Learning Trust wide principles, policies and procedures in the academy school</p> <p>Appoint teaching and non-teaching staff</p> <p>Suspend or dismiss teaching and non-teaching staff in consultation with the Executive Team</p> <p>Conduct performance management of staff in the academy school</p> <p>Approve applications for</p>	<p>To review the senior leadership and non-teaching structures for each academy school</p> <p>To participate in the performance management of the Academy Head</p> <p>To support the Academy</p> <p>Head in the development and review of the staffing structure for the academy school and the for the appointment of academy school staff to ensure that the academy school is fully staffed in accordance with that structure</p> <p>Ensure that there is effective communication between the Academy Head and the</p>

	Appoint, suspend and dismiss members of the Executive Team (excluding	Appoint, suspend and dismiss members of the	early retirement and leave of absence	Trustees and Executive Team Ensure that South Downs
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Members	Trustees	Executive Team	Academy Head	Local Governing Committee
	<p>the Executive Headteacher) acting through a committee and in consultation with the Executive Headteacher</p> <p>To appoint, suspend and dismiss the Company Secretary and Clerk</p> <p>To conduct the Performance Management of the Company Secretary and Clerk</p> <p>Academy Head appointments to be ratified by the Board of Trustees.</p>	<p>Executive Team(excluding Executive Headteacher) acting through a committee of Trustees</p> <p>To conduct the performance management of the Executive Team</p> <p>To appoint, suspend and dismiss academy head in conjunction with LGC. The LGC convenes the appointment panel which includes the Executive HT and Chair of Trustees. Pay scales and job descriptions will be determined by this panel</p> <p>To participate in the performance management of Academy Head in conjunction with the LGC</p> <p>Pay review</p>	<p>Pay review recommendations resulting from performance management will be referred to the LGC for ratification in line with the South Downs Learning Trust pay policy.</p>	<p>Learning Trust policies on all HR matters are implemented in the academy school</p> <p>Monitor and scrutinise the implementation of The South Downs Learning Trust policies at the academy school in relation to HR matters (appointment, induction, performance management, pay review process and procedures for dealing with disciplinary matters, grievances and dismissal)</p>

	recommendations resulting from performance management will be referred to the Executive Team by the LGC and	
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Members	Trustees	Executive Team Academy Head if there is significant impact on academy school budget allocation. Trustee approval may be sought.	Academy Head	Local Governing Committee

Information Management and Communication

Members	Trustees	Executive Team	Academy Head	Local Governing Committee
	<p>Adopt appropriate Trust-wide data protection and Information management policies</p>	<p>Ensure compliance with all data protection legislation and good practice across South Downs Learning Trust</p> <p>Support academy schools on the effective safe storage of data</p> <p>Maintain accurate and secure staff records for the Executive Team</p> <p>Ensure safe disposal of equipment including mobile phones and laptops</p>	<p>Ensure the publication of academy school information, ensuring that all electronic communication, including web pages are compliant and up to date</p> <p>Maintain accurate and secure pupil records</p> <p>Maintain accurate and secure staff records for the academy school</p> <p>Ensure safe disposal of equipment including mobile phones and laptops</p>	<p>Ensure the effective implementation of the data protection policies and procedures in the academy school</p> <p>Ensure systems are in place consistent with South Downs Learning Trust policies and procedures</p> <p>Ensure systems are in place consistent with South Downs Learning Trust strategy for effective communication with pupils, parents or carers, and the wider community including the support of a local Parent Teacher Association (if established)</p>

Health and Safety, Risk and Premises

Members	Trustees	Executive Team	Academy Head	Local Governing Committee
	To appoint a Finance and Resource Committee	To prepare the risk register for South Downs Learning Trust	Prepare the risk register for the LGC having regard to the risks identified by the Executive Team and South Downs Learning Trust	Appoint a local governor for Health and Safety
	To review risk management and maintain a risk register	Review the risk reports supplied by the LGC and make any recommendation to South Downs Learning Trust		Review the risk register of the academy school and prepare the risk report for the Executive Team and South Downs Learning Trust
	To approve insurance arrangements	Monitor arrangements for the effective supervision of building maintenance and minor works	Prepare a health and safety policy for the academy school consistent with South Downs Learning Trust policy	Adopt a health and safety policy for the academy school consistent with South Downs Learning Trust policy
	To review and maintain a buildings strategy and asset management planning arrangements	Monitor the implementation of South Downs Learning Trust Health and Safety policy across academy schools	Maintain and monitor the accident book and agree appropriate actions	Review the implantation of the policy and ensure that appropriate risk assessments are being carried out in the academy school
	To adopt South Downs Learning Trust Health and Safety Policy	To procure buildings and related insurance and make proposals to the Trustees	Ensure suitable risk assessments are prepared and appropriate actions taken	
	To adopt South Downs Learning Trust Lettings policy		Review security of premises and equipment and work with the Executive Team to ensure	Participate in site inspections to review any health and safety issues and the security of premises and equipment

| appropriate insurance |

Members	Trustees	Executive Team	Academy Head	Local Governing Committee
		<p>To prepare a buildings strategy and asset management planning arrangements</p> <p>Propose South Downs Learning Trust Health and Safety policy</p> <p>Monitor and support the implementation of South Downs Learning Trust Health and Safety policy</p> <p>Draw up and agree an accessibility plan for each academy school in association with the Academy Head and LGC</p>	<p>cover is obtained</p> <p>Implement South Downs Learning Trust Lettings policy</p> <p>Liaise with the Executive Team on the accessibility plan for the academy school</p>	

MEMBERS – General Guidance

The Members of the Trust have a different role to that of the Trustees. They are the signatories to the Memorandum of Association and have agreed the Trust's first Articles of Association. The Articles of Association outlines the governance structure and how the Trust will operate. The Articles of Association also describe how Members are recruited and replaced and how many of the Trustees the Members can appoint to the Trust Board.

The Members appoint Trustees to ensure that the Trust's Charitable Objects are carried out and so must be able to remove Trustees if they fail to fulfil this responsibility.

The Trust Board submits an annual report on the performance of the Trust to the Members.

Members are also responsible for approving any amendments made to the Trust's Articles of Association.

Members are permitted to be appointed as Trustees, but, in order to maintain a degree of separation and transparency of decision making between Members and Trustees, and in line with DfE expectations, not all Members are Trustees.

Members are not permitted to be employees of South Downs Learning Trust.

South Downs Learning Trust has 3 (three) Members.

Appointment and Removal of Members

The Members may agree by passing a special resolution to appoint such additional Members as they think fit.

The Members may agree by passing a special resolution to remove any Member. The Member whose proposed removal is the subject of the resolution is not entitled to vote on that resolution.

Any Member may resign provided that after such a resignation the number of Members is not less than three (3).

Meetings of Members

The Trust must hold an AGM each academy financial year and no more than 15 months must elapse between AGMs. So long as the first AGM is held within 18 months of incorporation, it need not hold it in the year of its incorporation or the following year.

The quorum of a general meeting is two (2) Members. A Trustee may attend and speak at a general meeting or AGM. A Chair of a general meeting is elected by ordinary resolution of the Members present.

South Downs Learning Trust has the following Charitable Objects:

The Trust's object is, broadly speaking, the advancement of education in the UK by the provision of schools or other educational institutions. Specifically the Articles state the objects as:

“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 a school offering a broad and balanced curriculum (“the **Academy**”), and to promote for the benefit of the individuals living in Eastbourne and the surrounding area who have need by reason of their age, infirmity or disability, financial hardship or social and economic circumstances or for the public at large the provision of facilities for recreation or other leisure time activities in the interests of social welfare and with the object of improving the condition of life of the said individuals.”

THE BOARD OF TRUSTEES – General Guidance

Trustees are the Charity Trustees (within the Terms of Section 177(1) of the Charities Act 2011) and are responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Memorandum and Articles of Association.

The Board of Trustees is the accountable body for the performance of ALL academy schools within South Downs Learning Trust and as such must:

- Ensure clarity of vision, ethos and strategic direction
- Hold the Executive Team to account for the educational performance of the academy schools and their pupils
- Oversee the financial performance of South Downs Learning Trust and make sure that monies are well spent.

Trustees are also referred to as Directors, as they are, under Company Law, the Company Directors of the Academy Trust.

The Trust Board is permitted to exercise all the powers of South Downs Learning Trust; and will delegate to the Executive Headteacher/Principal the responsibility for the day-to-day operation of the Trust. The Trustees can determine whether to delegate any governance functions, and retain the right to remove that delegation if deemed appropriate to do so.

The Trust Board has the right to review and adapt its governance structure at any time which includes removing or changing delegation.

Trustees are not permitted to be employees of South Downs Learning Trust, except where their position as a Trustee is ex officio (Executive Headteacher). In such instances, the role of the Trustee is as a volunteer and the Trustee will not gain financially from the position.

South Downs Learning Trust has opportunity for up to 9 Trustees. The minimum number is three (3).

The term of office for a Trustee is four (4) years. This time limit does not apply to Trustees who are appointed ex officio

1 x Executive Headteacher (Ex officio)

Appointment and Removal of Trustees

The Members may appoint up to 9 Trustees by ordinary resolution.

A person can be appointed a co-opted Trustee by Trustees who have not themselves been co-opted.

A Trustee can resign by giving notice to the Academy Trust, so long as the number of Trustees remains at least three (3).

A Trustee can be removed by the person or persons who appointed or elected him/her. A Trustee can be removed by ordinary resolution of the Members.

Proceedings of the Trustees

The Trustees shall appoint, and may remove, a clerk, who shall not be a Trustee, Executive Headteacher or Principal.

Each school year the Trustees shall appoint a Chairman and Vice Chairman, neither of whom can be an employee of the Academy Trust. The Chairman and Vice Chairman may resign by giving written notice to the Clerk.

The Trust must have at least two (2) parent Trustees unless the Trust has established Local Governing Committees that provide for at least two (2) Parent Local Governors. South Downs Learning Trust has made such provision.

The Trustees may appoint Local Governing Committees and any other Committees. These other committees may include members who are not Trustees provided that Trustees form a majority of the membership and no vote is taken unless a majority of those present are Trustees. The membership and terms of reference of the committees shall be determined by the Trustees and reviewed each year.

The Trustees may delegate any of their powers or functions to any committee, Local Governing Committee, Trustee, Executive Headteacher or other holder of Executive Office. Any such delegation shall be in writing and subject to any conditions the Trustees may impose and may be revoked or altered.

The Trustees shall hold at least six (6) meetings in every school year. Any three (3) Trustees may requisition a meeting of Trustees by giving written notice to the Clerk. Quorum at a meeting shall be three (3) or, if greater, one-third of the total number of Trustees.

Local Authority Associated persons shall never be able to exercise more than 19.9% of the votes at a meeting of Members. A Local Authority Associated Person cannot be appointed as a Trustee if that would mean that 20% or more of the total number of Trustees were Local Authority Associated Persons.

SOUTH DOWNS LEARNING TRUST BOARD – Terms of

Reference Core Values

The Board of South Downs Learning Trust will at all times:

- Observe the highest standards of impartiality, integrity and objectivity in relation to the governance of South Downs Learning Trust
- Be accountable to its stakeholders and regulatory bodies for its activities
- Engage in a challenging and supportive professional relationship with the Executive Team

Expectations of South Downs Learning Trust Trustees

All Trustees are required to:

- Follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as The Nolan Principles and set out in Appendix 7)
- Comply with:
 - The Articles of Association
 - These Terms of Reference
 - The scheme of delegation to the Executive Team
 - The Conflicts of Interest Policy (Appendix 1)
 - The Governor Code of Practice (set out in Appendix 8)
- Ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of South Downs Learning Trust
- Not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or seek those of connected persons, firms, businesses or other organisations.
- Participate actively in the induction process and any relevant training

Powers, Functions and Responsibilities of Trustees

The Trustees are responsible for the governance and supervision of South Downs Learning Trust and its committees, including the Local Governing Committees.

The Trustees have a number of duties and responsibilities relating to the governance of South Downs Learning Trust and its finances. In summary, Trustees are responsible for:

- Establishing the vision, mission and values of South Downs Learning Trust
- Carrying on South Downs Learning Trust in accordance with the objects of South Downs Learning Trust as set out in the Articles of Association and safeguarding the assets of The South Downs Learning Trust.
- Designing the strategy and structure for the operation of South Downs Learning Trust
- The delegation of the running of the academy schools and the direction of the education, pastoral care, financial and other policies of South Downs Learning Trust to the Executive Team
- Ensuring sound management and administration of South Downs Learning Trust by the Executive Team and ensuring that the Executive Team is equipped with the relevant skills and guidance

- Financial controls and the financial management of South Downs Learning Trust in accordance with the provisions of the Academies Financial Handbook, which sets in detail provisions for the financial management of South Downs Learning Trust
- Setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon
- Risk management – identifying, quantifying and devising systems to minimise the major risks affecting South Downs Learning Trust
- Ensuring South Downs Learning Trust and the academy schools are conducted in compliance with the general law

Accountability of Trustees

The Trustees are accountable to:

- The beneficiaries of South Downs Learning Trust (pupils at academy schools, their parents and the local community) for the quality of education and pastoral care at the academy schools, for matters of health and safety and for safeguarding and promoting the welfare of the pupils
- The DfE, the Education Skills Funding Agency and specifically the Secretary of State under the terms of the Funding Agreement
- The Secretary of State for operating South Downs Learning Trust for the public benefit, for the prudent management of South Downs Learning Trust and its financial efficiency and for compliance with legislation including that relating to Charities
- The employees of South Downs Learning Trust for their working environment and for compliance with the contract of employment and employment law requirements and matters of health and safety
- Other regulatory authorities for compliance with regulated responsibilities to which South Downs Learning Trust and the academy schools are subject

Conducting Trustee Business

Trustees are required to:

- Act together and in person and not delegate responsibility of South Downs Learning Trust to others
- Act strictly in accordance with the Articles of Association
- Act in South Downs Learning Trust's interests only and without regard to their own private interests
- Manage South Downs Learning Trust's affairs prudently
- Not take personal benefit from South Downs Learning Trust unless expressly authorised by the Articles of Association or the Charity Commission
- Take proper professional advice on matters on which they are not competent

The Trustees should also hold the Executive Team to account. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed but also offer challenge, ask questions, seek information and improve proposals where appropriate and act in the best interests of South Downs Learning Trust

The Trustees shall have regard to the Ofsted Framework for inspecting schools.

The Trustees shall have regard to the Academies Financial Handbook which shall be circulated to all Trustees.

Further information relating to the roles and responsibilities of Trustees can be found in DfE documentation and Charity Commission advice and guidance.

Chair of Trustees

The Board will elect an individual from appointed Trustees to act as Chair. A change of Chair will require a notification to be made to the DfE including a DBS disclosure form to be submitted by the DfE.

The main role of the Chair is to chair meetings of the Trust Board; providing leadership to the Trustees and acting as the main point of contact between the Trustees and the Executive Team.

Apart from special responsibilities or powers given to the Chair in the Articles of Association (the right to chair meetings of the Trust Board and to have a second or casting vote in a situation of equality of votes at a meeting of the Trust Board) the Chair has no special powers or rights over any other Trustee. Any specific functions must be expressly delegated to the Chair by the Board.

Meetings of Trustees

Trustees of South Downs Learning Trust commit to meeting at least six (6) times per academic year. Meetings will be convened and conducted as detailed in the Articles.

In determining the agenda for Board meetings and committee meetings the Trustees will consider their requirements to:

- Ensure good financial management and effective internal controls
- Comply with the funding agreement and the current version of the Academies Financial Handbook (or successor documents)
- Receive and consider information on financial performance at least three (3) times per academic year
- Take appropriate action to ensure ongoing viability against agreed budgets

In consultation with the Clerk, the Chair of South Downs Learning Trust will prepare an annual plan for the meetings of the Trustees

Delegation of Powers of Trustees

Trusteeship and Directorship are personal offices of Trust and responsibility and this cannot be transferred to another individual. In order to ensure proper management of South Downs Learning Trust and academy schools, the Trustees are enabled to delegate specific tasks to assist them in carrying out their duties and obligations.

South Downs Learning Trust Board has decided which decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (The Chair) and what will be delegated to the Executive Team. The Trustees will also decide when, and from whom they will take professional advice.

In deciding on delegation, the Trustees will consider:

- Non-executive powers must be exercised by the Trustees personally and cannot be delegated
- Except where it is impractical to do so, executive powers should be delegated to the Executive Headteacher and the Executive Team who may authorise further delegation

- Every act of delegation is only a delegation of power and does not relieve Trustees of their responsibility.

Delegation can be made to:

- Board Committees
- The Local Governing Committees
- An individual Trustee
- The Executive Team (who may delegate to further individuals)

Stakeholder Voices

South Downs Learning Trust Trustees are committed to consider the voices of various stakeholders and to put in place arrangements to receive feedback and to respond appropriately. This will include pupils, parents and staff. Academy schools are expected to be involved in considering the voices of these and other stakeholders including the local community.

Risk Management

The Charities Statements of Recommended Practice (SORP) set out requirements for reporting risks to a charity. The Statements of Recommended Practice on Financial reporting for charities state that the Trustees' annual report must include "a description of the principal risks and uncertainties facing the charity and its subsidiary undertakings, as identified by the charity trustees, together with a summary of their plans and strategies for managing those risks."

The Trustees' report must include a description of the principle risks and uncertainties faced by South Downs Learning Trust and any subsequent undertakings as identified by the Trustees. The report must also include a summary of the plans and strategies for managing these risks. Trustees must be specific in identifying and addressing each risk and not use general statements regarding risk management.

This must include:

- Operational Risks – employment issues, health and safety, fraud, service quality and development
- Financial Risks – accuracy of financial information, cash flow, reserves, over reliance on funding sources
- External risks – changes in government policy, economic factors, demographic changes, adverse publicity
- Regulatory Risks – compliance with legislation, changes in policy, changes in

regulator Trustees must therefore include

- Decision making processes to respond to risks identified, including where appropriate seeking advice from professional advisors
- Appropriate statements regarding the management of risks in their annual report

Management of Conflicts of Interest

Trustees have a statutory duty to:

- Declare the nature and extent of an interest, which conflicts (or could conflict) with any matter relating to the Academy Trust
- Avoid any conflict of interest between that interest and the interests of South Downs Learning Trust

Charity law and guidance issued by the Charity Commission place obligations on the Trustees to manage any conflict between a Trustee's duty to South Downs Learning Trust and their own personal interests or for a Trustee to be influenced by conflicting duties to South Downs Learning Trust and a third party.

Recruitment of Trustees

It is essential that the Board of Trustees for South Downs Learning Trust have a mix of skills and experience. Trustees must therefore be able to identify potential new trustees in order to plan for succession, which incorporates continuity of experience and expertise with new ideas and energy.

The Board is responsible for ensuring that:

- Skills of a new or potential Trustee fit with South Downs Learning Trust's requirements in the short, medium and long term
- Each trustee (new and existing) is not disqualified from acting as a Trustee by any provision of the Academy Articles of Association, including the requirement that they are not disqualified as a company director or charity trustee.
- There is a robust system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new chair) is in place and checks are completed before or as soon as practical after a Trustee takes up position.
- New Trustees understand their responsibilities and consents to act as a Trustee.

New Trustees will be properly inducted to ensure that they have the understanding regarding the nature and extent of their roles and responsibilities. It is the duty of the new Trustee to ensure they are familiar with the Objects of South Downs Learning Trust; its history and ethos and the nature and extent of its activities; and the content of South Downs Learning Trust's Articles of Association.

The Trust will provide each Trustee with:

- The Articles of Association
- The Governance Charter and Scheme of Delegation
- These terms of reference

New Trustees will be required to sign declarations as appropriate and advised by our legal advisors.

The Clerk to the Trustees will ensure that any appointment of a new Trustee is notified to the ESFA within 14 days of the appointment (as required by the Academies Financial Handbook).

Training and Development of Trustees

The Trustees will ensure that the Board has the skills and experience needed to perform its functions properly and effectively. Trustees will be kept up to date with developments in the legal and regulatory framework in which South Downs Learning Trust operates.

The Trustees will conduct an annual self-evaluation with a view to identifying gaps in their skills and any requirements for training.

LOCAL GOVERNING COMMITTEE - Terms of Reference

The role of a Local Governing Committee is an important one. It is to provide focused governance at a local level and it is the intention of South Downs Learning Trust that LGCs will have the highest level of autonomy appropriate to their Academy School. The LGC monitors the Academy's development plan and key performance indicators. It acts as a critical friend to the Academy Head and Senior Leadership Team, offering challenge and support.

The LGC carries out its duties on behalf of the Board of Trustees in accordance with policies determined by the Trust Board. The act of delegation from the Trust Board to LGCs is a delegation of powers and duties and not a delegation of responsibilities.

The LGC will work closely with the Executive Team and will implement any advice or recommendations made.

The Trust Board retains the right to review or remove any power or responsibility delegated to the LGC under this constitution and terms of reference, in particular, in circumstances where serious concerns in the running of the Academy School are identified, including where:

- There are concerns about financial matters
- There is insufficient progress being made against educational targets (including where intervention by the Secretary of State is being considered or carried out)
- There has been a break down in the way in which the Academy School is being managed or governed or
- The safety of pupils or staff is threatened, including a breakdown of discipline

Where necessary, the Trust Board will put in place, for an appropriate period of time, an intervention board, who will be responsible for addressing the areas of weakness.

Composition of LGCs

Each LGC comprises the following members (Local Governors)

1 x staff member (elected)(Staff Local

Governor) 2 x parents (elected)(Parent

Local Governor)

Up to 6 x co-opted/community governors including

trustees. Academy Head (ex officio)

Executive Headteacher

(Joining academy schools will retain their existing governance structure, but it would be the intention to move towards this structure over time)

Each LGC will elect a Chair and Vice-Chair subject to the approval of the Trustees.

The length of service of all Local Governors will be four (4) years. Subject to remaining eligible, any Local Governor may be reappointed or re-elected at the end of the term of office.

Every person wishing to become a Local Governor must be eligible to do so (as determined by the DfE eligibility criteria for Governors) and carry out a criminal records check by the Disclosure and Barring Service (DBS)

Specific roles of the LGC will be determined by the LGC, with reference to the Trustees, in order to effectively carry out their delegated responsibilities.

Local Governors are asked to:

- Prepare for and make an active contribution at meetings of the LGC and relevant roles/committees as assigned
- Champion the Academy School and MAT in the local community
- Familiarise themselves with the Academy School and MAT policies as appropriate
- Visit the Academy School both during school hours (with prior arrangement) and for evening events to get to know the Academy and to be visible to the Academy Community
- Attend training sessions for Local Governors as appropriate and convenient.

Stakeholder Voices

LGCs are expected to have regard to the voices of their various stakeholders (especially pupils, parents and staff) and to put in place arrangements to receive feedback and respond accordingly. This includes through elected parent and staff local governors and more broadly.

Appointment of Local Governors

Chair – the chair is appointed by the Local Governors subject to the approval of the Trustees. The term of office of the Chair is for 1 academic year, but the Chair is eligible for reappointment at the end of that term assuming that they remain eligible to be a Local Governor. The Trust is entitled to remove the Chair from Office at any time although this would not necessarily affect the individual's position as a Local Governor.

The responsibilities of the Chair include:

- Chair meetings of the LGC
- Set the agenda for the meetings with the Academy Head(s) and Vice Chair
- Report to the Board of Trustees in writing following any LGC meeting if requested
- Provide verbal summaries of LGC deliberations, if requested at meetings of the Board of Trustees.
- Provide a direct link between the LGC and the Board of Trustees

In the event of a need to make genuinely urgent decisions between meetings, on matters falling within the remit of the LGC; the Chair of the LGC, (or Vice Chair in the absence of the Chair) in consultation with the Chair of Trustees, will take appropriate action on behalf of the LGC. The decisions taken in these circumstances and the reasons for the urgency must be explained fully at the next meeting of the LGC and Board of Trustees.

Vice-Chair is appointed by the Local Governors subject to the approval of the Trustees. The term of office of the vice-chair is one year but is eligible for reappointment at the end of that term assuming they remain eligible to be a Local Governor.

The Trust Board is entitled to remove the Vice-Chair from office at any time, although this would not necessarily affect the individual's position as a Local Governor.

The responsibilities of the Vice Chair include:

- To deputise for the Chair during a period of absence
- To set agenda for meetings of the LGC with the Chair, if requested
- To provide a link between the LGC and Board of Trustees.

In the absence of both the Chair and the Vice Chair at a meeting, the LGC will elect a temporary Chair from amongst those Local Governors present.

Staff Local Governor

The Staff Local Governor will be elected by the staff body of the Academy School. All staff who are paid to work at the school are eligible as Staff Local Governors. The Academy Head is automatically an ex-officio member of the LGC. Staff Local Governors cease to be a member of the LGC if they leave the employ of the Academy School. If moving to another Academy School within South Downs Learning Trust, they then become eligible for election to that specific Academy School LGC as a Staff Local Governor. The responsibility of the Staff Local Governor is to be representative of Staff views and is not a delegate of the Staff Body (other staff cannot instruct them on how to vote or what to say at LGC meetings)

Parent Local Governor

Parent Local Governors are elected by parents/carers of currently registered pupils. They do not have to stand down if their child leaves the school during their time of office, but may do so if they wish. If insufficient parents stand for election, the LGC can appoint Parent Local Governors. A parent is not eligible to be a Parent Local Governor if they are an employee of the Academy School or South Downs Learning Trust. The responsibility of the Parent Local Governor is to be representative of Parent views and is not a delegate of the Parent Body (other parents cannot instruct them on how to vote or what to say at LGC meetings)

Community/Co-opted Local Governors

The Trustees of South Downs Learning Trust are keen that the LGCs are representative of the communities in which they operate. It is for the LGC subject to the approval of the Trustees to decide who is best placed to carry out their delegated duties and therefore appoint member of the community to support them.

Responsibilities

Each LGC will appoint Local Governors with the following specific responsibilities:

- Standards including Pupil Premium
- Special Educational Needs and Inclusion (including LAC and G&T)
- Health and Safety
- Safeguarding
- Finance

They may wish to consider appointing Local Governors to curriculum subject areas, assessment and specific statutory grants (such as Pupil Premium).

Clerking

The LGC will appoint an appropriately qualified Clerk to the LGC and committees (if required). The responsibility of the clerk is to:

- Convene meetings of the LGC/Committees including sending notices and papers of the meetings
- Attend meetings of the LGC/Committees and ensure minutes are produced
- Maintain a register of member of the LGC including their terms of office and report any vacancies to the LGC
- Report to the LGC as required on the discharge of their duties as Clerk
- Perform other such duties and functions as determined by the LGC from time to time.

Minutes of LGC meetings and committees will be held by the Academy School and, with the exception of confidential items which are to be minuted separately and filed by the Academy Head, will be publically available on request.

Ceasing to be a Local Governor

A Local Governor is appointed/elected for a four year term of office. A Local Governor's term of office will be terminated if:

- Any event of circumstance occurs which would disqualify them from holding the position of Local Governor
- Without the consent of the LGC, has failed to attend LGC meetings for a continuous period of 6 (six) months beginning with the date of the first such meeting failed to attend, and the Chair and Vice Chair agree that the term of office should be terminated. (Approval of this action would be sought from the Chair of Trustees prior to termination)
- He or she resigns from office by notice to the Chair of the Trust Board
- He or she is removed from office by the Trust Board

Convening Meetings of the LGC

Meetings of the LGC will be held at least termly.

The Clerk to the LGC will give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting, at least 7 clear days in advance of the meeting. In exceptional circumstances where urgent consideration is required, the Chair may determine a shorter time period, stating clearly the reason for urgency.

The Local Governors may invite people who are not Local Governors to attend the whole of part of any meeting for purposes connected with the meeting.

The convening of a meeting and proceedings conducted at meetings shall not be invalidated by reason of an individual not having received written notice or a copy of the agenda.

Voting at a meeting of the LGC

The quorum for meetings of the LGC and for any vote on a matter at such meetings is one half of the total number of Local Governors in office at that time (rounded to the nearest whole number).

A meeting will be terminated if the number of Local Governors present ceases to be quorate. Where a meeting is terminated or not held then the Clerk will reconvene a meeting within 7 days of the original meeting in order to discuss any outstanding agenda items or hold the full meeting accordingly.

Any Local Governors shall be able to participate in, and be counted as present for the purposes of quorum (regardless of committee membership) meetings by telephone or video conferencing or other technological solutions, providing that:

- Notice of the intention has been detailed at least 48 hours in advance
- The LGC has access to the appropriate equipment
- That, if, after reasonable efforts, it does not prove possible for the Local Governor to participate, the meeting proceeds with business providing it is quorate to do so.

Every question to be decided upon at a meeting shall be determined by a majority of the votes of Local Governors present and voting on the question. Votes tendered by proxy will not be allowed.

Where there is equal division of votes, the Chair has the casting vote.

Personal Interests of Local Governors

Local Governors will complete a register of their personal and business interests which will be reviewed annually.

Any Local Governor who has any duty of personal interest that conflicts or may conflict with this or her duties as a Local Governor will:

- Disclose the fact to the LGC as soon as he or she becomes aware of it. A Local Governor must absent themselves from any discussions of the LGC in which it is possible that a conflict may arise between his or her duty to act solely in the interests of the Academy and such duty or personal interest.
- Withdraw from any meeting for that item unless expressly invited to remain in order to provide information
- Not be counted in the quorum for that part of any meeting and
- Withdraw during the vote and have no vote on that matter

Committees

The LGC may establish committees to carry out certain functions of the LGC subject to the approval of the Trustees. The LGC must determine the constitution, membership and terms of reference of any committee it decides to establish and review them annually.

The establishment of any new committees other than temporary, ad hoc committees required to deal with specific issues must be agreed in advance with the Chair of Trustees.

Minutes

Attendance at each LGC, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next LGC meeting. The written record, once approved by the Chair, will be forwarded by the Clerk of the LGC to the Clerk of the Trust Board as soon as it is reasonably practicable.

Delegation to the LGC

The LGC has specific delegation, as detailed in this document. The LGC agrees to this delegation. This constitution and terms of reference may be altered by a majority resolution of the Trust Board.

The Trust Board and the LGC acknowledge that they each play a crucial role in the governance of the Academy and commit to working together in the best interest of the Trust and Academy school. They also acknowledge that the duties and responsibilities in relation to the operation of the Trust sit with the Trust Board and as such the Trust Board is entitled to:

- Over rule a decision of the LGC and/or
- Remove delegated powers from an LGC if, in their reasonable opinion, they consider it to be in the best interests of the Academy School or the wider Academy Trust.