



# L.E.A.D. Academy Trust

Lead • Empower • Achieve • Drive

## Company Structure

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

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

## Trust Governance

The L.E.A.D. governance structure establishes clear lines of accountability, overview and scrutiny at three levels: The L.E.A.D. Academy Trust Board (LAT); the L.E.A.D. Multi Academy Trust (MAT); and the Local Governing Bodies (LGBs).

## Members

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

There are also just two members of the MAT; the LAT and Mark Blois.

## Trustees

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

The Trustees of the LAT Board are as follows:

Mark Blois, Diana Owen, Peter Berry, Deryn Harvey and Howard Dowell

The Trustees of the MAT Board are as follows:

Mark Blois, Diana Owen, Ian Hancock, Teresa Shrestha, Melvin Kenyon, Chris Richards and Nick Ydibli.

The profile of the Trustees is attached in annex 1.

## Principles of the Trusts Governance

The Trusts governance consists of the principles set out here, the Trusts Articles of Association and the detail set out in the Terms of Reference for LGB's.

1. The '21 questions that every Multi-academy Trust should ask itself', set out by the All Party Parliamentary Group on Education Governance and Leadership provide a foundation by which we will assess the effectiveness of our governance.
2. The Trust does not enter into any connected party transactions with Trustees on the LAT and MAT Boards.
3. Governance is underpinned by a common understanding about who is responsible for providing valuable input to decision making and who has the decision-making responsibility.
4. Financial governance is compliant with the principles and regulations set out in the Academies Financial handbook.
5. A service level agreement is in place for all academies within the Trust overseen by the Trustees of the MAT Board.
6. The MAT Trust Board has overall responsibility and ultimate decision-making authority for all the operations of the Trust in the MAT, including the establishment and maintenance of the Academies.
7. Effective governance in the Trust is supported through the following tiers:
  - a) Trust Members – the guardians of the constitution.
  - b) LAT Trust Board – the Directors / Trustees
  - c) MAT Trust Board – the Directors / Trustees
  - d) MAT Trust sub-committees
  - e) Hub Scrutiny Boards
  - f) Local Governing Bodies Chair Forum
  - g) Local Governing Bodies (LGBs) – The Academy Governors.
  - h) The Executive Team - the Chief Executive Officer and the Executive Management Team.
  - i) Head Teachers Forum – Directors of Schools, Executive Heads and Head Teachers
8. The Executive Management Team is delegated authority by the MAT Board.
9. The governance for each academy is delegated by the MAT Board in the form of the terms of reference for LGB's.
10. Risk management in the form of registers are in place, monitored and reviewed at all Board levels.
11. Annual agenda plans are agreed and in place for the LAT, MAT, MAT sub committees, LGB's and Chairs Forum.

## Intervention Powers

The MAT Trust Board remains ultimately responsible for the Academy Trust and the conduct of the Academies.

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

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

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

### **Trust Board Sub Committee**

There are two sub committees in place under the MAT Board, the Audit Committee and the Pay Committee. The terms of reference for these sub committees is attached in annex 1 and 2.

### **Executive Management Team**

The Executive Management team of the Trust operate under the leadership and direction of the CEO, who is an ex officio Director (and therefore trustee) of the Trust.

The Executive Management Team work directly with the staff in each Academy and both the MAT Board and the Local Governing Bodies to ensure that the required outcomes are achieved in accordance with the direction and vision of the Trust.

The Executive Management Team consists of the following:

Diana Owen (Chief Executive and Accounting Officer)

Bobby Thandi (Deputy Chief Executive and Chief Financial Officer)

Neil Spencelayh (Director of the MAT).

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

### **Hub Scrutiny Board**

The Hub Scrutiny Boards terms of reference and delegated authority is attached in annex 4 and in place for the Nottingham Hub from the Autumn term and further Scrutiny Boards will be implemented as the Trust grows.

### **Local Governing Body**

The LGB for each academy terms of reference and delegated authority is attached in annex 3.

### **Pupil Voice**

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

### **Staff Voice**

Staff voice is built into the Governance structure with the election of two employees of the Academy (one teacher member and one non-teaching staff member) to each Local Governing Body.

### **Parent Voice**

Parental voice is formally built into the Governance structure with the election of two parent Governors to each LGB

## Annex 1 Risk and Audit Committee

### Terms of Reference

#### Introduction

The terms of reference apply to the L.E.A.D. Multi Academy Trust (the MAT) which is one of two subsidiaries of the L.E.A.D. Academy Trust.

Good governance arrangements include the establishment of a committee to provide assurance over the suitability of, and compliance with, its financial systems and operational controls. The Trust has therefore determined that it is appropriate to establish a dedicated Audit and Risk Committee, and that this Committee shall also be responsible for oversight of the risk management arrangements for the L.E.A.D. Multi Academy Trust.

The Terms of Reference for, and delegations to, the Committee are set by the MAT Board which shall review the arrangements from time to time.

#### Overview

The Audit and Risk Committee shall:

- determine, oversee and review the arrangements for independent checking of financial controls, systems, transactions and risks; and
- review the risks to the internal control framework at the Trust; and
- agree an Annual Internal Audit Plan that shall address these and other risks identified by the MAT Board from time to time;
- inform the statement of internal control and, so far as is possible, provide assurance to the external auditor;
- recommend to MAT Board the appointment of internal and external auditors;
- establish and maintain through monitoring, an appropriate risk management strategy and risk register.

#### Membership and Attendance

The membership of the Committee shall be determined by the MAT Board and reviewed annually at the first meeting in each Academic Year.

There shall be a minimum of 3 members appointed to the Committee. Members must have no executive responsibility for the management of the Trust.

Board members who are not members of the Committee shall have the right to attend any meeting of the Committee, and to, at the discretion of the Chair, speak on any matter included on the agenda.

The Chief Executive as the Accounting Officer and Deputy Chief Executive as the Chief Financial Officer shall normally attend all meetings of the Committee.

One or more members of the Committee must have relevant experience in accounting, auditing

and/or finance.

The Committee may, at its sole discretion, request a meeting with the external and/or internal auditors without Officers of the organisation being present.

Internal and external auditors shall attend the meetings regularly. Other specialist may also attend to advise or report to the Committee.

### Procedure

The Clerk to the Committee shall ensure that:

- the agenda and papers for meetings of the Committee are sent to members of the Committee a minimum of seven days before the day of the meeting;
- minutes of all meetings of the Committee are provided to all members of the MAT Board. (Normally the minutes will be submitted to the next available meeting of the MAT Board).

### Quorum

Any 2 members of the Committee shall constitute a quorum.

### Frequency of Meetings

The Committee shall meet at least three times a year. The internal or external auditors may request a meeting of or with the Committee if they consider this to be necessary.

The Chair of the Committee, through the Clerk to the Committee, may call a special meeting of the Committee at any time, provided the purpose of the meeting is specified in the agenda for the meeting.

### Authority

The Committee is an advisory body with no executive powers. It is authorised by the MAT Board to:

- investigate any activity within its terms of reference, and to seek any information it requires from staff, who are required to co-operate with the Committee in the conduct of its enquiries; and
- obtain independent professional advice if it considers this necessary. The budget limitation for this is set as £2,500. Any amount above this shall require authorisation by the MAT Board

### Terms of Reference

The purpose of the Committee is to oversee and provide independent assurance to the MAT Board, and to make recommendations to the MAT Board thereon, on the arrangements of the Trust in relation to:

- Audit
- Governance
- Risk Management and Internal Control
- Ethics and Probity

## The duties of the committee are to:

### Audit

- review the draft external financial statements and reports of the Trust to ensure that they reflect best practice and are in accordance with the relevant accounting and reporting requirements which include the EFA Financial Handbook;
- approve arrangements for and to consider and make a recommendation to the MAT Board for the appointment of an external and an internal auditor, the level of fees, the provision of any non-audit services by the external or internal auditor and any issues related to the resignation or dismissal of the external or internal auditor;
- discuss with the external auditor the nature and scope of each forthcoming audit and the findings of the audit once completed;
- approve the Annual Internal Audit Plan for the Trust and consider and report to the MAT Board on the Annual Internal Audit Report, identifying any areas of concern in terms of strategic risk and addressing key internal control issues as required;
- specifically consider the level of assurance internal audit work provides about the arrangements of the Trust and whether there are any concerns arising that need to be brought to the attention of the MAT Board;
- consider all relevant reports from any internal auditors or from the appointed external auditor, including reports on the accounts of all academies within the Trust;
- consider the achievement of value for money and the response to any management letters;
- monitor and where the Committee considers necessary draw the attention of the MAT Board to progress in relation to implementation of any actions recommended (and agreed by management) by any internal or external auditors to address any adverse control findings identified by them;
- review the effectiveness of the internal control systems of the Trust and its academies to ensure that the aims, objectives and key performance targets of the organisation are achieved in the most economic, efficient, effective and environmentally preferable manner;
- consider, and advise the MAT Board on the annual and long-term audit programme of the Trust, ensuring that the internal controls of the Trust are subject to appropriate independent scrutiny at least in accordance with Government standards;
- monitor the performance of internal audit, including agreeing the scope of any external assessment and receiving reports on the management and performance of the providers of internal audit services, including the results of the quality assurance and improvement programme which shall form part of Internal Audit's annual report. (This point is in accordance with the mandatory Internal Audit Standards);
- ensure that there are effective arrangements in place between internal and external audit and that the value of the audit process is actively promoted.

### Governance

- approve the Annual Statement of Accounts and have oversight of the publication of an Annual Report in the most appropriate format;
- monitor the openness of the Trust in its dealings, subject only to the need to preserve confidentiality in those specific circumstances where it is proper and appropriate to do so;
- have oversight of the management and response of the Trust in relation to the Freedom of Information Act and Data Protection Act requests;
- review any issue referred to it by any other MAT Committee or Board.

### Risk Management and Internal Control

- approve and / or review the arrangements developed for robust systems for identifying and evaluating significant risks and ensure that effective Risk Management Systems are put in place, including arrangements relating to internal control and the internal audit function;
- review and endorse the Business Continuity Plan and Risk Management Strategy and formally review the Risk Register at least annually;
- have oversight of provisions that reflect the transparency of the Trust including Whistleblowing Policy and Procedures and Fraud and Corruption Policy and to review and discuss any incidents arising under those policies, reporting to the MAT Board as required;
- consider the level of compliance of the Trust with its own and other published standards and controls.

### Ethics and Probity

- promote and maintain the highest standards of conduct by any Board Members and Non-Executive Directors having regard to the Nolan principles and any other recommended Code of Conduct established from time to time;
- review the operation of the Code of Practice (Governors) and Code of Conduct (staff);
- oversee and review the arrangements of the Trust in relation to training, guidance and support in the context of ethics and probity, including promoting and maintaining the Code of Practice (Governors) and Code of Conduct (staff).

### General

- The Committee shall follow the prescribed activities in the Scheme of Delegation approved by the MAT Board regarding writing off of bad debts and disposal of surplus stock, stores and assets.

## Annex 2 Pay Committee

### Terms of Reference

#### Membership and Attendance

The members of the Pay Committee will be appointed by the Board. There will be a minimum of three members of the Committee, with any two constituting a quorum.

Board members who are not members of the Pay Committee have the right of attendance at meetings. The Clerk to the Pay Committee will circulate minutes of its meetings to all members of the Board.

The Chief Executive in his/her role as Accounting Officer and the Deputy Chief Executive will normally attend meetings of the Committee.

#### Frequency of Meetings

The Board has determined that the Committee shall meet at least once a year.

#### Authority

The Pay Committee has delegated executive powers to determine and approve the salary and salary ranges for all senior MAT posts.

#### Duties

The specific duties of the Committee shall be:

- To determine the salary of each member of the MAT executive management team and executive heads including the Chief Executive taking account of any recommendations made by the performance management reviewer.
- To determine appropriate salary ranges for each member of the MAT executive management team.
- Performance appraisal of the Chief Executive.
- Annual assessment of Headteacher Performance pay.

## Annex 3 Local Governing Body

### Terms of Reference

#### Membership and Attendance

Membership of the Local Governing Body shall be determined in accordance with the following:-

- up to two community Governors whose appointment shall be subject to approval by the Trustees;
- minimum of two elected parent Governors;
- the Head Teacher;
- up to two Staff Governors, being one member of the teaching staff and one member of the support staff;
- up to two persons who shall be co-opted by the Local Governing Body, subject to the approval of the Trustees.

A quorum shall be a minimum of three members provided always that that Staff members (including the Headteacher) do not form the majority of those present. )

#### Frequency of Meetings

The Board has determined that the each Local Governing Body shall meet at least once per term for a formally recorded meeting. However each Local Governing Body can meet informally more frequently should it elect to do so.

#### Authority

The MAT Board has delegated authority under the scheme of delegation. MAT Board reserves the right to review or remove any power or responsibility delegated to the Local Governing Body.

#### Duties (extract from the detailed terms of reference)

In particular, and subject to the limitations set out above, the Trustees delegate the operation of the Academy to the Local Governing Body and specifically the following duties:

##### **Vision and Accountability**

- to carry forward the MAT's vision, in a way appropriate to the specific qualities and community characteristics of each Academy;
- implementation of actions required to comply with statutory regulations and the Funding Agreements;
- implementation of all policies prepared and approved by the MAT, for example, policies regarding admissions, DBS checks, health and safety and any others prepared by the MAT from time to time;
- oversight of the Academy's activities;

- challenge the Head Teacher and Academy leadership to account for academic performance, quality of care and quality of provision;
- to comply with and adhere to the terms of any MAT protocol or any guidance issued by the MAT from time to time.

### **Finances and Assets**

- ensuring Academy-level resources are applied appropriately;
- oversight of the overall financial plan for the Academy.

### **Appointments**

- monitoring local HR activity and policy, including the process for local performance reviews for members of staff and in particular ensuring that it is within the parameters for the particular Academy from time to time established by the Trustees;
- considering whether any changes are required to staff terms and conditions, although the Governors may not make any amendments to terms and conditions without the Trustees' consent.

### **Delegated Authority to Head Teacher**

- delegate authority to the Head Teacher and Senior Leadership Team for the development and updating of non-statutory, school-specific policies;
- maintenance of proper accounting records;
- maintenance of or putting in place appropriate arrangements for the maintenance of the Academy estate in accordance with the guidelines established by the MAT;
- observing MAT's procurement policies insofar as they impact on the Academy;
- notifying the MAT of any changes to fixed assets used by the Academy;
- observing proper levels of delegation and protocols.

## Annex 4 Hub Boards Terms of Reference

### Membership and Attendance

Each Scrutiny Board will comprise the following:

- Director of Schools
- MAT Board Trustee
- Four LGB members
- Two Head Teachers
- Up to three co-opted Regional Challenge Advisors

There will be a minimum of eight members and with any four constituting a quorum.

### Frequency of Meetings

The Board has determined that the Scrutiny Board shall meet at least once a term.

### Authority

The MAT Board has delegated authority under the scheme of delegation. The MAT Board reserves the right to review or remove any power or responsibility delegated to the Regional Scrutiny Board.

### Duties

The role of the Scrutiny Boards is to ensure effective oversight and accountability within the structure and in championing their respective Academies. It is to provide focused governance and in particular:

- to provide regional overview, scrutiny and challenge of Academy education and financial performance
- to support regional/local forums for Academy leaders and Governors
- to ensure an effective flow of communication between the Local Governing Bodies, the Scrutiny Boards and the MAT Board
- to work closely with Director of Schools and their teams.
- to support the Chairs of Governors in the leadership of their respective Local Governing Bodies
- to consult with the Local Governing Bodies on any proposals they might have to establish any sub-committees other than temporary, ad hoc sub-committees required to deal with specific issues.
- to work closely with the MAT Board and the Executive Management Team and promptly implement any advice or recommendations made by the MAT Board or the Executive Team in respect of standards and performance, particularly where areas of weakness have been identified (either internally within the MAT or by Ofsted).

- To support the establishment of local panels, for example, admissions appeals.
- to review Key Performance Indicators across the region for identification of any areas of concern for referral to the Trustees.
- to ensure that the impact of any proposed changes to an Academy's admission arrangements are considered in light of the other Academies in the region.
- to scrutinise the budgets for its Regional Academies for recommendation to the MAT Board.