

# SILVER BIRCH ACADEMY TRUST

## SCHEME OF GOVERNANCE



### 1. Introduction

- 1.1. This document sets out the governance arrangements for the Silver Birch Academy Trust (SBA). In particular, it outlines the structure, composition, terms of reference and roles and responsibilities of the Trust Board, its Committees and its Local Advisory Committees.
- 1.2. It should be read in conjunction with a number of other key documents, particularly the Trust's Governance Charter for Trustees and Governors, and the Scheme of Delegation.
- 1.3. In addition to these Trust-specific documents, the Trust is a publicly funded body, and is subject to a number of regulatory and statutory frameworks. The main provisions are set out in:
  - a. The Academies Financial Handbook, provided by the Education and Skills Funding Agency (ESFA)
  - b. The Governance Handbook and accompanying Competency Framework, published by the Department for Education (DfE)
  - c. Academy Funding Agreements specific to SBA schools
  - d. The Companies Act 2006 and the Charities Act 2011

Guidance in these documents ranges from "May" to "Should" to "Must"

- 1.4. Bodies which hold SBA to account are:

- e. The DfE  
<https://www.gov.uk/government/organisations/department-for-education> )
- f. The ESFA  
<https://www.gov.uk/government/organisations/education-and-skills-funding-agency>
- g. Regional Schools Commissioners (RSCs)  
<https://www.gov.uk/government/organisations/schools-commissioners-group>
- h. Ofsted  
<https://www.gov.uk/government/organisations/ofsted>

## 2. Background

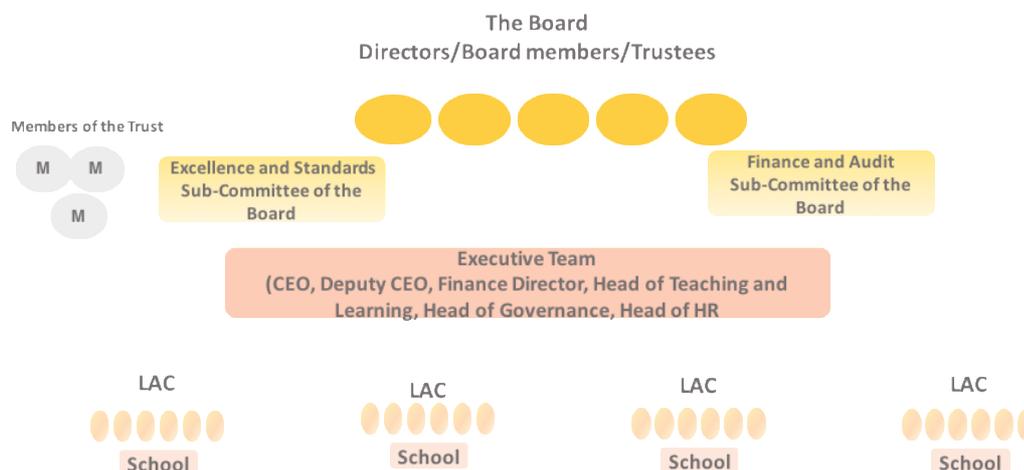
- 2.1. Silver Birch Academy (SBA) is a Multi-Academy Trust established in 2012. It consists of a group of state primary schools, with ambition to open a secondary Free School, thus providing an all-through education. Our ambition is to provide the highest quality education for all its pupils, where excellence is the norm, poor outcomes are not accepted, and where setting high aspirations for educational achievement is the right of every child.
- 2.2. The Trust currently has schools in Waltham Forest and Redbridge. Existing schools that share the Trust's philosophy will also join the Trust over the next few years.

## 3. SBA's governance structure

- 3.1. SBA is constituted under the Department for Education's Academies Act 2010. Academy Trusts are charitable companies, limited by guarantee. They are established in order to operate independent, state funded schools and as such are free from Local Authority control. While subject to charity law, they are "exempt charities", ie their principal regulator is the Secretary of State for Education and not the Charity Commission. S/he provides oversight and regulation, through a range of statutory frameworks and provisions.
- 3.2. Academy Trusts are required to adopt a set of Articles of Association (like a Constitution) specifically tailored to the operation of Academies and to sign a Funding Agreement, setting out the conditions under which a Trust must operate its schools. In addition to this, the DfE and the Education and Skills Funding Agency provide a range of statutory guidance to Trusts that they must comply with, including the Admissions Code, and a list of policies and procedures that each school in a Trust must have. The Articles and the Funding Agreements are available on the SBA website.
- 3.3. A Multi-Academy Trust (MAT) is a single legal structure that is responsible for maintaining, managing and operating multiple academies within it. A Board of trustees/directors is appointed to govern the MAT. A Trust Board can delegate responsibilities to local bodies (in SBA's case, known as Local Advisory Committees) overseeing the individual schools within the Trust.
- 3.4. People on the Board of the Trust are simultaneously Trustees and Company Directors. They are also sometimes informally referred to as Board Members. To avoid confusion, this document refers to Trustees throughout, as this is DfE's preference.

- 3.5. The diagram below sets out the structure of SBA’s governance. Details of accountability and powers are provided later in this document, and in the Scheme of Delegation.

### Silver Birch Academy Trust Governance Structure



## 4. Members of the Silver Birch Academy Trust

- 4.1. Every Trust has a set of Members. DfE requires there to be at least three. Members have a limited but important role, in that they provide an additional layer of accountability to the operation and performance of the Trust. They are similar to shareholders in a company limited by shares. DfE has referred to their role as “eyes on and hands off”. It is important to be careful with terminology here and avoid confusing Members of the Board (ie Trustees/Directors) with Members of the company (similar to shareholders). As noted earlier, we use the term Trustees for the former.

- 4.2. In particular, Members:

- a. (if they were among the very first Members) Are signatories to the Articles of Association which includes definition of the Trust’s charitable object and governance structure;
- b. May, by special resolution (which requires 75% of the votes on the issue), amend the Articles of Association, subject to any restrictions created by the Trust’s funding agreement or charity law;
- c. May, by special resolution, appoint new Members or remove existing Members other than a foundation or sponsor body and any Members that a foundation or sponsor body has appointed, where there is one;
- d. Have the power to appoint Trustees as set out in the Trust’s Articles of Association, and have power under the Companies Act to remove any or all serving Trustees;
- e. May by special resolution issue direction to the Trustees to take a specific action; and

- f. Appoint the Trust's auditors and receive the Trust's annual audited accounts.

4.3. A list of Members can be found on SBA's website.

## 5. The Trust Board

5.1. MAT Trustees have three strategic responsibilities:

- a. Setting the vision, ethos and direction (ie the strategy) of the Trust;
- b. Holding the Executive Team to account as they deliver the strategy; and
- c. Making sure public and donor money is spent properly, including leading risk management

5.2. In addition to these, Trustees are responsible for:

- a. Compliance with all statutory regulations and Acts of Parliament governing the operation of the schools within the MAT;
- b. Compliance with the provisions of the Funding Agreement with the Secretary of State for Education;
- c. Compliance with the Academies Financial Handbook

5.3. A list of current Trustees can be found on SBA's website.

5.4. Proceedings of the Trust Board:

### 5.4.1. *Chair and Vice Chair of the Board*

- a. The Chair and Vice Chair shall be elected from amongst the Trustees annually.
- b. The Chief Executive Officer may not serve as Chair or Vice Chair.

### 5.4.2. *Meetings of Trust Board*

- a. The Trust Board shall meet not less than once per term, but may meet more frequently if required.
- b. The quorum for a meeting of the Trust Board shall be three.
- c. Only Trustees may take decisions. Where necessary, the Chair will have a second or casting vote.
- d. In the event that an urgent decision has to be taken between meetings the Chair shall have delegated authority to make any such decisions following consultation with the Chief Executive Officer. The decisions taken and reasons for the urgency shall be respectively ratified and explained at the next meeting of the Board.

### 5.4.3. *Committees and Scheme of Delegation:*

- a. In order to discharge their roles and responsibilities effectively, the Trustees has established two Trust-wide committees (the Finance and Audit

Committee and the Excellence and Standards Committee) and also a Local Advisory Committee (LAC) for each school in the Trust.

- b. A Scheme of Delegation outlines which responsibilities the Board retains and which are delegated to the Trust-wide committees, the Chief Executive Officer and/or Local Advisory Committees respectively.
- c. The structure, membership and terms of reference of body, along with the Scheme of Delegation, is reviewed annually to ensure they remain fit for purpose and reflect the priorities of the Trust and its schools. At present each school in the Trust is supported by a LAC and each has the same duties and responsibilities. This need not be the case, however: a LAC could oversee more than one school. Equally, the duties and responsibilities of individual LACs could increase or decrease to reflect their competence and capacity or otherwise. Trustees will take decisions of this nature where appropriate.

## 6. The Excellence and Standards Committee

TEXT TO BE INSERTED

## 7. The Finance and Audit Committee

### Composition and Proceedings:

7.1.1. The Finance and Audit Committee shall consist of:

- a. A minimum of three Trustees (one of whom shall be the Chief Executive Officer who is also the Accounting Officer of the Trust); and
- b. Up to two further members appointed for their skills and knowledge relevant to the business of the Committee.

7.1.2. The two further members of the committee may be Trustees, LAC Governors or independent people.

7.1.3. SBA Trustees shall appoint a Committee Chair from amongst the Trustees appointed to the Committee.

7.1.4. Decisions may only be taken at a meeting when the majority of Committee members present are Trustees.

7.1.5. The Trust's Chief Operating Officer will be in attendance at all meetings. Where appropriate other staff members will attend the committee to present papers and provide advice and support. Attendance of such staff will be agreed in advance between the Committee Chair and Chief Executive Officer.

### 7.2. Frequency of Meetings

7.2.1. Meetings will be held at least once a term, usually between the meetings of the

LACs and the Trust Board.

### 7.3. Purpose and Remit NEED TO FINALISE WITH FINANCE DIRECTOR

**[Insert information]**

## 8. The Executive Team

The Chief Executive Officer and Chief Operating Officer are tasked with implementing the strategy, and reporting back to the Board. The Board hold them to account.

## 9. Local Advisory Committees

### Composition and Proceedings:

9.1.1. Each LAC shall have up to nine governors, as follows:

- a. Two parents of pupils at the relevant school (to be elected by the parents of registered pupils of the relevant school or appointed by the Board if there are insufficient candidates for an election). If a LAC serves more than one school, there shall be at least one parent from each school represented on the LAC.
- b. The Headteacher (or Deputy or Assistant Headteacher) of the school.
- c. Up to six LAC governors appointed by Trustees according to current good practice guidelines, including assessment of skills and competencies needed and with regard to ensuring diversity during the search process.

9.1.2. Trustees may be appointed to one or more of the LACs, but do not have to be

9.1.3. Any Trustee, the Chief Executive Officer and Chief Operating Officer may attend any LAC meeting without prior notice being given.

9.1.4. Other members of the Executive Team or school staff may be asked to attend LAC meetings in order to provide advice and support. Such attendance will be agreed between the LAC Chair and the Chief Executive Officer or Headteacher respectively.

9.1.5. The term of office for LAC governors will be four years, and no more than three terms can be served consecutively.

9.1.6. Trustees shall review the membership and Terms of Reference for each LAC annually.

9.1.7. The LAC shall meet not less than once per term, aligned with the annual cycle of meetings determined by SBA Trustees. The LAC may meet more frequently if required, if arrangements for clerking are agreed with the Chief Executive Officer.

9.1.8. The quorum for each LAC shall be four.

9.1.9. The agenda for each meeting will be agreed between the Chair of the LAC, the

Headteacher and the Executive team.

- 9.1.10. Only members of the LAC may take decisions. Where necessary, the LAC Chair will have a second or casting vote.
- 9.1.11. In the event that an urgent decision has to be taken between meetings on matters falling within the remit of the LAC, the LAC Chair shall have delegated authority to make any such decisions following consultation with the Chief Executive Officer. The decisions taken and reasons for the urgency shall be retrospectively ratified and explained at the next meeting of the LAC.
- 9.1.12. The LAC shall appoint a Chair and Vice-Chair. The Headteacher of a school may not be appointed Chair or Vice-Chair. The Chair and Vice-Chair shall be appointed annually. If the Chair or Vice-Chair is not re-appointed at the end of any year, this will not truncate their term of office as a governor unless it had been due to end at that point anyway. Any period served as Chair or Vice-Chair will count towards a LAC governor's total term in office.
- 9.1.13. In exceptional circumstances, a LAC may need additional expertise, capacity or knowledge to address a specific issue facing the school. Where this is the case additional LAC governors may be co-opted to a LAC over and above the nine members mentioned earlier. The LAC Chair and Chief Executive Officer shall agree any such appointments. Their term of office shall be determined on a case-by-case basis to reflect circumstances and need.

## Purpose and Remit

- 9.1.14. The purpose and remit of each LAC is to:
- a. Support and promote the school within its community;
  - b. Champion and contribute to the work of SBA in developing and implementing its vision for education;
  - c. Act as a critical friend to the Headteacher through providing support and challenge in order to ensure that SBA schools meet the needs of the pupils and families they serve, and that these pupils and families flourish;
  - d. Develop an understanding of each school's progress, performance and outcomes in order to assure SBA Trustees and the wider public that it is providing high quality, effective and efficient education; and
  - e. Provide information, feedback, advice and recommendations to the Headteacher, the Executive team and SBA Trustees in relation to the performance of its schools.
- 9.1.15. Over time, as the Trust grows, a LAC may become responsible for a small group of schools, as determined by SBA Trustees.
- 9.1.16. Each LAC has a specific and discrete set of responsibilities designed to deliver the SBA vision. This is achieved through LAC Governors bringing their experience and knowledge to the workings of the school or schools for which they have responsibility.

## Specific Responsibilities:

9.1.17. *Provision and Standards*: this area of responsibility sits at the heart of SBA's vision for education. In its work, the LAC will help to ensure that each school is delivering:

- a. Literacy, numeracy and critical thinking skills that enable pupils to access the entire curriculum;
- b. Cultural knowledge: discrete subject-based studies that allow pupils to deepen their understanding and engagement with the world;
- c. The chance to inquire, think for themselves, problem solve and apply their skills and knowledge in open-ended projects; and
- d. Developing character strengths and virtues that support pupils' personal growth and helps them achieve sustained wellbeing

To do this, the LAC will:

- a. Develop an understanding of the progress and standards achieved by the school as a whole and across all cohorts of pupils (girls, boys, pupil premium, EAL pupils etc);
- b. Consider (termly) the school's curriculum and assess whether it is aligned with the overarching vision of SBA and is responding to and meeting the needs of the pupils and their families;
- c. Monitor progress towards the school's performance targets, and escalate concerns about slow progress to the Head and to the Trust central team if necessary;
- d. Oversee the development and delivery of the School Improvement Plan, requiring and considering progress reports as appropriate;
- e. Act as a critical friend to the Senior Leadership Team in addressing any areas of challenge or weakness. LACs will escalate concerns first to the Headteacher and then to the Executive Team;
- f. Assess whether or not extended school provision and family learning is meeting the needs of children and families, and escalate any concerns; and
- g. Assess whether or not effective home/school liaison and communication processes are in place, and escalate any concerns.

9.1.18. *Safeguarding and Pupil and Family Welfare*: to support the school in ensuring the wellbeing of pupils, LACs will:

- a. Assess whether or not Child Protection and Safeguarding arrangements are implemented in line with SBA processes and procedures, and escalate any concerns;
- b. Receive termly reports on:
  - i. behaviour,
  - ii. racist incidents (and other discrimination-related incidents linked to any category in the Equality Act 2010),
  - iii. care shown to pupils on fixed or permanent exclusions,
  - iv. breaches of online-safety policy,
  - v. attendance and punctuality.
- c. Consider these reports (and related action taken by the school) and escalate any concerns;
- d. If asked to, support the Head teacher through appeals against any decisions to exclude pupils; and
- e. Undertake, monitor and act on staff, parent and pupil voice surveys

9.1.19. *Admissions*: the LAC will monitor the school's admissions policies and procedures and take part in appeals procedures, as required.

9.1.20. *Finance*: in order to provide a further check and balance on the spending of public money the LAC will:

- a. Receive and study a school budget each year
- b. Receive termly reports on school spending and procurement, escalating any concerns about overspend or impropriety;
- c. Support the Headteacher and Business Manager in implementing any recommendations of Internal or External Audits as directed by the Chief Operations Officer;
- d. Support income generation at the school, including liaising with and supporting the work of any PTA or “Friends” group established to support the school.

9.1.21. *Premises*: the LAC will receive termly reports on maintenance and development of the school’s premises, and observe the condition of school when on school visits. The LAC will escalate any concerns.

9.1.22. *Staffing*: the Trust’s aspiration is that staff in SBA schools are one professional community of teachers. SBA teachers are passionate, life-long learners. They are given rich opportunities for continual professional development and personal growth, in individual schools and across the Trust. To support this, the LAC will:

- a. Participate, where required, in the recruitment, selection and appointment of senior staff; and
- b. Review staff work/life balance, working conditions and well-being, including procedures for absence monitoring. LACs will escalate any concerns.

9.1.23. *Health and Safety*: the LAC will:

- a. Receive a termly a report on the implementation of SBA Health and Safety policies, and escalate any concerns
- b. Receive a termly a report on the school’s risk management and, if necessary, escalate any concerns.

## 9.2. LAC Governor Visits

9.2.1. In order for LAC Governors to best support the school and discharge their roles and responsibilities they will attend events and celebrations held at the school and make at least one visit to the school each term, in line with the school’s policy for the organisation of LAC Governor visits.

9.2.2. In addition, some LAC Governors may take on a specific responsibility for an aspect of the school. These will be known as Link Governors, and as a minimum for each school, there should be a Link Governor for each of the following areas:

- a. Finance
- b. Provision, Standards and Curriculum
- c. Safeguarding
- d. SEN and Inclusion
- e. Health and Safety and Premises
- f. Staffing
- g. Website, social media and community interaction

9.2.3. The Link Governor role will consist of being the lead for the LAC for the Link topic,

including:

- h. Requiring reports on the topic from the school
- i. Analysing and commenting on the reports, and sharing this with the other governors
- j. Visiting the school at least three times a year to explore the topic, and sharing findings with the other governors
- k. Liaising with the Link Governor for the topic in the other SBA LACs
- l. Taking actions on the topic at a LAC meeting, and leading any LAC work on the topic

9.2.4. Where a LAC identifies the need for further Link Governor, the LAC will test the role for six months and then update the Chief Executive Officer on the extent to which it added value, and if it took time from other activities.

9.2.5. All visits made by LAC governors will be recorded in line with the school's policy on LAC Governors' visits and these records will be circulated with the agenda and papers of the LAC meeting following the visit.