

The Barton Court Academy Trust

Member/Director/Trustee/Governor Code of Practice



The Directors/Trustees of The Barton Court Academy Trust accept the following principles and accountability:

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

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

1. Members, the equivalent of shareholders in a commercial limited company
2. Trustees who are the Directors of the company and who together comprise the Trust Board (“TB”), and who report and are accountable to the Members. The TB has overall responsibility for the operation of the academies. It delegates functions that are specific to the individual academies to committees known as Local Governing Boards (“LGB”) and it delegates certain of its functions that relate to the Trust as a whole to other committees of the TB. The Executive Headteacher is the Chief Executive Officer (“CEO”) and has delegated responsibility for the day-to-day operation of the Trust. Each academy has a Headteacher/Head of School (“HT”) who reports to the CEO and has delegated responsibility for the operation of the individual academy.

An LGB may, but need not, have Trustees as members and the power of the TB to appoint LGB members (who have full voting powers) is unrestricted. In addition, the TB may appoint additional members (“AM”) of other Committees on such terms as it thinks appropriate. Such members may be permitted to vote but no vote may be taken unless a majority of those attending the meeting at which the vote is taken are Trustees. The Scheme of Delegation (see separate document) sets out how those various responsibilities are delegated and how the various constituent parts of the Trust are required to operate.

Members

The Members have overall nominal responsibility for the Trust, but they exercise their functions through the TB. Each Member guarantees to contribute £10 if the Trust were to become insolvent and be wound up – that is the “guarantee” implied by the term “company limited by guarantee”.

The powers and duties of the Members in broad terms are:

1. To appoint and remove Trustees
2. To maintain the Membership and to appoint Members
3. To approve any proposed changes to the Articles of Association
4. To receive the annual accounts of the Trust.

Trustees

The Trustees are the Directors of the Trust and are the equivalent of Governors in a Local Authority-maintained school. As company Directors their duties are to:-

- appoint and remove Trustees with the approval of Members
- act within their powers
- promote the success of the company
- exercise independent judgment
- exercise reasonable care, skill and diligence
- avoid conflicts of interest
- not to accept benefits from third parties
- declare any interest in proposed transactions or arrangements.

Conflicts of Interest

Trustees, and all who have delegated responsibility, are required to ensure that no conflict of interest arises. They are required to disclose and declare any business interests. The current Articles provide:-
“Any [Trustee] who has or can have any direct or indirect duty or personal interest (including but not limited to any personal financial interest) which conflicts or may conflict with his duties as a [Trustee] shall disclose that fact to the [Trustees] as soon as he becomes aware of it. A [Trustee] must absent himself from any discussions of the [Trustees] in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any personal financial interest).”

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

In addition, all Trustees and those with delegated responsibility are required to observe **the Nolan Principles** which are:-

1. Selflessness

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

2. Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

3. Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

4. Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

5. Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

6. Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

7. Leadership

Holders of public office should promote and support these principles by leadership and example.

Principles and personal attributes

The principles and personal attributes that individuals bring to the Board are as important as their skills and knowledge. These qualities enable Board members to use their skills and knowledge to function well as part of a team and make an active contribution to effective governance.

All those elected or appointed to Boards should fulfil their duties in line with the seven principles of public life (the Nolan principles) as outlined above. They should also be mindful of their responsibilities under equality legislation, recognising and encouraging diversity and inclusion. They should understand the impact of effective governance on the quality of education and on outcomes for all children and young people.

In addition, all those involved in governance should be:

Committed Devoting the required time and energy to the role and ambitious to achieve best possible outcomes for young people. Prepared to give time, skills and knowledge to developing themselves and others in order to create highly effective governance.

Confident Of an independent mind, able to lead and contribute to courageous conversations, to express their opinion and to play an active role on the Board.

Curious Possessing an enquiring mind and an analytical approach and understanding the value of meaningful questioning.

Challenging Providing appropriate challenge to the status quo, not taking information or data at face value and always driving for improvement.

Collaborative Prepared to listen to and work in partnership with others and understanding the importance of building strong working relationships within the Board and with Executive leaders, staff, parents and carers, pupils/students, the local community and employers.

Critical Understanding the value of critical friendship which enables both challenge and support, and self-reflective, pursuing learning and development opportunities to improve their own and whole Board effectiveness.

Creative Able to challenge conventional wisdom and be open-minded about new approaches to problem-solving; recognising the value of innovation and creative thinking to organisational development and success.

Trust Board

The Trust Board focuses on the three core functions of governance:

1. Ensuring clarity of vision, ethos and strategic direction
2. Holding the Executive Headteacher to account for the educational performance of the academies and their pupils, and the performance management of staff
3. Overseeing the financial performance of the Trust and making sure its money is well spent.

Retained responsibilities:

- Deciding upon major strategic and legal aspects such as:
 - establishing a new academy
 - discontinuing or merging existing ones
 - disposal of land otherwise for operational letting or hire purposes

- amending the Articles of Association.
- adopting the strategic plan for the Trust which will include individual strategic plans for each academy
- procurement requiring the publication of OJEU advertisements
- procurement of any contract with a value in excess of £250,000
- approving the overall budget for the Trust and its devolution to each academy
- approving the annual accounts of the Trust
- ensuring that all regulatory requirements are met
- recommending appointment of Members, Trustees and members of LGB and co-opting additional Trustees, including conducting skills audits as required
- securing that all Trustees and members of LGB are appropriately trained
- approving all policies that the Trust by law is required to maintain. All policies originate from the CEO. A schedule of policies is attached in the Scheme of Delegation (Appendix Two) and shows where detailed consideration of each takes place and with whom consultation takes place
- determining each year the Scheme of Delegation and terms of reference, including approving the membership of all committees
- determining admission arrangements for each academy
- ensuring and monitoring compliance with the Admissions Code
- establishing arrangements for independent appeals against refusals to admit pupils to an academy
- establishing arrangements for independent review panels to review permanent exclusions
- appointment of:
 - CEO
 - CFO
 - HT.

Trustee Sub-Committees

Audit and Risk Committee

Delegated responsibilities:

- Monitoring and reporting to TB on risk in all areas but specifically
 - financial probity
 - statutory compliance
 - compliance with the Academies Financial Handbook
 - accountability of TB, CEO and CFO
 - health and safety
 - safeguarding.

Finance and Premises Committee

Delegated responsibilities:

- detailed consideration of the annual budget including consideration of
 - the extent to which funds are retained for central services not directly related to individual academies
 - the allocation of central funds for the purposes of each individual academy, which will be based mainly but not solely on pupil numbers
 - the allocation of funds to each individual academy to be applied at the discretion of the Headteacher.
- monitoring the financial performance of the Trust and holding the CFO to account for this
- monitoring the use of the pupil premium and other earmarked or dedicated funds

- procurement of any contract with a value in excess of £100,000 but less than £250,000
- monitoring all aspects of the TB premises portfolio and protecting the TB physical assets
- detailed consideration of those policies within its remit.

Quality Assurance Committee

Delegated responsibilities:

- all aspects of the curriculum and curriculum delivery
- quality assuring education provision against Ofsted criteria and monitoring all aspects of readiness of inspection
- dealing with formal complaints against an academy in accordance with the Trust complaints policy
- monitoring student issues including behaviour and exclusions
- monitoring all aspects of SEN
- monitoring all aspects of safeguarding including British Values and the operation of the Prevent strategy
- monitoring educational outcomes including ASP (Analyse School Performance)
- monitoring all equality aspects including the Public Sector Equality Duty
- detailed consideration of those policies within its remit.

Personnel Committee

Delegated responsibilities:

- monitoring all Human Resource aspects
- determination of staff pay and conditions
- performance management of CEO, CFO and HT
- disciplinary, capability and grievance aspects relating to CEO, CFO and HT
- all functions within existing disciplinary capability and grievance procedures applicable to individual academies that fail to be exercised by the Governing Body.

Pay Committee

Delegated responsibilities:

- approving individual pay settlements that fail to be determined by the Committee under the TB's pay policy
- dealing with pay appeals as provided for in the TB's pay policy.

LGB for Barton Court Grammar School, The Charles Dickens School and Barton Manor School

Delegated responsibilities:

- reporting to the Trust Board on the overall performance of the academy
- monitoring the annual spend of that part of the Trust budget delegated to be managed by the HT
- monitoring of educational outcomes in the academy
- monitoring all aspects of safeguarding, SEN, equality and student welfare
- dealing with the regulatory requirements of admissions policy-setting and exclusions through designated committees of the LGB
- liaising with the Trust Board, CEO and CFO on all aspects of policy setting as they may respectively require
- arranging election of elected members of the LGB as directed by the TB and in accordance with the Articles of Association.

Quality Assurance Sub-Committee

Delegated responsibilities in relation to the academy:

- all aspects of the curriculum and curriculum delivery
- quality assuring education provision against Ofsted criteria and monitoring all aspects of readiness of inspection
- ensuring that formal complaints against the academy are dealt with in accordance with the Trust complaints policy
- monitoring student issues including behaviour and exclusions
- monitoring all aspects of SEN
- monitoring all aspects of safeguarding including British Values and the operation of the Prevent strategy
- monitoring educational outcomes including ASP (Analyse School Performance)
- monitoring all equality aspects including the Public Sector Equality Duty.

For further details please see attached Scheme of Delegation provided in a separate document.

Admissions Sub-Committee of the LGB

Outline of responsibilities:

- to advise the Trust Board on any aspects of admissions and the admission arrangements for the academy that may be relevant including reporting on admission patterns and matters of concern
- to respond when required by the Trust Board to any proposal to amend the admission arrangements
- to manage any local consultation required in relation to any proposed amendment to the admission arrangements or otherwise to secure compliance with the Admissions Code.

Pupil Exclusions Sub-Committee of the LGB

Outline of responsibilities:

- to consider all parental representations in relation to any pupil exclusion
- to meet to review all fixed period exclusions individually or in aggregate in excess of five days and all permanent exclusions whether or not parents make representations or exercise the right to attend.

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

Competency framework for governance

The DfE Competency Framework for School Governance is made up of 16 competencies underpinned by a foundation of important principles and personal attributes. The competencies are grouped under the headings of the six features of effective governance, which are set out in the Governance Handbook:

- **strategic leadership**
- **accountability**
- **people**
- **structures**
- **compliance and evaluation.**

It is not expected that all Trustees meet all areas of competence. The Board is responsible in ensuring that as a team adequate coverage of each competence is covered by the team as a whole. Skills audits, self-review and training will ensure that the team are competent in all areas.

1. Strategic Leadership

Effective Boards provide confident, strategic leadership to their organisations; they lead by example and 'set the tone from the top'. These competencies relate to the core function of Boards to set vision, ethos and strategic direction.

1a. Setting direction

The knowledge and skills required for effectiveness in setting the strategic direction of the organisation, planning and prioritising, monitoring progress and managing change.

1b. Culture, values and ethos

The knowledge and skills required to set the culture, values and ethos of the organisation successfully; demonstrate these in the conduct and operation of the Board; embed them through the whole organisation; and monitor the impact on outcomes for children and young people and on the reputation of the organisation in the wider community.

1c. Decision-making

Boards which operate effectively as strategic decision-makers are able to provide the foundation for creativity, innovation and improvement in the organisation. Effective decision-making is about moving from free and frank discussion to specific, measurable actions.

1d. Collaborative working with stakeholders and partners

Effective Boards are well-informed about, and respond to, the views and needs of key stakeholders, particularly parents and carers. They enable productive relationships, creating a sense of trust and shared ownership of the organisation's strategy, vision and operational performance.

1e. Risk management

Effective Boards play a key role in setting and managing risk appetite and tolerance. They are able to ensure that risks are aligned with strategic priorities, and improvement plans and intervention strategies provide a robust framework for risk management. These competencies enable those on the Board to identify, evaluate and prioritise organisational risks and ensure appropriate action is taken to mitigate against them.

2. Accountability for educational standards and financial performance

These are the competencies that the Board needs in order to deliver its core functions of holding Executive leaders to account for the educational and financial performance of the organisation.

2a. Educational improvement

These competencies enable the Board to know that the information that they are receiving about the educational performance of children and young people is accurate, to challenge appropriately where necessary and to hold leaders to account for improving outcomes for all young people. Holding leaders to account is about establishing clear expectations, ensuring clear lines of responsibility, putting in place systems for monitoring appropriately, ensuring evaluation and taking action in response to that evaluation.

2b. Rigorous analysis of data

Board members are required to develop specific knowledge to allow the monitoring of school performance and improvement. It will also assist them in holding leaders to account.

2c. Financial frameworks and accountability

These are the skills, knowledge and behaviours which enable the Board to ensure that the organisation is in a strong and sustainable financial position to achieve its strategic goals. It is about ensuring the sustained financial health and efficiency of the whole organisation.

2d. Financial management and monitoring

The competencies required will ensure that the Board is able to make sufficiently informed and effective decisions on the use of resources and allocation of funds to improve outcomes for children and young people. It will also ensure that public money is utilised efficiently and in the best interest of the organisation.

2e. Staffing and performance management

The knowledge and behaviours required by the Board to oversee Executive leaders in their responsibility to ensure that the organisation has the right staff who are managed and incentivised to perform to the best of their abilities.

2f. External accountability

This section is about managing the organisation's relationship with those who have a formal or informal role in holding it to account. It enables the Board to use their skills and knowledge confidently and effectively to be accountable for the delivery of the organisation's strategic plan, their own decision-making and their oversight of Executive leaders.

3. People

People that govern need to form positive working relationships with their colleagues to function well as part of a team. They need to be able to relate to staff, pupils/students, parents and carers and the local community and connect to the wider education system in order to enable effective delivery of the organisation's strategic priorities.

3a. Building an effective team

These are the skills and behaviours necessary to ensure effective relationships and dynamics around the table. They help to foster a learning culture where constructive challenge is welcomed; thinking is diverse; a variety of experiences and perspectives are welcomed; and continuous improvement is the norm.

4. Structures

Understanding and designing the structures through which governance takes place is vital to avoid unclear and overlapping responsibilities that can lead to dysfunctional or ineffective governance arrangements.

5. Compliance

To ensure all those involved in governance understand the legal frameworks and context in which the organisation operates and all of the requirements with which it must comply. This relates to statutory and contractual requirements.

6. Evaluation

Monitoring the Board's effectiveness is a key element of good governance. The Board needs to assess its effectiveness and efficiency and ensure ongoing compliance with its statutory and legal duties under review. Individuals should also reflect on their own contribution helping to create a stronger and more motivated Board.

6a. Managing self-review and development

The skills and behaviours that help individuals on the Board to reflect on how they personally are demonstrating the agreed values and culture of the organisation and what impact their individual contribution is to making effective governance.

6b. Managing and developing the Board's effectiveness

It is essential for the Board to reflect on its own effectiveness, including the effectiveness of its processes and structures. This will assist in building relationships and improving accountability, and will enable the Board to ensure that there is a clear distinction between strategic and operational leadership. It will also assist in setting the tone and culture of the Board.

General

- We will conduct the Trust with a view to promoting high standards of educational achievement.
- We will take responsibility for determining, monitoring and keeping under review, the broad policies, plans and procedures within which the Trust and its schools operate.
- We recognise that it is the Headteachers and Executive Headteacher who are responsible for the implementation of policy, day-to-day management of the Schools/Trust and operation of the curriculum. We do not expect to become involved in day-to-day management issues.
- We have a general duty to act fairly and without prejudice at all times.
- In so far as we have, or share, responsibility for the employment of staff, we will strive to fulfil all reasonable expectations of a good employer.
- We will consider carefully how our own decisions might affect other schools/Academy Trusts.
- We will encourage open government and will endeavour to be seen to do so through the school/Trust profiles and parents' meetings.
- We understand that all Directors/Trustees have equal status and that their central concern should be the welfare of the Trust as a whole.
- We will attend training and briefing sessions to obtain information on our role and responsibilities and to keep updated with changes brought about by legislation and innovations in education.

Commitment

- We have a responsibility to attend relevant Trust Board meetings.
- We will involve ourselves actively in the work of the Trust and accept a fair share of responsibilities, including service on Committees and Working Groups, Monitoring Visits and through developing links with members of the Senior Leadership Teams.
- We must know the schools well and take all possible opportunities for involvement in school activities.

Relationships

- We will strive to operate as a team in which constructive working relationships are actively promoted.
- We will develop effective working relationships with the Executive Headteacher, Headteachers, and other relevant parties.
- We agree to full DBS checks being undertaken on all Directors/Trustees.

- We will respect complete confidentiality, especially in relation to matters concerning individual staff or pupils.
- Although decisions reached at Directors/Trustees' meetings are normally made public through minutes or otherwise, the discussions on which the decisions are based will be regarded as confidential.
- We will exercise the highest degree of prudence when discussions of potentially contentious issues arise outside of the Trust.
- We will express our views openly within meetings but accept collective responsibility for all decisions.
- We will only speak or act on behalf of the Trust Board when we have been specifically authorised to do so.
- All visits to the school will be undertaken within a framework, which has been established by the Trust Board in agreement with the Headteachers or Executive Headteacher.
- In responding to criticism or complaints relating to the school, we will follow procedures established by the Trust's policy.
- We have a responsibility to maintain and develop the ethos and reputation of the Trust and its schools, and our actions within the Trust will reflect this.

Signed _____

Date _____