



Durham &  
Newcastle  
Diocesan  
Learning  
Trust

# **Durham & Newcastle Diocesan Learning Trust**

## **Governance Handbook**

### **2021/22**

*Every child matters and no child is ever left behind*

July 2021

## **Control**

V1 – 13/6 > CEO/Chair/COO

### **Welcome from the Chair**

*Dear Members, Directors and Academy Councillors,*

*Thank you for giving your time and expertise so freely to supporting governance in the Durham & Newcastle Diocesan Learning Trust. We are still a relatively young Trust but we are building a growing reputation for making a real difference to the outcomes achieved by pupils right across our Trust.*

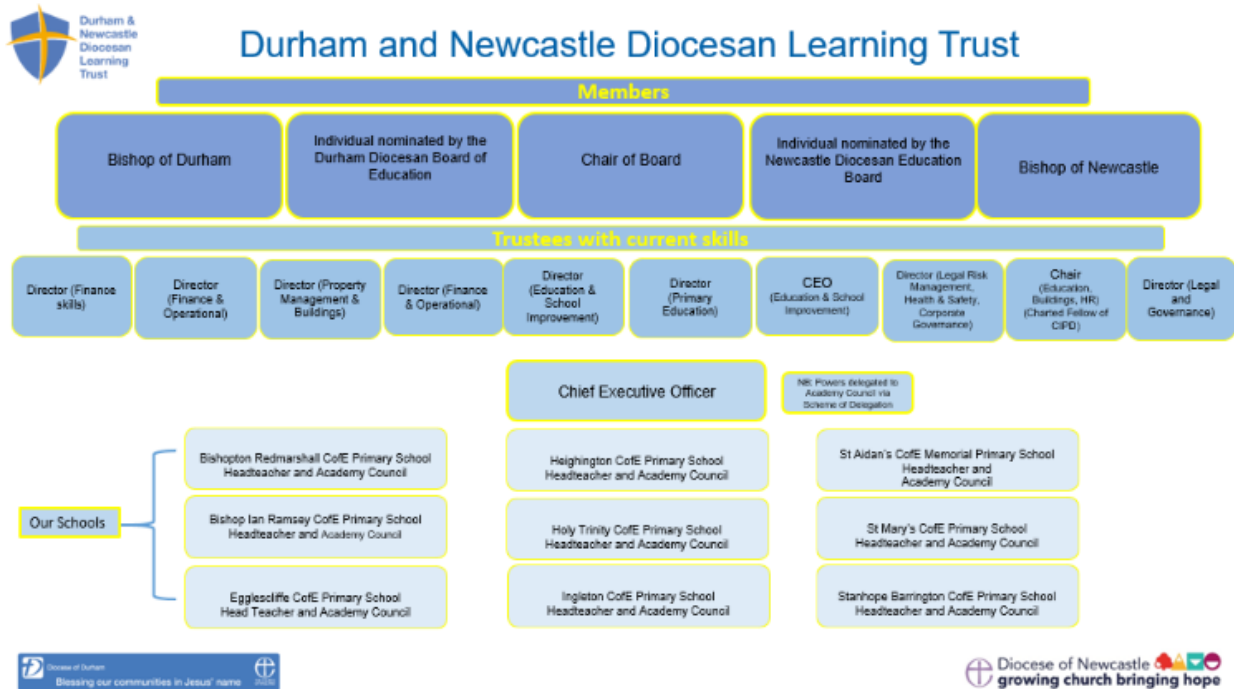
*Governance plays such an important part in helping to ensure that we are all doing the very best we can for every pupil in our Trust. The aim of governance is to provide confident and strong strategic leadership, resulting in robust accountability, oversight and assurance for educational and financial performance. There are so many aspects to this that we thought it would be helpful if we pulled all the various aspects together into a handbook that gave an overview of the Trust's governance arrangements and the roles that Members, Directors and Academy Councillors play in making the arrangements both efficient and effective.*

*Our governance arrangements have grown and developed as the Trust has matured so what we have pulled together is very much a picture of where we are now in terms of governance. I know that we will continue to flex and shape these arrangements but a real strength of the Trust is that we are continually looking towards the next step.*

*Thank you again for your ongoing commitment to our Trust and I hope you continue to find your role both rewarding and challenging.*

*John Taylor: Chair of the Board of Directors*

## Durham & Newcastle Learning Trust 2021/22 Organisational Overview



## Background

The Durham and Newcastle Diocesan Learning Trust (D&NDLT) exists to enable Church of England schools to continue to achieve educational excellence through Christian based ethos and values. It will establish a lasting legacy of a financially and pedagogically self - sustaining organisation, enabling professionals and schools to continue to improve and evolve through collaborative support and challenge.

The D&NDLT was born out of the vision of the Durham Diocesan Board of Education to give a further option to both Diocesan and community schools who wished to seek an academy solution, with the launch of the original Durham Diocesan MAT in November 2017. This vision was expanded in 2020 to reflect existing partnership working with the Newcastle Diocesan Education Board and enable the Trust to also become an option for schools within the Newcastle Diocesan area. In November 2020 the Trust formally changed its name to become the Durham and Newcastle Diocesan Learning Trust and amended its Articles and Membership to reflect this wider scope and commitment from both Diocesan Education Boards. The D&NDLT currently contains nine Church of England Primary schools.

Because Directors are bound by both charity and company law, the terms 'Directors' and 'Trustees' are often used interchangeably. D&NDLT uses the term 'Director' rather than the term 'Trustee'.

### 1.1 D&NDLT – Vision, Mission & Core Values

At the heart of our vision is our commitment to ensure all of our schools are places where children and young people develop and thrive academically, socially, culturally and spiritually. The drive for excellence and effectiveness in our schools is paramount, but not merely because the Government says so. The enabling of every child to flourish in their potential as a child of God is a sign and expression of the Kingdom and is at the heart of the Church's distinctive mission.

The Trust's mission is to support and encourage the work of academies in our Trust, promoting Christian distinctiveness through the high quality education of children and young people across the Trust whilst enabling and actively encouraging each school to retain and develop its own unique identity within the local community it serves.

The Core Values of the Trust are:

- To ensure that our academies are centres of excellence with a focus on academic outcomes and the nurture of resilience & respect.
- To promote high quality professional development and encourage mutual support in the pursuit of effective teaching and good pupil progress.
- To develop innovative and aspirational thinking building on our long educational heritage and to make use of the latest research in pedagogy and child development.
- To foster, maintain and celebrate Christian distinctiveness in our schools.
- To ensure our academies have a particular vocation to the least advantaged, enabling them through education to change their life opportunities.

## 1.2 D&NDLT – Context

D&NDLT (the Trust) is a multi-academy trust of nine Church of England primary schools located in the local authority areas of Hartlepool, Stockton-on-Tees, Darlington and County Durham. The Trust was established in 2017 with Holy Trinity CE Primary, St Aidan's CE Primary and Egglecliffe CE Primary as the original founding schools. The Trust operates from its registered offices at Cuthbert House in Durham.

The Trust is a company limited by guarantee and an exempt charity. It is an independent legal entity with whom the Secretary of State has entered into a Funding Agreement on the basis of agreeing the Trust's Articles of Association with the Department for Education (DfE). The Trust has a master Funding Agreement with the Secretary of State as well as a supplemental Funding Agreement for each academy in the Trust.

The charitable company's Memorandum and Articles of Association are the primary governance documents of the Trust. The Directors of D&NDLT are also the directors of the charitable company for the purposes of company law. The charitable company operates as D&NDLT.

The Trust's objects – the purpose for which the Trust was established - are identified in the Articles of Association and are as follows:

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

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

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

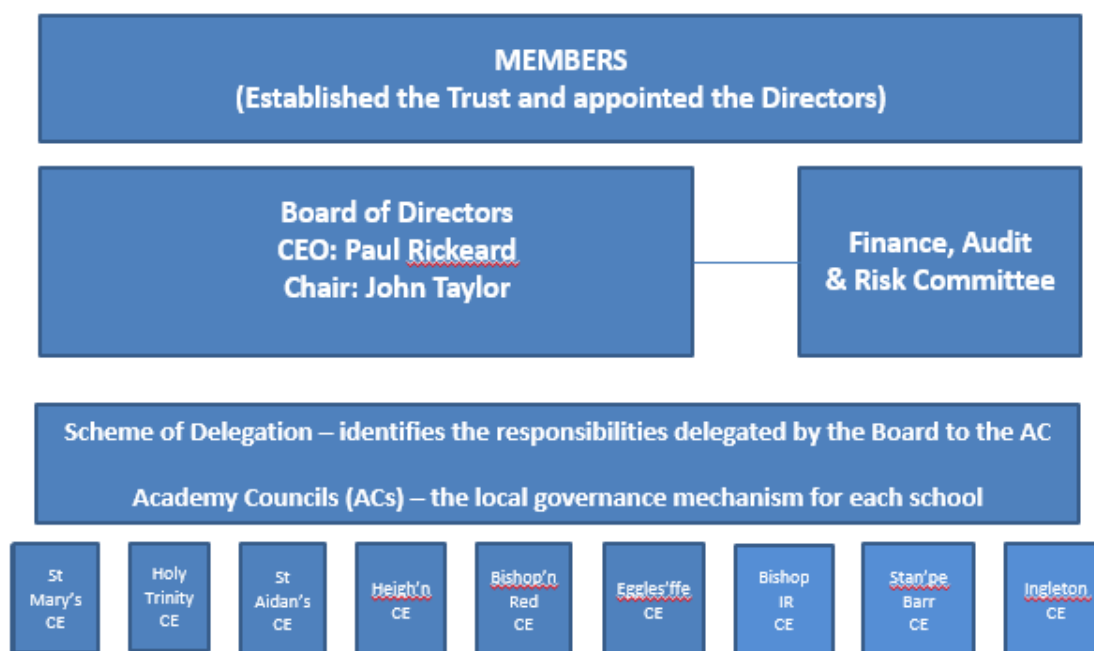
but in relation to each of the Academies to recognise and support their individual ethos, whether or not designated Church of England.

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

(b) to promote for the benefit of the inhabitants of the areas which the Academies are situated the provision of facilities for recreation or other leisure time occupation of individuals who have need for such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants subject at all times to any restrictions contained within any trusts applying to land occupied by the Company.

### **1.3 D&NDLT – Structure**

The constitutional framework of the Trust is determined by the Trust's Articles of Association. These detail the responsibilities of the Trust's Members and Directors. The Articles of Association allow the Board of Directors to determine the governance structure of the Trust.



D&NDLT's governance framework ensures that the Trust fulfils its overall purpose, achieves its intended outcomes for learners, and operates in an effective, efficient, and ethical manner.

#### 1.4 D&NDLT – Members

Academy trusts are founded by Members, who may then appoint additional Members to join them. The first Members are the signatories to the Memorandum of Association which is drawn up when the academy trust is first established. These first Members agree the academy trust's first Articles of Association, which include the Trust's charitable purpose.

The Members are guardians of the governance of the Trust and as such have a different status to Directors. Members are not involved in the day-to-day business of the Trust and are careful not to assume the powers of the Academy Trustees. However, they do have an important role in an academy Trust, based on a number of key powers set out in the department's model articles of association and in company law.

Members have a general duty to exercise their powers to further the Trust's charitable object but, given the faith nature of the D&NDLT, must also ensure that the religious character of the Church is preserved and developed as part of ensuring the charitable objects of the Trust are met.

Members can be individual people or corporate bodies but employees of the Trust must not be Members. The DfE prefers that the majority of Members remain independent from the Board of Directors.

The Members of the Durham & Newcastle Learning Trust are:

- (a) the Diocesan Bishop of Durham, represented by a nominee to be approved by the Durham Diocesan Board of Education;
- (b) the Diocesan Bishop of Newcastle represented by a nominee to be approved by the Newcastle Diocesan Education Board;
- (c) two persons appointed by the Diocesan Corporate Members, being an individual nominated by the Durham Diocesan Board of Education and an individual nominated by the Newcastle Diocesan Education Board;
- (d) the chairman of the Directors; and
- (e) any person appointed under Article 15A (a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution), provided that at any time the minimum number of Members shall not be less than three.

There must be at least three signatories to the Memorandum of Association. The Department for Education (DfE) recommends that Trusts should ideally have at least five members, though they may choose to have more or less than five.

The Members appoint Directors to the Board to ensure that the Trust's charitable objects are carried out and so are able to remove Directors if they fail to fulfil this responsibility. The Members may appoint up to five Directors through any process as they may determine.

The Members oversee the achievement of the Trust's objects, acting as the 'conscience' and 'moral guardian' of the Trust's purpose and values. Members also oversee the performance of the Board. The Trust is required to hold an Annual General Meeting at which the Board submits an annual report on the performance of the Trust to the Members. This enables Members to hold the Board of Directors to account for the educational and financial performance of the Trust over the preceding financial year.

In summary, Members:

- are the subscribers to the Memorandum of Association (where they are founding members);
- may amend the Articles of Association subject to any restrictions created by the funding agreement or charity law;
- may, in certain circumstances, appoint new members or remove existing members;
- have powers to appoint and remove Directors in certain circumstances;
- may, by special resolution, issue direction to the Directors to take a specific action;
- appoint the trust's auditors and receive the audited annual accounts (subject to the Companies Act); and
- have power to change the company's name and, ultimately, wind it up.

The Trust also holds General Meetings for Members and Directors as required.

The Board of Directors is required to keep Members informed about Trust business so that Members can be assured that the Board is exercising effective governance.

The Board has put in place a number of strategies to enable Members to form a view about the effectiveness of the Trust's governance arrangements:

- i) As previously described – Members receive the Directors' Annual Report as part of the Trust's annual accounting arrangements. Members can hold Directors to account for the performance identified in the Directors' Report at the Annual General Meeting of the Company;
- ii) The Chair of the Board is also a Director.

### 1.5 D&NDLT – Directors

Directors are responsible for the general control and management of the administration of the Trust. Directors are both charity Directors and company directors of the Trust. They ensure compliance with the Trust's charitable objects and with company and charity law, and with the Trust's Funding Agreement.

Directors must comply with the following duties under charity law:

- ensure the charity is carrying out its purposes for the public benefit;
- comply with the charity's governing document and the law;
- act in the charity's best interests;
- manage the charity's resources responsibly;
- act with reasonable care and skill;
- ensure the charity is accountable.

Directors must also comply with their statutory duties as company directors:

- 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; and
- declare any interest in proposed transactions or arrangements.

Directors are appointed under the rules identified within the Trust's Articles of Association and membership of the Board of Directors is in accordance with the details contained within it.

Directors may exercise all the powers of the Trust.

The Articles of Association identify that there shall be at least three Directors but the number is not subject to any maximum. The appointments made to the Board of Directors are made in line with the guidance in the Articles of Association.



The term of office for each Director is four years. Directors may co-opt an employee of the Trust as a Co-opted Director as long as the number of Directors who are employees of the Trust does not exceed one third of the total number of Directors.

The CEO is an ex officio Director.

The composition of the Board of Director's is made up of the following Directors:

- i) Up to 5 Directors appointed by Members;
- ii) Co-opted Directors appointed by Directors;
- iii) CEO – ex officio (appointed by virtue of the role).

No more than 19.9 per cent of the board can be local authority associated, i.e. employees, members or officers of a local authority (including teachers and head teachers of local authority maintained schools) or people who are or have been within the last four years an employee, member or officer of a local authority, where that local authority has a responsibility for education. At present the Board of Directors has no local authority associated persons.

### **1.6 D&NDLT - Board of Directors**

The Board is a corporate entity and is the accountable body for the D&NDLT. As the accountable body, the Board is the key decision maker and is accountable and responsible for all the academies in the Trust. It delegates some operational matters to executive leaders and governance functions to committees but the Board remains accountable and responsible for all decisions made and executive leaders operate within the autonomy, powers and functions delegated to them by the Board.

The Board's role is a strategic one compared to that of the Trust's CEO and senior leaders who are responsible for the operational work undertaken by the academies in the Trust. The Board avoids routine involvement in operational matters. In effect, the Board of Directors commissions work to be then undertaken by the CEO and senior leaders.

Decisions made by the Board are made in the best interest of all pupils in the Trust and in line with the Trust's charitable objects.

The Board has defined the Trust's purpose and established a strategy to deliver this. The strategy is underpinned by the values and behaviours that shape the Board's culture and the way it conducts its business.

### **1.7 D&NDLT – Role of the Board of Directors**

The focus of the Board's work is on the three core functions of governance:

- Ensuring clarity of vision, ethos and strategic direction;
- Holding senior leaders to account for the educational performance of the Trust and its pupils;
- Overseeing the financial performance of the Trust and making sure its money is well spent.

The Board strives to ensure that its core work reflects the following characteristics:

- strategic leadership that sets and champions vision, ethos and strategy;
- accountability that drives up educational standards and financial performance;
- personnel with the right skills, experience, qualities and capacity;
- structures that reinforce clearly defined roles and responsibilities;
- compliance with statutory and contractual requirements; and
- evaluation of governance to monitor and improve its quality and impact.

The Board of Directors may delegate any of its powers or functions to any Director, committee (including an Academy Council), the CEO or any other holder of an executive office.

Through its Scheme of Delegation, the Board has delegated responsibility for a number of its powers and functions to the Finance, Audit and Risk Committee and to the Academy Councils. Directors understand that, whilst delegating these powers and functions, they are still the ultimate accountable body for every aspect of the Trust's work.

The Board of Directors retains exclusive responsibility for the following aspects of the Trust's work:

- i. Delivery of the Trust's charitable objects for the public benefit;
- ii. Ensuring compliance with the Trust's duties under company law and charity law and any agreements made with the DfE, including the Funding Agreement;
- iii. The determination of the educational character and mission of the Trust;
- iv. Ensuring the solvency of the Trust and safeguarding its assets;
- v. The appointment or dismissal of the following roles: Chief Executive Officer, Chief Operations Officer, Chief Financial Officer and Head Teacher. In the case of Head Teachers, representatives from the appropriate Academy Council will also be involved;
- vi. Ensuring the continued charitable status of the company;
- vii. Setting key strategic objectives and associated key performance indicators and reviewing performance against these;
- viii. Reviewing the Trust's Strategic Plan;
- ix. Determining the establishment, constitution, membership, proceedings, delegated powers and functions of the Academy Councils;
- x. Approval of all statutory policies across the Trust;
- xi. Approval of the Trust's year end accounts and report;
- xii. Entering into all contracts on behalf of the Trust;
- xiii. Authorising expenditure or income in line with the Scheme of Delegation;
- xiv. Approving the pay structure for the Trust.

### **1.8 D&NDLT - Chair of the Board of Directors**

The Chair plays an important role, with responsibility for leading the Board of Directors and for convening and chairing meetings. As the main link between the Board and the CEO and senior leaders, s/he works to build strong partnerships across the Trust.

The Chair liaises with the CEO, COO, CFO and the Lead Governance Professional to ensure the final agendas for meetings, as well as the management of papers and appropriate records, are in place.

The Chair is responsible for promoting the development of the Board as a whole.

With support from the Members and Directors, the Chair plays a decisive part in determining the appointment and re-appointment of Directors.

The Chair also ensures that the Board is effective in challenging and supporting the educational and financial performance of the Trust.

The Chair of the Board of Directors for 2021/22 is identified in appendix 1 and also on the Trust's website page "Who we are".

### **1.9 D&NDLT – Operating Procedures of the Board of Directors**

The Board of Director's operating procedures are guided by the Trust's Articles of Association and are as follows:

- i) The Board of Directors meets at least half-termly;
- ii) The Chair and Vice Chair of the Board of Directors are elected annually at the first meeting of the academic year;
- iii) The Board of Directors has established a local governance committee for each academy – the Academy Council – which meets half-termly;
- iv) The Board of Directors has established a Finance, Audit and Risk Committee that is a committee of the Directors and meets at least termly;
- v) The quorum for a meeting of the Board of Directors is any three Directors, or where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved;
- vi) The Board of Directors has established a Code of Conduct for Directors which each Directors is asked to affirm to at the first meeting of each academic year;
- vii) The Board of Directors prepares an Annual Report in accordance with the Statement of Recommended Practice and this is filed with the Secretary of State and the Principal Regulator by 31st December of each Academy Financial Year;
- viii) The Board of Directors appoints the Trust's Lead Governance Professional;
- ix) Each Director updates his/her Register of Business Interests at the start of the school year and then keeps it under regular review.

### **1.10 D&NDLT – Committees of the Board of Directors**

The Board has established a number of committees, as identified in its Scheme of Delegation, to carry out some of its governance functions. This includes a Finance, Audit and Risk Committee (FAR) plus a local governance committee for each academy in the Trust. The local governance committee for each academy is called the Academy Council (AC).

The constitution, membership and proceedings of any committee is determined by the Board of Directors. These arrangements are reflected in each committee's Terms of Reference/operating procedures.

The Board can create additional Committees, Working Parties or Panels as required and the Board may remove delegations from any Committee, Working Party or Panel if required.

### **1.11 D&NDLT – Finance, Audit and Risk Committee**

Through the Academy Trust Handbook (ESFA), academy trusts must establish an audit and risk committee. Academy trusts with an annual income over £50 million must have a dedicated audit and risk committee. Smaller trusts must either have a dedicated audit committee or combine the function with another committee. The audit function in the D&NDLT is combined with the other functions of the Finance, Audit & Risk Committee.

The FAR Committee assists the Board in its on-going oversight of the Trust's arrangements for budgeting, financial planning, financial performance and financial reporting in respect of both revenue and capital activities and the associated resource planning. It assesses the scope and effectiveness of the systems established to identify, manage and monitor financial and non-financial risks to the Trust via the risk register. It also maintains an oversight of the Trust's governance, internal control, financial reporting and value for money frameworks in order to establish levels of compliance throughout the Trust.

This committee ensures regularity and propriety in use of the trust's funds, and helps to achieve economy, efficiency and effectiveness – thus ensuring that the Trust provides value for money in the use of the public funding it receives.

The Chair of this committee for 2021/22 is identified in appendix 1.

### **1.12 D&NDLT – Accounting Officer**

The accounting officer role includes specific responsibilities for financial matters. It includes a personal responsibility to Parliament, and to ESFA's accounting officer, for the Trust's financial resources. Accounting officers must be able to assure Parliament, and the public, of high standards of probity in the management of public funds, particularly regularity, propriety and value for money.

The accounting officer must have oversight of financial transactions, by:

- ensuring the academy trust's property and assets are under the Directors' control, and measures exist to prevent losses or misuse;
- ensuring bank accounts, financial systems and financial records are operated by more than one person;
- keeping full and accurate accounting records to support their annual accounts.

The CEO is the designated accounting officer for the D&NDLT.

### 1.13 D&NDLT – Scheme of Delegation

The Scheme of Delegation sets out the powers that the Board, its committees and the Trust's senior leaders may exercise on behalf of the Directors. The Scheme of Delegation is supported by Terms of Reference for each Committee. The Scheme of Delegation is subject to annual review by the Board of Directors to ensure that it remains fit for purpose.

The Scheme of Delegation for D&NDLT has the following characteristics:

- i) it details all the committees that have been established by the Board and explains in headline terms the role and remit of each;
- ii) it provides full clarity on which governance functions are retained at Board level and which are delegated, making clear where all key governance functions are exercised in respect of each academy – including vision, budget setting, executive leader oversight and performance management;
- iii) it explains the Board's parental and community engagement arrangements and how these feed into and inform governance both at Board level and at the level of the individual academies;
- iv) it is clearly drafted so that everyone in the organisation understands it, in order to be clear about their role and that of others; and
- v) it explains the circumstances in which the arrangements set out may vary: including both the timeframes for the overall scheme being reviewed and updated, and any triggers that might lead the Board to review or change levels of delegations for individual academies.

The Scheme of Delegation for the Trust identifies that, in general terms, the AC is responsible for the following:

- a) Providing leadership for the strategic planning of the academy through the approval of the Academy Improvement Plan (AIP), including the 3-year strategic headlines;
- b) Monitoring progress made by the academy against the key priorities for improvement identified in the academy's AIP;
- c) Holding the academy's senior leaders to account for the performance of all staff through the academy's performance management arrangements;

- d) Monitoring those areas identified by the Trust as being priority areas for the development of the Trust;
- e) Ensuring that the safeguarding and wellbeing of staff and pupils are kept under constant review;
- f) Determining annually, in consultation with the CEO, COO & CFO, the staffing structure for the academy;
- g) Proposing, in consultation with the CEO, COO & CFO, the academy's annual budget and three-year financial plan for approval by the Board of Directors;
- h) Reviewing spending on a regular basis against the agreed budget;
  - i) Ensuring that what is happening in each academy reflects the agreed policies of the Board of Directors;
  - j) Reporting annually to the Board of the Directors on the discharge of its responsibilities and the resulting impact of its work.

It is important that Directors and Academy Councillors understand what is expected of them as the new Ofsted Education Inspection Framework (EIF) expects inspectors to: *establish what the governance structure of the academy is, with reference to the range of functions designated to ACs.*

#### **1.14 D&NDLT – Communications**

The Board of Directors encourages networking and partnership working within the Trust as a means to build a wider collective understanding of the Trust and to share and disseminate good practice.

The Trust has an annual calendar of governance activity that sets out the meeting structure for the academic year. Meetings represent the main opportunity for the Board to come together to share their work, and for the CEO, Chief Operating Officer (COO) and Chief Financial Officer (CFO) to update Directors on the Trust's educational and financial performance. Meetings are also an opportunity for other members of the central team to report on their own work, as required.

The Trust has a cycle of agreed agenda items and standard reports in order to ensure consistency in the sharing and approval of information. The minutes of the Board of Directors are important evidence of the support and challenge given to the leadership of the Trust.

The Trust has developed a framework of governance activity which sets out its governance expectations for the Academy Councils. Each Academy Council is asked to undertake an annual self-evaluation of the impact of its governance arrangements and report to the Board on the effectiveness and efficiency of its arrangements.

The Trust has established a number of forums in order to ensure effective communications across the Trust:

i) The CEO, Chair of the Board of Directors and Lead Governance Professional meet termly with the Chairs of the Academy Councils to review areas of interest and focus. This forum helps to ensure a consistent approach across the ACs in those areas where consistency is expected. It also provides the opportunity to share good practice and identify areas for development;

ii) The Lead Governance Professional meets termly with the Vice Chairs of the Academy Councils to review areas of interest and to support succession planning;

iii) The Chief Operating Officer meets half-termly with Head Teachers and School Business Managers to ensure a consistent approach to operational matters across the Trust.

iv) The Lead Governance Professional meets termly with those members of staff who clerk each academy's self-clerked meeting in order to offer support and guidance.

v) Each Director is linked to one of the academies in the Trust and makes at least two visits each year to the academy. This ensures that the Board of Directors has a close working relationship with all the academies in the Trust.

vi) The Chair and Lead Governance Professional meet half termly with the Chief Executive Officer and Chief Operating Officer to discuss agenda planning and wider strategic development of the Trust;

vi) The Trust has invested in training mental health first aiders in each of our schools and those individuals now meet termly with updates to the Trust board;

vii) The Trust has a range of networks related to teaching and learning and staff development including SEN network, Early Years network, RSHE network, Deputy network and Lead Learners network;

viii) The Chief Executive Officer updates all staff, and parents and carers on key Trust communications on behalf of the Trust board and the Chief Operating Officer together with the lead governance professional updates academy councillors on policy and other updates following Trust board meetings;

ix) The Chief Executive Officer, Chief Operating Officer and Chair of the Trust meet termly with the Unions and in line with the Trust's union recognition agreement.

As well as these internal networks, the Trust also encourages Directors and Academy Councillors to become involved in external networks and with external partners.

### **1.15 D&NDLT – Monitoring Activity by the Board of Directors**

The Board of Directors has developed a Strategic Plan that reflects the vision of the Trust and identifies how, over time, the Trust will achieve its vision. The strategic objectives of the plan are supported by Key Performance Indicators (KPIs) and progress against these KPIs is regularly reported on at meetings of the Board of Directors by the CEO. This monitoring of progress by the Directors helps to ensure that Directors understand the progress that is being made against the priorities in the Strategic Plan.

Directors also undertake regular monitoring activity against those areas identified in statutory guidance. The Trust has designated Directors for the following areas:

i) Safeguarding – CEO

*(Governing bodies and proprietors should have a senior board level (or equivalent) lead to take leadership responsibility for their school's or college's safeguarding arrangements. Keeping Children Safe in Education – DfE: 2021)*

ii) SEND – delegated to Chair of AC to ensure compliance

*(There should be a member of the governing body or a sub-committee with specific oversight of the school's arrangements for SEN and disability. School leaders should regularly review how expertise and resources used to address SEN can be used to build the quality of whole-school provision as part of their approach to school improvement)*

iii) Management Accounts – The Management accounts are shared with all Chair of Directors each month. These accounts are considered at each Board meeting.

*(ESFA guidance: Management accounts must be shared with the chair of Directors every month irrespective of the trust's size, and with the other Directors six times a year. The board must consider these when it meets)*

## 2.1 Academy Council

Each academy has a local governance committee called the Academy Council (AC). The AC's composition is determined by the academy's previous status – Voluntary Controlled or Voluntary Aided.

The Board of Directors has full control over the membership and authority delegated to the Academy Council.

The composition of the membership of the Academy Councils is as follows:

i) Previously Voluntary Controlled: Ingleton CE, Stanhope Barrington CE & Egglecliffe CE

- Elected Staff Member (at least 1)
- Head Teacher
- Elected Parent (at least 2)
- Ex Officio Foundation
- Foundation DDEB>PCC (at least 1)
- Co-opted (max of 5)



- ii) Previously Voluntary Aided: St Aidan's CE, Holy Trinity CE, Bishopton Redmarshall CE, Heighington CE, St Mary's CE, Bishop Ian Ramsey CE
- Elected Staff Member (at least 1)
  - Head Teacher
  - Elected Parent (at least 2)
  - Ex Officio Foundation
  - Foundation DDEB (at least 2)
  - Foundation DDEB>PCC (at least 2)
  - Co-opted (max of 2)

Each Academy Council must have two parent/carer Academy Councillors.

Staff and parent Academy Councillors are elected by secret ballot through a process confirmed by the Board of Directors.

The Head Teacher is an ex-officio appointment – by virtue of the role.

## 2.2 Local Academy Council – Operating Procedures

The Board of Directors has determined a set of operating procedures for the Academy Councils in 21/22. This identifies how the ACs will operate and what work they will undertake during the year.

The responsibilities delegated to the AC are identified in D&NDLT's Scheme of Delegation.

- The AC will meet at least half-termly unless otherwise determined by the Board;
- Absence by Academy Councillors from business meetings is not consented to if there are two consecutive absences without reasonable explanation;
- All persons appointed or elected to the AC shall, on appointment, give a written undertaking to uphold the objects, vision and mission of D&NDLT;
- The Board of Directors has established a Code of Conduct for Academy Councillors which each Councillor is asked to affirm to at the first AC meeting of each academic year;
- All Academy Councillors serve for 4 years with the exception of Co-opted Academy Councillors where the co-opting AC can determine the term of office;
- Academy Councillors who are absent from all AC meetings without the consent of the AC within a period of six months will have been deemed to have vacated their membership of the AC;

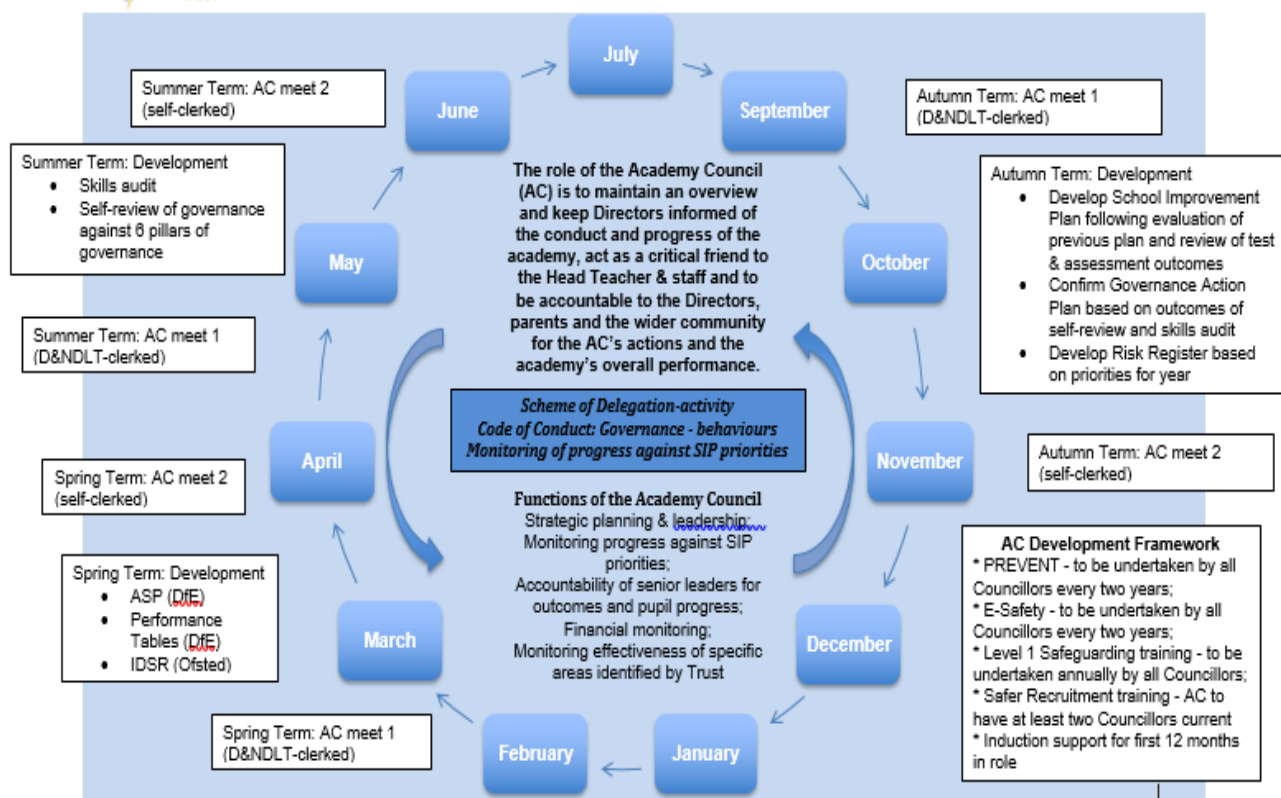
- vii) The Chair and Vice Chair of the AC are elected by secret vote at the first business meeting of the autumn term;
- viii) Directors may appoint/remove the Chair and/or Vice-Chair of the AC at any time should they deem that the situation requires this;
- ix) The monitoring roles for each councillor are agreed at the first business meeting of the autumn term;
- x) The quorum for a meeting of the AC is three or a third of the current membership of the Academy Council rounded up – whichever is greater;
- xi) Each person who is a councillor of the AC updates his/her Register of Business Interests at the start of the school year and then keeps it under regular review;
- xii) During their first year in role, newly appointed AC Academy Councillors are expected to undertake induction training;
- xiii) All Academy Councillors are expected to undertake the training as required by the Board of Directors' biannual Training & Development Framework - Level 1 Safeguarding training, Prevent training, eSafety training and Safer Recruitment training;
- xiv) The AC has no delegated responsibility for making any changes to the budget once the academy's budget has been agreed by the Board of Directors, or authorising any additional expenditure unless the Trust's CEO and/or COO/CFO have given prior approval; and
- xv) As well as its half-termly business meetings, the AC also meets as required to undertake identified training and development activities.

### **2.3 Local Academy Council – Governance Activity**

The requirements of the Trust's Scheme of Delegation and the national expectations related to efficient and effective governance, as identified in the *Governance Handbook* (DfE) and *Competency Framework for Governance* (DfE), have been used to develop the Trust's own local governance framework. This brings together the various component parts into a single governance model which drives the activity of the Academy Council.

The AC Governance Framework is detailed below:

## Durham & Newcastle Diocesan Learning Trust Local Governance Framework 2021/22



**Every Child Matters And No Child Is Ever Left Behind**

The AC Governance Framework requires each AC to undertake the following governance activity;

- i) Undertake at least six business meetings over the course of the year, with at least one meeting each half-term. The first meeting of each term will be clerked by the Trust's Lead Governance Professional.
- ii) Develop an annual Governance Action Plan (GAP) for approval at the first business meeting of the autumn term, based on the DfE's *Competency Framework for Governance*, that shows how the AC will improve and develop its efficiency and effectiveness.
- iv) Undertake an annual review of its own effectiveness – including a bi-annual audit of Academy Councillors' skills, knowledge and experience - in the summer term that contributes to the development of the Governance Action Plan for the following year;
- v) Undertake a planned programme of termly monitoring against the academy's priorities for improvement – this involves spending time in the academy talking to staff and gathering evidence;

- vi) Create a risk register for approval at the first business meeting of the autumn term that identifies the key risks to the academy achieving its aims and how these risks will be reduced through the identification of appropriate mitigating actions;
- vii) Establish any Working Groups that may be required in relation to academy-specific issues;
- viii) Work with the Head Teacher and CEO in determining the academy's priorities for improvement and associated performance targets for inclusion in the Academy Improvement Plan (AIP) for the current academic year;
- ix) Approve the AIP priorities for improvement for implementation by the Head Teacher at the first business meeting of the autumn term;
- x) Review and approve academy-specific policies as identified in the Trust's Scheme of Delegation and Policy Framework;
- xi) Ensure that the policies of D&NDLT are implemented by the academy;
- xii) Support the appointment process of staff to the academy as required and support the Board of Directors in the appointment process of the Head of School and senior staff to the academy as required;
- xiii) Monitor the academy's agreed budget at each business meeting;
- xiv) Review and monitor the impact of any designated grant funding;
- xv) Support the preparation of a written report from the AC to the Board of Directors at the end of the summer term on the impact of the AC's work against the requirements of the Trust's Scheme of Delegation during the academic year.

#### **2.4 Local Academy Council – Business Meetings**

The AC holds at least six business meetings per year, with at least one meeting each half-term.

The agenda for the first business meeting each term is determined by the Trust and reflects the demands of the Scheme of Delegation. Additional, school-specific items may be added by the Chair of the Academy Council as appropriate.

The Lead Governance Professional sends a calling notice to Academy Councillors seven clear days before the meeting and this includes the agenda, the Head Teacher's Report and any supporting papers for the meeting.

The report and supporting papers from the academy's Head Teacher are a key component of each AC meeting and the intention is that this report and its supporting papers drive the discussion of the meeting. Academy Councillors are asked to ensure that papers are read prior to the meeting so that the meeting can then focus on the questions and issues raised by the Head Teacher's report and other supporting papers.

The Head Teacher will only identify the key points from the papers at the meeting, with most of the discussion given over to the responses to the questions and issues raised previously. This ensures that Academy Councillors' support and challenge is the key element of each meeting rather than the passing on of information.

Reports from the monitoring activity undertaken by Academy Councillors also informs the discussion at AC meetings.

This summary of the outcomes of the monitoring activity helps to ensure that all Academy Councillors are clear about the progress being made by the academy against its key areas for improvement in the Academy Improvement Plan.

Each AC meeting also includes a review of the academy's risk register to ensure that those areas identified as being of particular concern are being effectively managed and the risk reduced.

The Board believes that the following characteristics are key to the effective working of the Trust's ACs:

- Positive relationships between Directors, Academy Councillors and school leaders based on trust, openness and transparency;
- Well informed and knowledgeable Academy Councillors who have access to high quality, accurate information that is concise and focused on pupil outcomes;
- Regular and rigorous self-evaluation by each academy that recognises concerns and supports the steps needed to address them;
- Absolute clarity about the different roles and responsibilities of the Head Teachers and members of the AC;
- Regular visits to the academy by Academy Councillors to gather information about the academy at work, supported by clear protocols for visits that ensure that the purpose is understood by all;
- Systematic monitoring of each academy's progress towards its priorities for improvement;
- Questioning that challenges assumptions and supports effective decision making by the academy's leaders and holds leaders to account for pupils' outcomes;
- Efficient use of time by Academy Councillors because there are clear procedures for managing meetings and delegated tasks that ensure that Academy Councillors' expertise is used to best effect;
- Clear induction procedures for new Academy Councillors which help them to understand their roles and responsibilities and ensure that best use is made of their varied skills and expertise;
- Constant reflection by the AC on its own effectiveness and a willingness to make changes to effect improvement.

## 2.5 Local Academy Councillor – Role of the Councillor

The Trust has a clear expectation of the role of a councillor but the Trust is also keen that Academy Councillors, in turn, receive positive benefit from undertaking the role.

Academy Councillors are expected to:

- Uphold the objects, vision and mission of D&NDLT and work in the best interests of the academy and its pupils;
- Attend the business meetings of the AC and any other meetings as required;
- Get involved in the wider work of the AC – monitoring and reporting on specific aspects of the work of the academy;
- Work as a team member of the AC and not as an individual;
- Show an interest in all aspects of the life of the academy;
- Become familiar with the Code of Conduct for Academy Councillors;
- Attend training and development opportunities that will enhance their skills and understanding of governance;
- Respect the confidentiality of all that is seen and heard.

In return, we hope that the role will give Academy Councillors:

- A sense of purpose that comes from helping the academy and its pupils;
- The satisfaction of giving something back to the community;
- A sense of achievement from helping pupils to excel;
- The satisfaction of developing their own skills and knowledge in order to help them fulfil their duties and responsibilities;
- A pride in their academy all that it achieves;
- Enjoyment from being part of a team that helps to make a difference to the lives of young people.

The Trust has its own Code of Conduct for Academy Councillors and, as each councillor is a holder of a public office, the following (Nolan) principles apply to everyone in public office. Academy Councillors are expected to uphold them at all times:

**Selflessness** - Holders of public office should act solely in terms of the public interest.

**Integrity** - Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

**Objectivity** - Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

**Accountability** - Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

**Openness** - Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

**Honesty** - Holders of public office should be truthful.

**Leadership** - Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

## 2.6 Local Academy Council – Induction

New Academy Councillors will be supported into the role through the Trust's agreed induction process as identified in the policy on the Trust's website.

The Trust's Lead Governance Professional will ensure that all the required administrative procedures are in place to support a new councillor and the Lead Governance Professional will also provide a general introduction to the Trust and its structure.

The councillor will then begin the more specific part of their induction related to their individual academy and this will be supported by the Chair of the Academy Council and the Head Teacher.

A mentor will be identified from the existing membership of the AC and this experienced councillor will help the new councillor to work through the Induction Policy and become familiar with the working practices of the AC.

Induction is seen very much as a process rather than an event so a new councillor will be supported to some degree throughout their first year in role but this may vary depending on the background and experience of the individual.

New Academy Councillors are asked to undertake an entry audit to identify any immediate support that might be helpful. This will be undertaken with the support of the mentor.

**Documentation to support the governance activity of the D&NDLT** (*to access the complete folder of these appendices please visit the secure section of the DNDLT website, your Head Teacher or the Chief Operating Officer can provide these details if you do not have them*)

**Appendix : Membership: Board of Directors 2021/22**

**Appendix : Membership: Academy Councils 2021/22**

**Appendix : Entry Audit for New Academy Councillors**

**Appendix : Skills Audit for Academy Academy Councillors**

**Appendix : Skills Audit for Directors**

**Appendix : Code of Conduct for Academy Academy Councillors 21/22**

**Appendix : Code of Conduct for Directors 21/22**

**Appendix : Academy Council - Governance Action Plan (GAP) 21/22 template**

**Appendix : Academy Council - Governance Framework**

**Appendix : Register of Business Interests – Template 21/22**

**Appendix : Academy Council - Annual Report to Board**

**Appendix : Academy Council – Annual Self-Evaluation of Governance**

**Appendix : Academy Council – Governance Arrangements 2021/22 template**