October 2025

Next Review date: October 2026

# Governance Handbook

This policy applies to all academies managed by Wootton Academy Trust (WAT).

Wootton Academy Trust

Person responsible: Executive Headteacher

Approved by: Trust Board

# Contents

# Introduction

This version of the Handbook was approved by the trustees at a meeting of the Board on 22nd October 2025.

This document is designed to assist members, trustees, local governors and employees to understand governance in our trust. The term trustee is used in this document, although trustees are both trustees of a charity and directors of a company.

The board of trustees will determine any dispute arising out of the application of the Handbook, and their decision will be final. In any case where there is a conflict between the Handbook and the Articles of Association, then the Articles will take precedence. Similarly, if there is a conflict between the Handbook and the rules of the *Academy Trust Handbook*, the latter document will take precedence.

This Handbook will be reviewed annually.

# The Trust

WAT is a multi-academy trust consisting of two academies:

1. Wootton Upper School
2. Kimberley College.

## Trust Motto and Values

WATs motto, ***the pursuit of excellence***, underpins everything we do at the Trust.

Wootton Upper School has created three core value statements encapsulates the ten WAT values and which all students and staff should champion:

| | |
|---|---|
| **Aspiration for all** | Excellence Equality Community |
| **Belief in ourselves** | Independence Celebration Integrity Continuity |
| **Opportunity for all** | Enrichment Equality Opportunity Community Partnership |

## Governance Principles

WAT will continue to develop our governance arrangements to take account of best practice in the sector, in accordance with The Governance Handbook, The Competency Framework for Governance, *The Academy Trust Handbook*, and WAT's Articles of Association.

WAT recognises and appreciates the commitment given by those who volunteer to undertake a governance role within our trust.

We will review our practice by using relevant auditing tools, external reviews of governance, sharing of best practice with other trusts and DfE teams; and any other appropriate method to assess the effectiveness of our governance.

# Governance in our Trust

In a multi-academy trust, a single trust is responsible for a number of academies. The Trust consists of the members and the trustees.

## Members

The members are akin to the shareholders of a company. They have ultimate control over the academy trust, with the ability to appoint some of the trustees and the right to amend the trust's articles of association.

## Trustees

The trustees are responsible for the same three core governance functions performed by the governing body in a maintained school:

- Strategy, planning, policy & ethos → setting the direction;
- Standards of achievement and pupil progress →holding the Executive Headteacher to account and,
- Financial planning, monitoring & accountability →ensuring financial probity.

As charity trustees, they must also ensure that they are complying with charity law requirements.
Academy trusts are charitable companies and the trustees are company directors and must comply with company law requirements.

The articles state that the chair of the board of trustees will also be a member, thereby ensuring a link between the two layers. However, while trustees can also serve as members, the most effective governance models recognise that the members are responsible for holding the trustees to account.

Separation between those serving as trustees and those serving as members is, therefore, desirable for achieving robust accountability.

## Local governors

Individuals who sit on local governing boards (LGBs) are referred to as 'local governors'. This is because trustees can delegate governance functions to the local level.

Trustees have complete discretion over what is delegated to each LGB. They may, for example, decide to delegate all functions to academies in the chain that are performing well and only a few to those academies that need greater support.

Alternatively, where a trust wishes to retain all governance functions centrally, it may establish an advisory body at the school level, which has no formal governance function but which advises the board of trustees on its decisions.

The details of what has been delegated from the trustees to local governors is detailed in the scheme of delegation. This makes it clear what functions the trustees have delegated to the LGB and for which academies. It is important to note that local governors are not trustees of the academy trust, unless they also sit on the academy trust board.

Everyone involved in the trust governance arrangements should ensure that they understand what their role is. This should be clear from this scheme of delegation. It should be noted, however, that even where trustees have delegated functions to local governors, the trustees remain accountable and responsible for these functions. Trustees should, therefore, be satisfied about the LGB's ability to adequately perform any functions delegated to them.

# WAT Scheme of Delegation

| Key | |
|---|---|
| A<br>Accountable (and approver) | Answerable for the task being delivered. Delegates the task to those responsible.<br>There should be only one group/person accountable for each task/decision. |
| R<br>Responsible | Responsible for delivery and does the work to achieve the task. Can be shared between groups/individuals. |
| C<br>Consulted | Needs to be involved before the decision is made. Communication is two-way – these are important stakeholders or have relevant specialist knowledge. |
| *Highlighted | Statutory expectation or necessary to comply with articles of association or funding agreement. |

| | | Members | Trust Board | CEO | LGBs | Heads |
|---|---|---|---|---|---|---|
| | **1. Board Business** | | | | | |
| 1.1 | Appoint/remove members | *A/R | | | | |
| 1.2 | Appoint/remove trustees | *A/R | *A/R | | | |
| 1.3 | Elect chair of trustees | | *A/R | | | |
| 1.4 | Appoint and remove board committee chairs | | *A/R | | | |
| 1.5 | Determine powers of chair in urgent situations | | A/R | | | |
| 1.6 | Establish and review trust governance structure | | *A/R | C | | |
| 1.7 | Agree named safeguarding trustee | | *A/R | | | |
| 1.8 | Agree named trustee for special educational needs and disabilities (SEND) | | *A/R | C | | |
| 1.9 | Agree named careers trustee | | *A/R | C | | |
| 1.10 | Appoint/remove LGB chairs | | *A/R | | C | |
| 1.11 | Appoint/remove LGB members | | *A/R | | C | |
| 1.12 | Appoint trust governance professional | | *A | R | | |
| 1.13 | Agree LGB clerking arrangements | | *A/R | | | |

| | | Members | Trust Board | CEO | LGBs | Heads |
|---|---|---|---|---|---|---|
| 1.14 | Articles of association: review | | *A/R | | | |
| 1.15 | Articles of association: ratify changes | *A/R | | | | |
| 1.16 | Agree committee terms of reference | | *A/R | C | C | C |
| 1.17 | Complete annual review of scheme of delegation | | *A | R | C | C |
| 1.18 | Commission external review of trust board effectiveness every three years | C | A/R | C | | |
| 1.19 | Complete annual trust board self-review | | A/R | | C | |
| 1.20 | Complete review of local governance | | A/R | R | C | C |
| 1.21 | Publish governance arrangements on trust and academy websites | | *A | R | | |
| 1.22 | Ensure trust website is compliant and effective | | *A | R | | |
| 1.23 | Ensure academy websites are compliant and effective | | *A | A | | R |
| 1.24 | Submit annual report on the performance of the trust to members and publish | | A | R | | |
| | **2. Vision and Strategy** | | | | | |
| 2.1 | Determine trust's vision, strategy and key priorities | | A/R | R | C | C |
| 2.2 | Ensure engagement with stakeholders regarding vision, values and strategic priorities | | A | R | R | R |
| 2.3 | Apply trust vision and strategy to individual academies | | A | R | C | R |
| 2.4 | Agree trust growth plans | | A/R | R | | |
| 2.5 | Determine trust-wide policies | | *A | R | | C |
| 2.6 | Determine school/college level policies | | *A | R | C | R |
| 2.7 | Establish risk register and conduct regular review | | *A/R | R | | |
| 2.8 | Determine a programme of internal audit in line with the risk register and monitor its delivery | | *A | R | | |
| | **3. Finance and Operations** | | | | | |
| 3.1 | Appoint and remove external auditors | *A/R | C | | | |
| 3.2 | Appoint and performance manage chief financial officer | | *A | R | | |
| 3.3 | Produce trust's scheme of financial delegation | | *A | R | | |
| 3.4 | Receive external auditor's report | *A/R | | | | |
| 3.5 | Action recommendations made arising from audits | | *A | R | | R |
| 3.6 | Produce annual report and accounts | | *A | R | | |

| | | Members | Trust Board | CEO | LGBs | Heads |
|---|---|---|---|---|---|---|
| 3.7 | Submit DfE required reports and returns | | *A | R | | |
| 3.8 | Agree budget plan to support delivery of trust strategic priorities | | A | R | | |
| 3.9 | Agree budget plan to support delivery of academy strategic priorities | | *A | R | C | C |
| 3.10 | Monitor trust budget | | *A/R | R | | |
| 3.11 | Carry out benchmarking and trust-wide value for money evaluation | | C | A/R | | |
| 3.12 | Agree reporting and monitoring arrangements for trust and academy budgets | | *A/R | R | C | C |
| 3.13 | Monitor academy estates to ensure safe and well maintained | | *A | R | R | R |
| 3.14 | Agree data protection policy (and privacy notice) | | *A | R | C | C |
| 3.15 | Agree health and safety policy | | *A | R | C | C |
| 3.16 | Agree premises management documents, including *Estate vision, Estate strategy and Asset management plan* | | *A | R | C | C |
| | **4. Workforce** | | | | | |
| 4.1 | Appoint and dismiss CEO/Accounting Officer | | *A/R | | | |
| 4.2 | Performance manage CEO | | *A/R | | | |
| 4.3 | Agree CEO remuneration | | *A/R | | | |
| 4.4 | Conduct executive team performance management | | C | A/R | | |
| 4.5 | Conduct Head of School/College performance management | | | A/R | | |
| 4.6 | Agree Head of School/College remuneration | | | A/R | | |
| 4.7 | Review and agree academy staff appraisal procedure and pay progression | | A | R | | |
| 4.8 | Determine executive team staffing structure | | A | R | | C |
| 4.9 | Determine academy staffing structure | | | A/R | | R |
| 4.10 | Head of School/College appointments and dismissal | | A/R | R | C | |
| 4.11 | Trust wide pay policy, terms and conditions of employment | | *A | R | | |
| 4.12 | Determine disciplinary, grievance and capability policies | | *A | R | | |
| 4.13 | Undertake panel hearings for disciplinary and capability matters relating to the CEO | | A/R | | | |

| | | Members | Trust Board | CEO | LGBs | Heads |
|---|---|---|---|---|---|---|
| 4.14 | Undertake hearings for disciplinary, grievance and capability matters relating to all other staff | | A | R | | |
| 4.15 | Undertake appeal panel hearings for disciplinary, grievance and capability matters relating to all other staff | | A/R | C | | |
| 4.16 | Approval of exit payments/early retirement/pension discretion (above a certain threshold) | | *A/R | C | | |
| 4.17 | Agree whistleblowing policy | | *A/R | | | |
| | **5. Pupils and Learning** | | | | | |
| 5.1 | Agree safeguarding and child protection policy | | *A | R | C | C |
| 5.2 | Agree attendance policy | | *A | R | C | C |
| 5.3 | Agree school uniform policy | | *A | R | C | C |
| 5.4 | Agree policy for pupils with SEND | | *A | R | C | C |
| 5.5 | Agree policy for supporting pupils with medical conditions | | *A | R | C | C |
| 5.6 | Agree charging and remissions policy | | *A | R | C | C |
| 5.7 | Agree behaviour policy | | *A | R | C | C |
| 5.8 | Agree careers provider access policy statement | | *A | R | C | C |
| 5.9 | Agree relationships and sex education policy | | *A | R | C | C |
| 5.10 | Agree equality information and objectives (public sector equality duty) statement and monitor delivery | | *A/R | R | C | C |
| 5.11 | Approve trust-wide curriculum | | A | R | C | C |
| 5.12 | Ensure high standards of teaching and learning | | A | R | C | R |
| 5.13 | Set targets for trust outcomes | | A | R | | |
| 5.14 | Plan and deliver individual academy improvement interventions and strategies | | | A | C | R |
| 5.15 | Determine & monitor use of pupil premium and sports premium | | A | R | C | C |
| 5.16 | Ensure provision of religious education | | A | R | C | C |
| 5.17 | Ensure delivery of collective worship | | A | R | C | C |
| 5.18 | Set the dates of school terms and holidays | | A | R | C | C |

| | | Members | Trust Board | CEO | LGBs | Heads |
|---|---|---|---|---|---|---|
| 5.19 | Set the times of school sessions | | A | R | C | C |
| 5.20 | Review Head of School/College decision to suspend/exclude pupils | | *A/R | | | |
| 5.21 | Monitor rates of suspension and exclusion across the trust | | A/R | R | C | C |
| 5.22 | Agree admissions policy | | *A | R | C | C |
| 5.23 | Implement admissions appeal process | | *A | R | C | C |
| 5.24 | Determine complaints procedure | | *A/R | C | C | |
| 5.25 | Implement complaints procedure | | *A | R | R | R |
| 5.26 | Review complaints at panel stage | | A/R | | R | |
| | **6. Community** | | | | | |
| 6.1 | Develop stakeholder partnerships across the trust | | A | R | C | C |
| 6.2 | Develop stakeholder partnerships at school/college level | | | C | A | R |

# WAT Terms of Reference

## Members

### Core Principles

WAT Members will at all times:

- observe the highest standards of impartiality, integrity and objectivity in relation to the governance;
- undertake the role of being the guardian of the vision and values of the Trust at all times;
- engage in a professional relationship with the Trust Board.

### Conflicts of Interest

Any Member who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest (as defined below) which conflicts or may conflict with their duties as a Member shall disclose that fact to the WAT Company Secretary as soon as they become aware of it.

A Member must absent themself from any discussions in which it is possible that a conflict will arise between their duty to act solely in the interests of the Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).

A Member has a Personal Financial Interest if they, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Member, or any person living with the Member as their partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way linked to the Trust. Expectations of Members

All Members are required to:

1. follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles");
2. comply with:
    a. the Articles of Association,
    b. the terms of reference in this handbook,
    c. the scheme of delegation,
    d. all related WAT policies
    e. all DfE statutory guidance & advice including *The Academy Trust*.

- ensure they understand their duties, rights and responsibilities;
- not misuse information gained in the course of their role as a Member for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations;
- ensure they keep appraised of the work of the Trust by utilising information, reports and documents shared via the Member Board on *GovernorHub*
- participate actively in the induction process and any relevant training.

### Powers, functions and responsibilities of Members of the Trust

Members have a number of duties and responsibilities relating to the governance of the Trust. In summary, Members are responsible for:

- committing to the principles of the vision and values for the Trust;
- ensuring the Board of the Trust acts in accordance with the objects of the Trust as set out in the Articles of Association;
- amending the Articles of Association subject to any restrictions in the articles, the funding agreement or charity law;
- appointing and or removing Members in accordance with the Articles and this document;

- appointing and or removing Trustees where necessary in accordance with the Articles and this document;
- acting as 'critical friend' to the Board by receiving reports & reviewing performance against strategy;
- issuing direction, by special resolution, to the Board to take a specific action;
- appointing the external Auditors for the Trust.
- receiving the Trust's audited annual accounts (subject to the Companies Act);
- changing the name of the company and, ultimately, winding up the Trust.

## Accountability of Members

Members are chiefly accountable to:

- the beneficiaries of the Trust (students at the Trust's academies, their parents and the local community, the employees,) in acting as the guarding of the vision and values of the Trust;
- external regulators – DfE, Companies House & Charities Commission;
- the Secretary of State (in the role as principal regulator in respect of charity matters) for operating the Trust for the public benefit, for the prudent management of the Trust and its financial efficiency, and for compliance with legislation including charities legislation;
- other regulatory authorities for compliance with regulated responsibilities to which the Trust and the Academies are subject.

## Conducting Member Business

Members are required to:

- act together and in person and not delegate responsibility of the Trust to others;
- act strictly in accordance with the Articles;
- act in the Trust's interests only and without regard to their own private interests;
- manage the Trust's affairs prudently;
- not take personal benefit from the Trust;
- take proper professional advice on matters on which they are not themselves competent;

A Member shall:

- disclose any conflict to the Trust as soon as they become aware of it.
- A Member must absent themself from any discussions of the Trust in which it is possible that a conflict will arise between their duty to act solely in the interests of the Trust and such duty or personal interest;
- withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
- not be counted in the quorum for that part of any meeting; and
- withdraw during the vote and have no vote on the matter.

Members sign up to adhere to a code of conduct when appropriated.

The Members will hold an Annual General Meeting and meet (minimum) annually.

# Trust Board

## Personal Interests of Trustees

The WAT Company Secretary shall initiate a register of their business interests for the Trustees to complete, which shall be reviewed annually.

Any trustee who has any duty or personal interest that conflicts or may conflict with their duties as a trustee shall:

- disclose that fact to the Trust as soon as they become aware of it. A trustee must absent themself from any discussions of the Trust in which it is possible that a conflict will arise between their duty to act solely in the interests of the MAT and such duty or personal interest;
- withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
- not be counted in the quorum for that part of any meeting; and
- withdraw during the vote and have no vote on the matter.

## Meetings

The Trust Board shall meet at least three times a year on such dates as shall be determined by the WAT Company Secretary and at such other time as the WAT Company Secretary shall specify at the request of any member. Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each Trustee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

The WAT Company Secretary shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting.

Meetings may be held at shorter notice as long as a quorum is present.

Meetings may be held in person, by telephone conference call or video conferencing and be valid.

## Minutes

All proceedings will be minuted including resolution.

At the beginning of each meeting, the existence of any conflicts of interest will be raised and minuted accordingly.

Attendance at each Trustee meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the Trust Board.

The draft written record shall be forwarded to all Trustees by the WAT Company Secretary via *GovernorHub* as soon as is reasonably practicable but certainly within ten academy days of the meeting with the approved signed version following when available.

## Authority

The Trust Board is authorised to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Board.

## Delegation of Powers of Trustees

Trusteeship (and directorship which necessarily follows) is a personal office of trust and responsibility, and this cannot be transferred to another individual. However, in order to ensure the proper management of Academies, the Trustees are able to delegate specific tasks to assist them in carrying out their duties and obligations.

It is for the Trust Board to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual trustees (e.g. the Chair) and what will be delegated to the Executive Leaders.

Trustees must also consider when and from whom they should take professional advice and the WAT Company Secretary will advise on this in the first instance.

In determining whether delegation is appropriate, trustees will have regard to the following principles:

- non-executive powers must be exercised by the trustees personally and may not be delegated;
- except when it is impracticable to do so, executive powers should be delegated to the EHT and CFOO, who may authorise further delegation; and
- every act of delegation is only a delegation of powers and does not relieve the trustees of responsibility.

**Delegations can be made to:**

Board committees including the following:

- Finance Committee;
- Curriculum and Standards Committee;
- Local Governing Boards;
- [Any] individual Trustee.

Delegations can also be made to the Executive Headteacher (*who in turn may delegate to further individuals*).

## Stakeholder Voice

Trustees are asked to have regard to the voices of their various stakeholders and to put in place arrangements to receive feedback and to respond appropriately.

This shall include the following, as they are involved in other elements/tiers of governance and more broadly:

- Students
- Parents
- Staff

This process is delegated to Academy Heads of School/College who will undertake an annual feedback survey as directed by the Board to each stakeholder group and report responses to the Board.

## Risk Management

The charities statements of recommended practice ("the SORP") set out requirements for reporting on the risks to a charity.

The trustees' report therefore must include a description of the principal risks and uncertainties facing the Trust and any subsidiary undertakings, as identified by the Trustees. The report must also include a summary of the Trustees' plans and strategies for managing these risks. The Trustees must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management.

Trustees are therefore responsible for:

- identifying the major risks that apply to the MAT, including:
    - operational risks (employment issues, health and safety, fraud, data protection, service quality and development etc.);
    - financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.);
    - external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.); and
    - regulatory risks (compliance with legislation, changes in policies of the regulators etc.).
- making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
- making appropriate statements regarding the management of risks in the annual report.

The Board and its committees, supported by the Executive Leadership Team, shall prepare a risk register for approval by the Trustees, along with a procedure by which the risk register shall be subject to regular review. The risk register shall have named individuals assigned to manage each area.

## The Management of Conflicts of Interest

The Companies Act 2006 imposes a statutory duty on trustees to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Trust. The duty is to:

- declare the nature and extent of any interest in any matter relating to the Trust; and
- avoid any conflict of interest between that interest and the interests of the Trust.

In addition, charity law and guidance issued by the Charity Commission confers obligations on Trustees to manage any conflict between a Trustee's duty to the MAT and their own personal interests or for a Trustee to be influenced by conflicting duties to the MAT and a third party. Further details are set out in the Conflicts of Interest Policy with which the Trustees are obliged to comply.

## Recruitment of Trustees

It is essential that the Trust Board has a proper mix of skills and experience. Trustees must therefore be able to identify potential new Trustees in order to plan for succession, which combines continuity of experience and expertise with new ideas and energy. The Board as a whole is responsible for ensuring that:

- the skills of any new Trustee fits in with the Trust’s requirements in the short, medium and longer term;
- each new Trustee is not disqualified from acting as a Trustee by any provision of the Trust's Articles of Association (including the requirement that he is not disqualified as a company director or charity trustee);
- there is a system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new Chair), are completed before a Trustee takes up position; and
- the new Trustee understands the responsibility they are taking on and consents to act as a Trustee.

Each new Trustee will be properly inducted by the WAT Company Secretary to ensure that they understand the nature and extent of their role and responsibilities.

It is the duty of a new Trustee to ensure that they are familiar with the Objects of the Trust; its history and ethos and the nature and extent of its activities; and the content of the Trust’s Articles of Association.

The WAT Company Secretary shall provide each new Trustee with:

- the Trust's Articles of Association
- this WAT Governance Handbook
- the Scheme of Delegation
- the Conflicts of Interest Policy.

New Trustees shall be required to sign the appointment letter contained within the appendices.

The WAT Company Secretary shall ensure that any appointment of a new Trustee is notified to the DfE (via the usual portal) within 14 days of the appointment (as required under *The Academy Trust Handbook)*, and to Companies House in accordance with Company Law. Training and development of Trustees

The WAT Company Secretary shall ensure that the Board is provided with training and information to ensure it has the skills and experience needed to perform its functions effectively. Trustees shall also be kept up to date with developments in the legal, education and regulatory framework in which the MAT operates by the WAT Company Secretary.

Trustees must have in place a system for auditing the skills held by Trustees, with a view to identifying potential gaps in their skills, provide requirements for training and to aid recruitment criteria. Such audits shall be carried out by the WAT Company Secretary.

## Core Principles

The WAT Board shall at all times:

- observe the highest standards of impartiality, integrity and objectivity in relation to the governance;
- be accountable to its stakeholders and regulatory bodies for its activities;
- engage in a partnership with the Executive Leadership team

## Conflicts of Interest

Any Trustee who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest (as defined below) which conflicts or may conflict with their duties as a Trustee or Local Governor shall disclose that fact to the WAT Company Secretary or relevant Chair as soon as he becomes aware of it.

A person must absent themselves from any discussions in which it is possible that a conflict will arise between their duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).

A Trustee has a Personal Financial Interest if they, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or Local Governor, or any person living with the Trustee or Local Governor as their partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way linked to the Trust.

## Expectations of Trustees

All Trustees are required to:

- follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles") – see Appendix L p77;
- comply with:
    - the Articles of Association
    - these terms of reference,
    - the scheme of delegation,
    - all related WAT policies
    - all DfE statutory guidance & advice including *Academy Trust Handbook*.
- ensure they understand their duties, rights and responsibilities;
- not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organizations;
- ensure they keep appraised of the work of the Trust by utilising information, reports and documents shared via *GovernorHub*
- participate actively in the induction process and any relevant training.

## Powers, Functions and Responsibilities of Trustees

Trustees are responsible for the governance and supervision of the Trust and its committees (including the Local Governing Boards).

The Board has three broad area of responsibility:

- strategy, planning, policy & ethos
- standards of achievement and student progress
- financial planning, monitoring & accountability

Responsibilities:

- determining the Trust's aims, vision and ethos;

- approving application for Trust growth - other academies joining WAT;
- appointing/removing Trust and LGB Chairs and Vice Chairs;
- structure, admissions policies, age range and Planned Admission Number (PAN) for WAT Academies;
- appointing Executive Headteacher, Heads of School/College and other Senior Leadership Team post holders of WAT Academies
- appraising the performance of EHT and ensuring other staff are appraised;
- setting delegations to LGBs, board committee, EHT and ELT;
- ensuring an effective governance structure is adhered to in keeping with the Articles of Association;
- approving operational running of all subsidiary functions within the Trust,
- ensuring Health and Safety procedures and practice;
- overseeing Human Resources procedures and practice;
- approving statutory policies/documents for WAT Academies;
- ensuring required data to either be held or displayed on websites is in place;
- engaging with member academy communities;
- contributing to developing collaborative relationships beyond the MAT;
- ensuring there is a strong & effective executive leadership team;
- developing the Trust Board to ensure it has the capacity, skills and succession plans to have a positive impact on student outcomes;
- carrying out skills audits of all Trustees and LGB members.
- review performance in line with all issued advice,
- approving appropriate [broad and balanced] curriculum for each Academy;
- ensuring effective processes are in place for the quality assurance of teaching, the curriculum, inclusion and the sharing of good practice across the Trust;
- scrutinising standards of achievement and progress;
- receiving reports on the education performance & progress of all students within member academies; including identified sub-group performance & progress against key performance indicators e.g. pupil premium, SEND;
- approving intervention and commission appropriate support;
- ensuring senior leaders are challenged to improve the education of students;
- ensuring the highest standards are set and maintained across the Trust;
- identifying areas of concern in respect of standards and performance and ensuring ELT implement intervention plans to address concerns;
- supporting and challenging the EHT in the creation, implementation and monitoring of the Trust's self-evaluation and any post-Ofsted action plan, or other requirement from the Department for Education;
- ensuring that effective arrangements are in place across the Trust for pupil support, for monitoring pupil attendance and for pupil discipline.
- overseeing and scrutinising WAT financial capability & management systems to ensure compliance with the *Academy Trust Handbook*, and deliver best value for money;
- reviewing risk and ensuring risk register is in place.

In summary, Trustees are responsible for:

- carrying on the Trust in accordance with the objects as set out in the Articles of Association and safeguarding the Trust's assets;
- designing the Trust's strategy;
- the delegation of the running of the Academies and the direction of the education, pastoral care, financial and other policies of the Academies to the Executive Leadership Team;
- financial controls and the financial management in accordance with the provisions of the *Academy Trust Handbook*, which sets out in detail provisions for the financial management of the Trust;
- risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Trust; and
- ensuring the Trust and the Academies are run in compliance with the law.

## Accountability of Trustees

Trustees are chiefly accountable to:

- the beneficiaries of the Trust (students at the member academies, their parents and the local community) for the quality of education and pastoral care at the academies, for matters of health and safety and for safeguarding and promoting the welfare of the students;
- the DfE - through the Regional Director's Office;
- the Secretary of State (in their role as principal regulator in respect of charity matters) for operating the Trust for the public benefit, for the prudent management of the Trust and its financial efficiency, and for compliance with legislation including charities legislation;
- the employees of the Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and
- other regulatory authorities for compliance with regulated responsibilities to which the Trust and its Academies are subject.

## Conducting Trustees' Business

Trustees are required to:

- act together and in person and not delegate responsibility of the Trust to others;
- act strictly in accordance with the Articles;
- act in the Trust's interests only and without regard to their own private interests;
- manage the Trust's affairs prudently;
- not take personal benefit from the Trust unless expressly authorised by the Articles or the Charity Commission;
- take proper professional advice on matters on which they are not themselves competent;
- hold the Executive Headteacher to account. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Trust;
- have regard to the framework for inspecting Academies in England under Section 5 of the Education Act (as amended) issued by Ofsted.
- Trustees shall have due regard to the *Academy Trust Handbook* and ensure all operations act in accordance with the regulations contained within, which shall be circulated to all Trustees by the WAT Company Secretary upon publication each year.

## Chair of Trustees

- The Board shall appoint an individual from among their number to act as Chair. A change of Chair will require a notification to be made to the DfE, including a Disclosure and Barring Service (DBS) disclosure form to be submitted via the DfE for counter signature;
- The main role of the Chair is to chair meetings of the Trust Board. He also provides leadership to the Trustees and acts as the main point of contact between Trustees and the Executive Leadership team, holding regular conversations with the EHT to ensure strategy and direction is on course;
- Apart from any special responsibilities or powers given to the Chair in the Articles of Association (e.g. the right to chair meetings of the Trust Board and to have a second or casting vote in any case of an equality of votes at a meeting of the Trust Board), the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the EHT's appraisal) then this must be delegated to them by the Board.
- The Chair will undertake any ancillary responsibilities required by WAT policies for employees as relating to the EHT, e.g. authorisation of expenses, and absence management.

## Trust Board Meetings

- There will be a minimum of three MAT Board meetings each year;
- Meetings of the MAT Board shall be convened and conducted as provided by the Articles;
- In determining the agenda for Board meetings and committee meetings, Trustees will have regard to the requirement on them to:
    - ensure good financial management and effective internal controls;
    - comply with the Funding Agreement and the current version of the *Academy Trust Handbook.*

The WAT Company Secretary shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting.

However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

Any two Trustees may call a meeting by giving written notice to the WAT Company Secretary, which includes a summary of the business they wish to carry out. It shall be the duty of the WAT Company Secretary to convene a meeting as soon as reasonably practicable.

Trustees may invite persons who are not Trustees (such as a member of a committee, any employee, any student, any professional advisor and any experts of any kind) to attend the whole or part of any meeting for purposes connected with the meeting.

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

In consultation with the Chair, the WAT Company Secretary shall prepare an annual plan for the meetings of the Trustees and provide information, advice and guidance as to the discharging of Trustee duties.

Meetings may be held at shorter notice as long as a quorum is present.

Meetings may be held in person, by telephone conference call or video conferencing and be valid.

## Membership

Membership of the Board will be in line with the Articles.

The Board will appoint one of the members annually as its Chair (the Chair).

The WAT Company Secretary will ensure adherence to the Terms of Reference.

## Attendance

In addition to Trustees, the Finance Lead will attend all meetings, and the board may invite any other WAT employee to attend meetings of the board by invitation, to provide information.

## Voting

The quorum for each meeting shall be the higher of three or one-third of the trustees, rounded up to the next whole number. At least one trustee must have been appointed by the Members. The quorum for appointing a parent trustee or removing a trustee is two-thirds of the trustees rounded up to the next whole number of the trustees eligible to vote.

Decisions shall be taken by a simple majority of those present and voting.

The Chair will have a casting vote on an equality of votes.

Every question to be decided upon at a meeting of the Trust Board shall be determined by a majority of the votes of Trustees present and voting on the question.

Votes tendered by proxy shall not be counted.

A resolution in writing, signed by all Trustees entitled to receive notice of a meeting shall be valid and effective as if it had been passed at a meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Trustees and may include an electronic communication by or on behalf of the Trust indicating their agreement to the form of resolution providing that the Trustee has previously notified the WAT Company Secretary in writing of the email address or addresses which the WAT Company Secretary will use.

## Financial Delegation

The delegations on financial matters are set out in the Financial Scheme of Delegation.

## Delegation from WAT Board to Individuals

Delegation to the Chair of the Board or in their absence, the Vice Chair – emergency powers

- The Chair and in their absence the Vice Chair has the power to make emergency decisions where the circumstances are such that a delay in taking that decision would be likely to seriously detrimental to the interests of:
    - Any of the Academies within the Trust
    - Any student at any of the WAT Academies, or their parent; or
    - Any employee who works for WAT
- The Chair, and in their absence the Vice Chair, has the power to approve policies on behalf of the WAT Board. unless these are reserved for a committee decision;

WAT operates with one Vice Chair; the minute appointing the Vice Chair will indicate who holds the emergency powers in the Chair and Vice chair absence.

## Delegation – Performance Management

Two trustees (Chair of the Board and the HR Trustee or nominated other) will carry out the performance management process of the EHT in association with an external advisor.

The EHT will carry out the performance management process for the Heads of School/College. The EHT will carry out the performance management of the remainder of the Executive Leadership team.

## Delegation – HR Matters

The EP has full delegated authority to deal with all HR matters. This delegated authority extends to being able to dismiss any member of staff, including in redundancy situations subject to WAT policies appeal procedures.

# Finance Committee

## Membership:

The WAT Board makes all appointments made to the Finance Committee:

- A trustee elected by WAT board, who shall be the Chair of the Finance Committee.
- The Chair of the Board
- The Chair of each LGB
- Executive Headteacher
- A max of 2 Co-opted Trustees
- Other Board members shall also have right of attendance and may fully participate in meetings
- The Chair of the Finance Committee will be appointed by and from the Board annually. The EHT may not act as Chair of the Committee. Any other employees of the Trust may also not act as Chair, other than in exceptional circumstances agreed by the Board. If the Chair is absent from a meeting the Board shall choose another Board member to act as Chair for that meeting.

## In attendance:

- Chief Finance and Operations Officer [CFOO]
- Finance Officer

## Quorum:

3 trustees eligible to vote, or at least one third of trustees rounded up, if greater. In addition, at least 50% of those present are required to be Board members [in the event of there being co-opted staff on the Committee] and no more than 50% may be employees of the Trust.

## Purpose:

- To assist the decision making of the WAT Board, by enabling more detailed consideration to be given to the best means of fulfilling the WAT Board responsibility to ensure sound management of the Trust's finances and resources, including proper planning, monitoring and probity.
- To make appropriate comment and recommendations on such matters to the WAT Board on a regular basis.
- The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.

## Authority:

- The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee of the Trust and all employees are directed to co-operate with any request made by the Committee;
- The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary.

## Functions:

- Based upon the funding notifications for each academy, to draw up the annual budget for each academy including any shared budget across the Trust for approval by the WAT Board including any revisions thereto having regard to the improvement plan;
- To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency or balances ensuring the compatibility of all such proposals with the priorities set out in the improvement plan;

- To evaluate expenditure against the strategic aims set by the WAT Board and detailed in the improvement plans;
- To monitor and review expenditure and income on a regular basis and ensure compliance with the overall financial plan for the Trust and with the financial requirement of the Department for Education drawing any matters of concern to the attention of the WAT Board;
- To consider the Risk Register and recommendations.
- To make recommendations to the WAT Board on the level of financial delegation to staff and the Finance Committee;
- To ensure Best Value principles are followed when making decisions;
- To prepare the financial statement to form part of the annual report of the WAT Board for filing in accordance with Companies Act and Charity Commission requirements;
- To receive auditors' reports and to implement action as appropriate in response to audit findings;
- To recommend to the WAT Board the appointment or re-appointment of the auditors of the Trust;
- To prioritise and monitor the capital projects and works required in the academies, to ensure good management of the Trust's building and infrastructure and that those projects and works reflect the WAT Board's strategic aims and improvement plan objectives;
- Ensure the best use of sites and infrastructure across the Trust;
- Ensure best practice in terms of health and safety requirements;
- To consider items raised by LGBs pertaining to the Finance Committee remit;
- To approve policies on behalf of WAT pertaining to the Committee's remit;
- To determine any discretionary applications under the Local Government Pension Scheme on behalf of the WAT Board.

## Administration:

- Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
- Administrative support will be provided by the Governance Professional.
- Agendas will be agreed in advance by the Chair of the Finance Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.
- Minutes of meetings will be taken and submitted to the next scheduled meeting of the Board once approved in draft by the Chair of the Committee and Finance Lead.
- The Finance Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.
- The members of the Committee shall hold office from the date of their appointment until their resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall happen first).

# Curriculum and Standards Committee

## Membership:

- A trustee appointed to be Chair by the Trust board;
- The Chairs of each LGB
- Executive Headteacher;
- One co-opted member from each LGB
- Other Board members shall also have right of attendance and may fully participate in meetings

## In attendance:

- Head of School/College
- Other members of School/College SLT as appropriate
- *Other employees of the Trust may be invited to attend meetings but will have no voting rights.*

## Quorum:

Two trustees, not including the Executive Headteacher

## Purpose:

1. To advise the Board on matters relating to the Trust's curriculum, quality and standards;
2. The Committee reports back to LGBs and to the Trust Board;
3. The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.

## Authority:

- The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee of the Trust and all employees are directed to co-operate with any request made by the Committee;
- The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary.

## Functions:

- To monitor and advise the Trust Board by written report each term on the following:
  - Data on attainment and achievement for all of the Trust's academies;
  - Academy improvement work and leadership;
  - Overall performance of each academy;
  - Leadership standards.
- To monitor and advise the Board on:
  - The Trust improvement and intervention strategies and plans;
  - SEND and inclusion;
  - Partnership working;
  - Admissions;
  - Safeguarding arrangements;
  - Community engagement.
- The Committee may use exception reporting in relation to receiving performance information to fulfil its detailed responsibilities. The Committee will receive a summary of positive performance to accompany exception reports.

## Detailed Responsibilities:

- Curriculum and Quality
  - The Academies' statutory requirements in relation to the curriculum offer and other issues such as spiritual, moral, social and cultural learning;
  - Extra-curricular activities;
  - The educational needs of the Trust's students;
  - The Trust's policies in relation to its Curriculum Statement;
  - To determine and update relevant strategies relating to the above.
- Performance and Standards
  - To monitor and review the achievement of strategic objectives, in particular the overview of performance against quantitative and qualitative benchmarks for key indicators/outcomes and the Ofsted framework, providing challenge and recommending remedial actions where required in line with the Trust Improvement Plan.
  - Self-Assessment and Review
  - To receive information on curriculum and quality issues for all the Trust's Academies;
  - To receive progress reports on the implementation of post-Ofsted action plans and any other formal evaluation reports related to the quality and achievement of learning across the Trust, to inform further and develop the Trust's Improvement Plans and strategies;
  - To review outcomes, identifying significant changes in performance, emerging trends and risks in relation to the future performance of each Academy.

## Administration

- The Curriculum and Standards Committee will meet at least once per term. The Committee's Chair or any two Committee members may call a meeting;
- Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
- Administrative support will be provided by the Governance Professional.
- Agendas will be agreed in advance by the Chair of the Curriculum and Standards Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.
- Minutes of meetings will be taken and submitted to the next scheduled meeting of the Board once approved in draft by the Chair of the Committee and EHT.
- The Curriculum and Standards Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.
- The members of the Committee shall hold office from the date of their appointment until their resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall happen first).

# Local Governing Boards

## Membership

Each LGB has a maximum of 15 members (known as Local Governors):

- 4 governors elected by parents of students at the Academy;
- 2 employees of the Academy, elected by staff at the Academy, one teacher and one support staff;
- up to 3 trustees of the Trust board;
- Executive Headteacher in *ex officio* capacity;
- Head of School/College in *ex-officio* capacity;
- up to 4 co-opted governors appointed by the MAT board

## In attendance:

- Other members of School/College SLT as appropriate
- *Other employees may be invited to attend but will have no voting rights.*

## Quorum

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

A meeting shall be terminated if the number of Local Governors present ceases to constitute a quorum within fifteen minutes of the allocated start time.

Where a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Governance Professional as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated and the WAT Company Secretary informed.

Any Local Governor shall be able to participate in, and be counted as present at for the purposes of the quorum, meetings by telephone or video conference provided that:

- They have given notice of their intention to do so detailing the telephone number on which they can be reached and/or appropriate details of the video conference suite from which they shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- the LGB has access to the appropriate equipment;
- and provided that, if after all reasonable efforts it does not prove possible for that Local Governor to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.

Every question to be decided upon at a meeting of the LGBs shall be determined by a majority of the votes of Local Governors present and voting on the question.

Votes tendered by proxy shall not be counted.

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

## Purpose

The role of an LGB is to provide a knowledgeable consultative forum at a local level to improve the experience and educational outcomes for students. LGBs monitor the Academy's performance, standards, progress and outcomes and act as a critical friend to the Academy Head of School/College and the Academy's senior leadership team, providing robust challenge where appropriate.

LGBs carry out their functions in relation to their respective Academy on behalf of the Trust Board and in accordance with policies determined by the Trust Board. The act of delegation from the Trust Board to the LGBs is a delegation of powers and duties, and not a delegation or shedding of responsibilities.

LGBs are expected to have regard to the voices of their various stakeholders (especially students, parents and staff) and to put in place arrangements to receive (at least) annual feedback from each stakeholder group and to respond appropriately.

Accessing and responding to students' collective concerns is an important part of the operation and governance within WAT academies. Each LGB is expected to give due regard to issues that are raised though Student Voice activities and the management actions taken in response to the issues.

## Commitment of Local Governors

Local Governors are required to:

- prepare for and make an active contribution at meetings of the LGB;
- champion the Academy & Trust in the Academy and local community;
- familiarise themselves with the policies of the Trust & Academy;
- visit the Academy both during Academy hours to conduct Governor visits within remit (with prior arrangement with the Academy Head of School/College) and for evening events to get to know the Academy and to be visible to the Academy community; and
- commit to undertaking training for Local Governors.

## Appointment and particular responsibilities of Local Governors

### Chair

The Chair is appointed by the WAT Board.

The term of office of the Chair is annual, but the Chair is eligible for re-appointment at the end of that term.

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

The Chair will meet with the Academy Head of School/College regularly to plan the work of the LGB.

The responsibilities of the Chair include the following:

- to chair meetings of the LGB;
- to set the agenda for meetings with the Academy Head of School/College & WAT Company Secretary.;
- to report to the Trust Board verbally or in writing following any LGB meeting;
- to provide a direct link between the LGB and the Trust Board by way of accurately recorded minutes.

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the LGB, the Chair of the LGB (or the Vice-Chair of the LGB in their absence) in consultation with the WAT Company Secretary & Chair of Trust Board, shall take appropriate action on behalf of the LGB. The decisions taken and the reasons for urgency shall be explained fully at the next meeting of the Trust Board and of the LGB.

### Vice-Chair

The Vice-Chair is elected by the Local Governors; the appointment is ratified by the Trust Board. The term of office of the Vice-Chair is annual, but the Vice-Chair is eligible for re-appointment at the end of that term.

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

The responsibilities of the Vice-Chair include the following:

- to deputise for the Chair in their absence;

- to set the agenda for meetings of the LGB with the Chair, if requested; and
- to provide a link between the LGB and the Trust Board if requested.

In the absence of both the Chair and the Vice-Chair at a meeting, the LGB will elect a temporary chair for that meeting only from among their number present.

### Staff Local Governors

The teacher member of the LGB shall be elected by the teaching staff at the relevant Academy.

The support staff member of the LGB shall be elected by the support members of staff of the relevant Academy.

The responsibilities of the Staff Local Governors are to adhere to the commitment of Local Governors abiding by the Terms of Reference, drawing on their experience & knowledge as a staff member.

### Parent Local Governors

Parent Local Governors for each LGB shall be elected in accordance with the process set out below:

- When a vacancy arises, the WAT Company Secretary will write to all parents of students at the Academy seeking nominees for the vacancy detailing any required skills depending on needs identified. Nominees will be asked to provide a short statement about why they are interested in being a Parent Local Governor and their background and experience that makes them suitable for the role and receive responses;
- In the event that the number of eligible nominations equals or is less than the number of vacancies on the LGB, the LGB will appoint all of those nominated;
- If there are more eligible nominees than places available, the WAT Company Secretary will write to all parents of students at the Academy asking them to vote for their preferred candidate providing the written statement provided by the candidate to aid the decision and manage the associated process. A Parent Local Governor should be a parent or carer of a registered pupil at the relevant Academy or where this is not reasonably practical, a person who is the parent of a child of compulsory Academy age.

The responsibilities of the Parent Local Governors are to adhere to the commitment of Local Governors abiding by the Terms of Reference, drawing on their experience and knowledge as a parent/carer of the Academy.

### Co-opted Local Governors

- Co-opted Local Governors [known as appointed governors] are appointed by the Trust Board to fill identified skill gaps, or if an academy has a vacancy in another category which cannot be filled despite repeated attempts to ensure the LGB can operate effectively;
- The board welcomes proposals for co-opted Local Governors from its LGBs and the chair of the LGB will be invited to meet any potential co-opted governor along with the Head of the academy, the Chair of the board and the Executive Headteacher.
- Meetings with potential Co-opted Local Governors enable the LGB, the Trust and the potential governor to determine whether there is a suitable match of skills offered and required.
- Following the meeting, if the potential local governor still wishes to be co-opted and the chair of the LGB and others present at the meeting believe the applicant can add skill to the LGB a resolution will be passed at the next MAT board meeting, and a starting date agreed.

The responsibilities of the Co-opted Local Governors are to adhere to the commitment of Local Governors abiding by the Terms of Reference, drawing on their experience & knowledge as a parent of the Academy.

### Other Responsibilities – Link Governors

Each LGB shall appoint from among its members, individuals with specific responsibilities which shall include:

- SEND (including EAL)
- Safeguarding (including medical needs etc.) and inclusion;
- Vulnerable Students (Pupil Premium, CLA, previously CLA, Young Carers);

### Ceasing to be a Local Governor

A Local Governor's term of office will be terminated if:

- any event or circumstance occurs which would disqualify them from an LGB officer role under the Articles were they to hold such office;
- they have, without the consent of the LGB, failed to attend LGB meetings for two consecutive meetings and the Chair or the WAT Board agree that the term of office should be terminated;
- they resign from office by notice to the Trust;
- they are removed from office by the Trust Board for failing to act within the remit of the LGB, against the values of the Trust, in contradiction to the WAT LGB code of conduct, Governance Framework, Governance Handbook or Nolan Principles for Public Life.

### Governance Professional to the Local Governing Board

The Board shall appoint a Governance Professional to the LGB who must not be a Local Governor or an employee at the Academy. In the absence of the Governance Professional, the LGB shall elect a replacement for the meeting (who may be a Local Governor).

The responsibilities / functions of the Clerk to the LGB are as follows:

- convene meetings of the LGB including sending notices and papers of meetings via *GovernorHub*;
- attend meetings of the LGB and ensure draft minutes are produced & circulated within **ten academy days** of the meeting via *GovernorHub*;
- maintain a register of members of the LGB including their terms of office, attendance & registers of interests and report any vacancies to the WAT Company Secretary;
- adhere to all WAT Governance requirements;
- ensure the LGB creates agendas and undertakes discussions only within their remit;
- report to the LGB on the discharge of the Governance Professional's functions;
- undertake all necessary training.

The board shall appoint the Governance Professional to the LGB.

## Convening meetings of the Local Governing Board

Meetings of the LGB will be held three times per academic year as a minimum.

The Governance Professional to the LGB shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting. However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

Any two Local Governors may call a meeting by giving written notice to the WAT Company Secretary, which includes a summary of the business they wish to carry out. It shall be the duty of the WAT Company Secretary to convene a meeting as soon as reasonably practicable if appropriate.

The Local Governors may invite persons who are not Local Governors (such as a member of a committee, any employee, any pupil, any professional adviser (after any fee sanctioned by the CFO) and any experts of any kind) to attend the whole or part of any meeting for purposes connected with the meeting.

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

## Personal business interests of Local Governors

Local Governors shall complete a register of their business interests, which shall be reviewed annually by the WAT Company Secretary.

Any Local Governor who has any duty or personal interest that conflicts or may conflict with their duties as a Local Governor must:

- disclose that fact to the LGB as soon as they become aware of it.

- absent themself from any discussions of the LGB in which it is possible that a conflict will arise between their duty to act solely in the interests of the Academy and such duty or personal interest;
- withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
- not be counted in the quorum for that part of any meeting; and
- withdraw during the vote and have no vote on the matter.

## Committees of the Local Governing Board

The LGB may not establish committees to carry out functions.

### Minutes

Attendance at each LGB meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the LGB.

The draft written record shall be uploaded by the Governance Professional to the LGB via *GovernorHub* as soon as is reasonably practicable but certainly within **ten academy days** of the meeting with the approved signed version following when available.

### Delegation to the LGB

The LGB shall have the roles set out in this section and any other role that the Trust Board agree shall be carried out by the LGB and that is communicated in writing to the Chair of the LGB.

### General

The Trust Board and the LGB acknowledge that they each play a crucial role in the governance of the Academy and commit to working together in the best interests of the Trust and the Academies.

They also acknowledge that the duties and responsibilities in relation to the operation of the Trust sit with the Trust Board and as such the Trust Board is entitled:

- to overrule any decision of the LGB; and / or
- to remove delegated powers from an LGB if (in their reasonable opinion) they consider it to be in the best interests of the Academy or the wider Trust.

### Financial Matters

In line with their duties and responsibilities as trustees, the WAT Board will hold all income received for allocation, monitoring and oversight across the Trust by the Chief Finance and Operations Officer [CFOO], with oversight provided by the Finance Committee.

The LGB shall receive reports from the Academy Head of School/College for any delegated budget and ring-fenced budgets (Pupil Premium, SEND funding etc.) which reconcile with the Trust's finance system and reporting.

The LGB is not authorised to enter into any contract on behalf of the Trust and does not have power of spend over any WAT funds or delegated Academy budget funds.

### Responsibilities

- champion WAT's vision and values in the academy;
- ensure systems are in place in line with the Trust's strategy for effective stakeholder communication, including with students, parents/carers, employees and the wider community.
- hold the Academy to account for standards, progress & student outcomes overall and within specific groups of students including disadvantaged and SEND;
- elect a Vice-Chair and Link Governors with specific responsibilities as detailed previously and to ensure these roles are undertaken and activity reported back at each LGB meeting;
- ensure WAT processes are effectively in place within the Academy for monitoring the quality assurance of:
    - teaching and learning,
    - intervention,

    - the curriculum
- understand SEND provision in the academy, monitoring adherence to the SEND policy and compliance with the Disability Discrimination Act and Equality Act requirements;
- monitor adherence to the WAT Safeguarding and Child Protection Policy with understanding and compliance to Keeping Children Safe in Education regulations and undertake and ensuring an annual WAT safeguarding audit;
- assist the WAT Company Secretary where required in convening a pupil discipline committee to review the exclusion of a student by the Academy Head of School/College, complaint hearing or, disciplinary procedures for a member of staff;
- monitor Pupil Premium funding spend and impact;
- provide feedback on Trust developments, strategy and activities;
- participate in the process to appoint a new Academy Head of School/College and other Senior Leadership Team posts;
- receive sufficient information to understand:
    - the progress and attainment of students, including subgroups in relation to other WAT academies, local/national indicators and published data;
    - how targets are set, tracked and amended;
    - where students are on track to achieve targets and where they are not;
    - the quality of teaching and its impact including reference to WAT lesson observation schedules;
    - the robustness of Quality Assurance processes;
    - the impact of key priorities in the Trust's Improvement Plan applying to the academy;
    - Ofsted framework;
- understand the spiritual, moral, social and cultural development (SMSC) in the academy including context and recording of evidence;
- understand the provision provided to support the development of students including the PSHCE programme, assemblies, additional support etc. and how the academy records evidence on the experience of students;
- ensure effective implementation and understanding of The Prevent Strategy throughout the Academy;
- ensure active promotion of British Values throughout the Academy;
- understand standards of behaviour within the Academy, reviewing data on exclusions, racist incidents, bullying including that for homophobic or gender directed bullying, attendance etc.;
- understand the Academy supports the wellbeing of students with specific regard for vulnerable groups including but not restricted to SEND, EAL, Pupil Premium students;
- approve policies within the remit of the LGB to approve, but must be in line with statutory expectation and other WAT Academies, including Spiritual Moral Social and Cultural; Academy Behaviour Policy; and any policy required by the academy that the WAT Board is not accountable for;
- approve any appendix tailored for the individual Academy to be read alongside a WAT Policy for which the WAT Board is responsible.

### Communication between individual LGBs and WAT Board

- LGB chairs are Trustees providing a direct link;
- Attendance on *ad-hoc* basis at LGB meetings by EHT;
- All LGB meeting dates to be calendared to ensure alignment with WAT Board meetings & WAT assessment calendar;
- All LGB agendas, reports, documents, minutes and Governor Visit reports held on *GovernorHub* to which WAT Board has access;
- Termly standards report on each WAT member Academy;
- Exception reporting to the WAT Board for any areas of concern;

The monitoring and evaluation process will involve LGB member visits to the Academy on an agreed topic(s), reporting back to the LGB/MAT in writing using the standardised template.

# Alterations

This constitution and these terms of reference may be altered by a resolution of the Trust Board.

The Governance Handbook shall be reviewed annually by the Board.

# APPENDIX A – APPOINTMENT LETTERS

## MEMBER APPOINTMENT LETTER

Dear

Appointment as member of XXX

I am writing to confirm your Appointment as a member of Wootton Academy Trust. I would be grateful if you could read this letter and return a signed copy confirming your acceptance of your Appointment and the terms set out below.

1. Appointment

Your Appointment commences on the date you countersign this letter and continues until terminated in accordance with the Trust's Articles of Association. By accepting this Appointment, you are:

- accepting the terms set in this letter and undertaking to use your rights as a Member to give full effect to this letter;

confirming that you are able to able to fulfil your role and that you are not subject to restrictions or obligations which prevent you from acting as a member and/or aware of any reasons which might bring the Trust into disrepute or damage its reputation by reason of you being a Member.

2. Ethos & Values

Wootton Academy Trust (WAT) exists to prove an outstanding education for all our students putting their progress at the heart of everything we do. That means that we will always pursue excellence and shall focus upon achieving outstanding results by:

- ensuring that the curriculum offered is wholly focused upon the needs and requirements of our students;
- regularly measuring student progress and achievement so that their learning experience may be adapted to their needs;
- making available high quality support to our staff so that they deliver good and outstanding lessons for students.
- Each Member agrees to exercise their voting rights:
- to ensure that the affairs of the Trust and the academies it maintains (the Academies) shall be conducted so far as it is lawful in a manner that is consistent with the above ethos and values;
- to promote the success of the Trust and the Academies;
- to promote the transparent and accountable operation of the Trust;
- to ensure that the Trust and its Academies take an active role in the communities they serve;
- in connection with the powers to appoint and remove trustees of the Trust, to ensure that trustees so Appropriated:
    - are committed to the above ethos and values;
    - have the necessary skills, knowledge and experience needed to support the Trust as a whole;
    - are committed to driving Academy improvement and improved educational outcomes for the Academies' students;
    - are committed to the proper and effective use of public funds. No person shall be appointed as a Member until they have signed a written consent in substantially the same form as this letter or other form approved unanimously by the Members.

3. Fees & Expenses

You acknowledge that this is an unpaid role and that you agree to undertake it in consideration of the Trust reimbursing you for all reasonable and properly documented expenses which you incur in performing the duties of your office, in accordance with the Trust's expenses policy from time to time.

4. Retirement & Termination

You may resign as a Member of the Trust at any time by giving written notice to the Chair at the registered office of the Trust provided that after such resignation the number of Members is not less than three. Notwithstanding anything else in this letter or the Trust's Articles of Association your appointment as Member:

- will terminate with immediate effect if you:
  - die or become incapable by reason of illness or injury of managing and administering your affairs;
  - are the subject of a bankruptcy restrictions order or an interim order or make any arrangement or composition with your creditors generally.
- may be terminated by a special resolution of the other members if:
  - you have been guilty of any fraud or dishonesty;
  - acted in any manner which, in the opinion of the Trust, brings or is likely to bring you or the Trust into disrepute or is materially averse to the interests of the Trust;
  - committed any serious or repeated breach or non-observance of your obligations to the Trust; or
  - the removal is in the interests of the Trust.

## 5. Third Party Rights

The terms of this letter shall not be enforceable by any person other than you and the Trust.
Please indicate your acceptance of these terms by signing and returning the attached copy of this letter.
Yours sincerely

XXXXX
Company Secretary
on behalf of Wootton Academy Trust

**I agree to the above terms of appointment.**

Signed by: ……………………………………………………………………………….

Date: ……………………………………….

# TRUSTEE APPOINTMENT LETTER

Dear

**Trustee Appointment**

I am writing to confirm your Appointment as a trustee of Wootton Academy Trust. I would be grateful if you could read this letter and return a signed copy confirming your acceptance of your appointment and the terms set out below.

## 1. Appointment

Your appointment commences on XXXXXX and continues until terminated in accordance the articles of association of the Trust, as amended from time to time (the Articles).

Your appointment is subject to the Articles and therefore nothing in this letter shall be taken to exclude or vary the terms of the Articles as they apply to you as a trustee of the Trust.

If there is a conflict between this letter and the Articles, then the Articles shall prevail. It is agreed between us that this is a contract for services and is not a contract of employment.

By accepting this appointment, you confirm that you are:

- not subject to any restrictions which prevent you from holding office as a trustee;
- able to allocate sufficient time to meet the expectations of your role.

## 2. Role and duties

As a trustee [and non-executive director], you will have the same general legal responsibilities to the Trust as any other trustee. The board as a whole is collectively responsible for the success of the Trust.

The board's role is to:

- provide entrepreneurial leadership of the Trust within a framework of prudent and effective controls which enables risks to be assessed and managed;
- set the Trust's strategic aims, ensure that the necessary financial and human resources are in place for the Trust to meet its objectives and review performance; and
- develop and promote its collective vision of the Trust's purpose, culture, values and the behaviours it wishes to promote in conducting its operations and ensure that its obligations to its members and other stakeholders are understood and met.

All trustees must act in the way they consider, in good faith, would be most likely to promote the success of the charity for the benefit of its members as a whole. In doing so, as a trustee, you must have regard (among other matters) to:

- the likely consequences of any decision in the long term;
- the interests of the Trust's employees;
- the need to foster the Trust's relationships with suppliers, customers and others;
- the impact of the Trust's operations on the community and the environment;
- the desirability of the Trust maintaining a reputation for high standards of business conduct;
- the need to act fairly as between the members of the Trust.

In addition to these requirements of all trustees, your role as a trustee will require you to:

- make sufficient time available to discharge your responsibilities effectively;
- uphold high standards of integrity and probity and support the chair and any executive trustee in instilling the appropriate culture, values and behaviours in the boardroom and beyond;
- scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

- satisfy yourself that financial information is accurate and that any financial controls and systems of risk management are robust and defensible;
- at all times comply with the Articles;
- comply with your duties as trustee of the Trust pursuant to the Companies Act 2006;
- comply with your duties as trustee of the Trust pursuant to charity law; · immediately report your own wrongdoing or the wrongdoing or proposed wrongdoing of any other employee or trustee of the Trust of which you become aware to the Board;
- comply with Bribery Act 2010; and
- not do anything that would cause you to be disqualified from acting as a director or trustee.

### 3. Outside Interests

It is accepted and acknowledged that you may have business interests other than those of the Trust and have declared any conflicts that are apparent at present. If you become aware of any potential conflicts of interest, these should be disclosed to the board as soon as you become aware of them.

You are required not to put yourself in a position where you have a conflict of interest.

### 4. Fees & Expenses

You acknowledge that this is an unpaid role and that you agree to undertake it in consideration of the Trust reimbursing you for all reasonable and properly documented expenses which you incur in performing the duties of your office, in accordance with the Trust's expenses policy from time to time.

### 5. Review Process

The performance of individual trustee and the whole board and its committees is evaluated annually. If, in the interim, there are any matters which causes you concern about your role you should discuss them with the chair as soon as is appropriate.

### 6. Insurance

The Trust has trustee and officer liability insurance and it is intended to maintain such cover for the full term of your Appointment.

### 7. Retirement and Termination

You may resign from the Trust at any time by giving written notice to the Chair.

Notwithstanding anything else in this letter or the Articles, the Trust may terminate your Appointment with immediate effect if you have:

- committed any serious or repeated breach or non-observance of your obligations to the Trust (which include an obligation not to breach your fiduciary duties);
- been guilty of any fraud or dishonesty or acted in any manner which, in the opinion of the Trust, brings or is likely to bring you or the Trust into disrepute or is materially averse to the interests of the Trust; or
- become, in the opinion of the board, unfit to carry out your duties as a trustee. On termination of Appointment you shall:
- only be entitled to reimbursement of any expenses properly incurred prior to that date;
- be deemed to have formally resigned your trusteeship of the Trust without compensation with effect from the date of termination;
- promptly deliver to the Trust all papers, documents and correspondence (in whatever format) which may have been prepared by you or may have come into your possession as a trustee of the Trust, and you shall not be entitled to copies thereof.

### 8. Data Protection

By signing this letter, you give consent to the Trust holding and processing information about you for legal, personnel, administrative and management purposes and in particular to the processing of any sensitive personal data (as defined in the Data Protection Act 1998). You consent to the Trust making such information available to any those who provide products or services to the Trust (such as advisors or payroll administrators) regulatory authorities, potential or future employers, governmental or quasi-governmental organisations and potential purchasers of the Trust or the business in which you work.

## 9. Third party rights

The Contracts (Rights of Third Parties) Act 1999 shall not apply to this letter. No person other than you or the Trust or any member of the Trust's group shall have any rights under this letter and the terms of this letter shall not be enforceable by any person other than you and the Trust or any member of the Trust's group.

Please indicate your acceptance of these terms by signing and returning the attached copy of this letter in consideration of your appointment as a trustee

Yours sincerely

XXXXXX
Company Secretary
on behalf of Wootton Academy Trust

I agree to the above terms of appointment.

Signed by: ……………………………………………………………………………………..

Date: ………………………………………..

# LOCAL GOVERNING BOARD APPOINTMENT LETTER

Dear

**Local Governing Board Appointment**

I am writing to confirm your appointment as a Local Governor of Wootton Academy Trust at XXXXX Academy.

I would be grateful if you could read this letter and return a signed copy confirming your acceptance of your appointment and the terms set out below.

## 1. Appointment

Your appointment commences on xxxxxxx and continues until terminated in accordance the articles of association of the Trust, as amended from time to time (the Articles) and the WAT Governance Framework. If there is a conflict between this letter and the Articles, then the Articles shall prevail. It is agreed between us that this is a contract for services and is not a contract of employment. By accepting this appointment, you confirm that you are:

- not subject to any restrictions which prevent you from holding office as a trustee;
- able to allocate sufficient time to meet the expectations of your role including required training commitments.

## 2. Role and duties Local Governors are asked to:

- prepare for and make an active contribution at meetings of the LGB;
- champion the Academy & Trust in the local community;
- familiarise themselves with the policies of the Trust & Academy;
- visit the Academy both during Academy hours (with prior arrangement with the Academy Head of School/College) and for evening events to get to know the Academy and to be visible to the Academy community; and
- attend training sessions for Local Governors, where possible. All LGB governors must have regard (among other matters) to:
    - the likely consequences of any decision in the long term;
    - the interests of the Trust's employees;
    - the need to foster the Trust's relationships with suppliers, customers and others;
    - the impact of the Trust's operations on the community and the environment;
    - the desirability of the Trust maintaining a reputation for high standards of business conduct;
    - the need to act fairly as between the members of the Trust. In addition to these requirements of all governors, your role will require you to:
    - make sufficient time available to discharge your responsibilities effectively;
    - uphold high standards of integrity and probity and support the chair and all governors in instilling the appropriate culture, values and behaviours in meetings and beyond;
    - scrutinise the management in meeting agreed goals and objectives and monitor the reporting of performance;
    - satisfy yourself that financial information is accurate and that any financial controls and systems of risk management are robust and defensible;
    - at all times comply with the Articles & WAT Governance Framework;
    - immediately report your own wrongdoing or the wrongdoing or proposed wrongdoing of any other employee or trustee of the Trust or other LGB governor of which you become aware to the WAT Company Secretary
    - comply with Bribery Act 2010; and
    - not do anything that would cause you to be disqualified from acting as a director or trustee.

## 3. Outside Interests

It is accepted and acknowledged that you may have business interests other than those of the Trust and have declared any conflicts that are apparent at present. If you become aware of any potential conflicts of interest, these should be disclosed as soon as you become aware of them. You are required not to put yourself in a position where you have a conflict of interest.

4. Fees & Expenses

You acknowledge that this is an unpaid role and that you agree to undertake it in consideration of the Trust reimbursing you for all reasonable and properly documented expenses which you incur in performing the duties of your office, in accordance with the Trust's expenses policy from time to time.

5. Review process

The performance of individual governors and the whole board and its committees is evaluated annually. If, in the interim, there are any matters which causes you concern about your role you should discuss them with the chair as soon as is appropriate.

6. Insurance

The Trust has trustee and officer liability insurance and it is intended to maintain such cover for the full term of your appointment.

7. Retirement and Termination

You may resign from the Trust at any time by giving written notice to the Chair.

Notwithstanding anything else in this letter or the Articles, the Trust may terminate your appointment with immediate effect if you have:

- committed any serious or repeated breach or non-observance of your obligations to the Trust (which include an obligation not to breach your fiduciary duties);
- been guilty of any fraud or dishonesty or acted in any manner which, in the opinion of the Trust, brings or is likely to bring you or the Trust into disrepute or is materially averse to the interests of the Trust; or
- become, in the opinion of the board, unfit to carry out your duties as a governor. On termination of Appointment you shall:
- only be entitled to reimbursement of any expenses properly incurred prior to that date;
- be deemed to have formally resigned without compensation with effect from the date of termination;
- promptly deliver to the Trust all papers, documents and correspondence (in whatever format) which may have been prepared by you or may have come into your possession as a governor of the Trust, and you shall not be entitled to copies thereof.

8. Data Protection

By signing this letter, you give consent to the Trust holding and processing information about you for legal, personnel, administrative and management purposes and in particular to the processing of any sensitive personal data (as defined in the Data Protection Act 1998). You consent to the Trust making such information available to any those who provide products or services to the Trust (such as advisors or payroll administrators) regulatory authorities, potential or future employers, governmental or quasi-governmental organisations and potential purchasers of the Trust or the business in which you work.

9. Third Party Rights

The Contracts (Rights of Third Parties) Act 1999 shall not apply to this letter. No person other than you or the Trust or any member of the Trust's group shall have any rights under this letter and the terms of this letter shall not be enforceable by any person other than you and the Trust or any member of the Trust's group.

Please indicate your acceptance of these terms by signing and returning the attached copy of this letter.

Yours sincerely

xxxxxxxx

Company Secretary

In consideration of my appointment as a governor I agree to the above terms of appointment.

Signed by: …………………………………………………………………………………….

Date: ………………………………………….

# APPENDIX B - WAT LGB MEMBERS' VISIT REPORT FORM

| | |
|---|---|
| **Name** | |
| **Date of Visit** | |
| **Focus of Visit/Link to TIP** | |
| **Classes/Staff visited** | |
| **What I have learned as a result of my visit** | |

| |
|---|
| **Positive comments about the focus** |
| **Aspects I would like clarified/questions I have Ideas for future visits** |
| **Any other comments** |

| | |
|---|---|
| **Signed (Governor)**<br><br>……………………………………………………… | **Signed (Head of School/College)**<br><br>……………………………………………………… |

# APPENDIX C - Ad Hoc Committees

## STAFF DISCIPLINARY HEARING AND APPEAL PANELS

Hearing and Appeal Panels may need to be convened if it would be inappropriate for the Executive Headteacher to act in line with the delegation below.

Each hearing panel or appeal panel will comprise a group from the WAT Board and / or relevant LGB who will act on behalf of WAT Board in personnel matters. A panel will comprise of at least 2 persons who will be either on the WAT Board or <u>any</u> WAT LGB. The panel will have delegated powers to discharge Wootton Academy Trust's functions as an employer as follows:

### Hearing Panel

To consider and make initial decisions about any issue relating to staff grievance, discipline, capability and redundancy in accordance with the Trust's adopted policies and procedures. This includes the power to dismiss in relation to a disciplinary, capability or redundancy situation. The panel would meet where it would be inappropriate for the Executive Headteacher to act in line with the delegation below.

### Appeal Panel

To hear appeals against a decision of the hearing panel. No local governor or trustee who has been involved in any initial decisions will be eligible to serve on the appeal panel.

Membership of an appeal panel will equal or exceed those on the original hearing panel.

Members of hearing and appeal panels will declare any personal and/or financial knowledge of interest and, if necessary, withdraw from the panel.

## PUPIL DISCIPLINE COMMITTEE

**Membership:** 3 - either WAT Trustee or LGB Governor.

**Quorum:** 3

**Purpose:**

The committee will review exclusions in accordance with the relevant legislation and statutory guidance.

1. To consider representations from parents in the case of exclusions of five days or less (committee may not reinstate);
2. To consider representations from parents in the case of exclusions totalling more than five but not more than fifteen academy days in one term (meeting to be held between 6th and 50th school day after receiving notice of the exclusion);
3. To consider the appropriateness of any permanent exclusion or any exclusion where one or more fixed period exclusions total more than 15 academy days in one term or where a student is denied the chance to take a public examination (meeting to be held between 6th and 15th days after receiving notice of the exclusion.

The Articles of Association set out in detail powers and procedural matters for the WAT Board.

# APPENDIX D - DECLARATION OF INTEREST

All members, trustees and local governors shall complete an annual Register of Interests with interests which may give rise to a conflict of interest, and ensure that throughout the year their entry is updated at the earliest opportunity. The Trust uses the electronic declaration on Governor Hub. All members, trustees and local governors shall complete also the confirmation that they read all essential documentations including Keeping Children Safe in Education, WAT's Safeguarding and Child Protection Policy.

Any trustee or local governor who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest, as defined below) which conflicts or may conflict with their duties as a trustee or local governor shall also disclose that fact to the relevant Chair as soon as they becoms aware of it. A person must absent themselves from any discussions in which it is possible that a conflict will arise between their duty to act solely in the interests of the Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).

The definition of Personal Financial Interest includes, but is not limited to, where a trustee or local governor, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the trustee or governor, or any person living with the trustee or local governor as their partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way linked to the Federation.

If a trustee or local governor has any doubt about whether they should disclose an interest then they should discuss it with the Chair and Governance Professional at the earliest opportunity.

All trustees and local governors will attend training.

# APPENDIX E – MEETING SCHEDULE

| | | | | 5pm | 5pm | 5pm | 5.15pm | 5pm |
|---|---|---|---|---|---|---|---|---|
| | | key events | AGM | Board | C&S | Finance | WUS LGB | KC LGB |
| 0 | 01/09/2025 | | | | | | | |
| 1 | 08/09/2025 | | | | | | | |
| 2 | 15/09/2025 | | | | | | | |
| 3 | 22/09/2025 | WUS open evenings - 23rd & 25th | | | Wed 24th - C&S 1 | | | |
| 4 | 29/09/2025 | | | | | | | Thur 2nd - KC LGB 1 |
| 5 | 06/10/2025 | | | | | Tues 7th - Finance 1 | Thur 9th - WUS LGB 1 | |
| 6 | 13/10/2025 | KC open evenings - 14th & 16th | | Wed 15th - Board 1 | | | | |
| 7 | 20/10/2025 | | | | | | | |
| HT | 27/10/2025 | | | | | | | |
| 8 | 03/11/2025 | | | | | | | |
| 9 | 10/11/2025 | | | | | | | |
| 10 | 17/11/2025 | Y13 data in 21/11 | | | | | | |
| 11 | 24/11/2025 | musical 25th 26th 27th | | | | | | |
| 12 | 01/12/2025 | Y11 data in 05/12 | | | | | | Thurs 4th - KC LGB 2 |
| 13 | 08/12/2025 | | | | Wed 10th - C&S 2 | | | |
| 14 | 15/12/2025 | | | Tues 16th - Board 2 (after finance) | | Tues 16th - Finance 2 | Thurs 18th - WUS LGB 2 | |
| XMAS | 22/12/2025 | | | | | | | |
| XMAS | 29/12/2025 | | | | | | | |
| 15 | 05/01/2026 | | | | | | | |
| 16 | 12/01/2026 | Y10 data in 16/01 | Tue 13th - Members, 5pm | | | | | |
| 17 | 19/01/2026 | | | | | | | |
| 18 | 26/01/2026 | | | | | | | |
| 19 | 02/02/2026 | Y9 data in 06/02 | | | | | | |
| 20 | 09/02/2026 | | | | | | | |
| HT | 16/02/2026 | | | | | | | |
| 21 | 23/02/2026 | | | | | | | |
| 22 | 02/03/2026 | Y11 data in 06/03 | | | | | | |
| 23 | 09/03/2026 | | | | Wed 11th - C&S 3 | | Thurs 12th - WUS LGB 3 | |
| 24 | 16/03/2026 | | | | | Tues 17th - Finance 3 | | Thurs 19th - KC LGB 3 |
| 25 | 23/03/2026 | | | Wed 25th - Board 3 | | | | |
| EASTER | 30/03/2026 | | | | | | | |
| EASTER | 06/04/2026 | | | | | | | |
| 26 | 13/04/2026 | | | | | | | |
| 27 | 20/04/2026 | Y12 data in 24/04 | | | | | | |
| 28 | 27/04/2026 | | | | | | | |
| 29 | 04/05/2026 | | | | | | | |
| 30 | 11/05/2026 | | | | | | | |
| 31 | 18/05/2026 | | | | | | | |
| HT | 25/05/2026 | | | | | | | |
| 33 | 01/06/2026 | | | | | | | |
| 34 | 08/06/2026 | | | | | | | |
| 35 | 15/06/2026 | | | | Wed 17th - C&S 4 | | | |
| 36 | 22/06/2026 | | | | | | | |
| 37 | 29/06/2026 | Y9 data in 03/07 | | | | | Thurs 2nd - WUS LGB 4 | |
| 38 | 06/07/2026 | Y10 data in 10/07 | | | | Tues 7th - Finance 4 | | Thurs 9th - KC LGB 4 |
| 39 | 13/07/2026 | | | Tues 14th - Board 4 | | | | |