

# Perryfields Enterprise Academy Trust



## GOVERNANCE HANDBOOK

SEPTEMBER 2026

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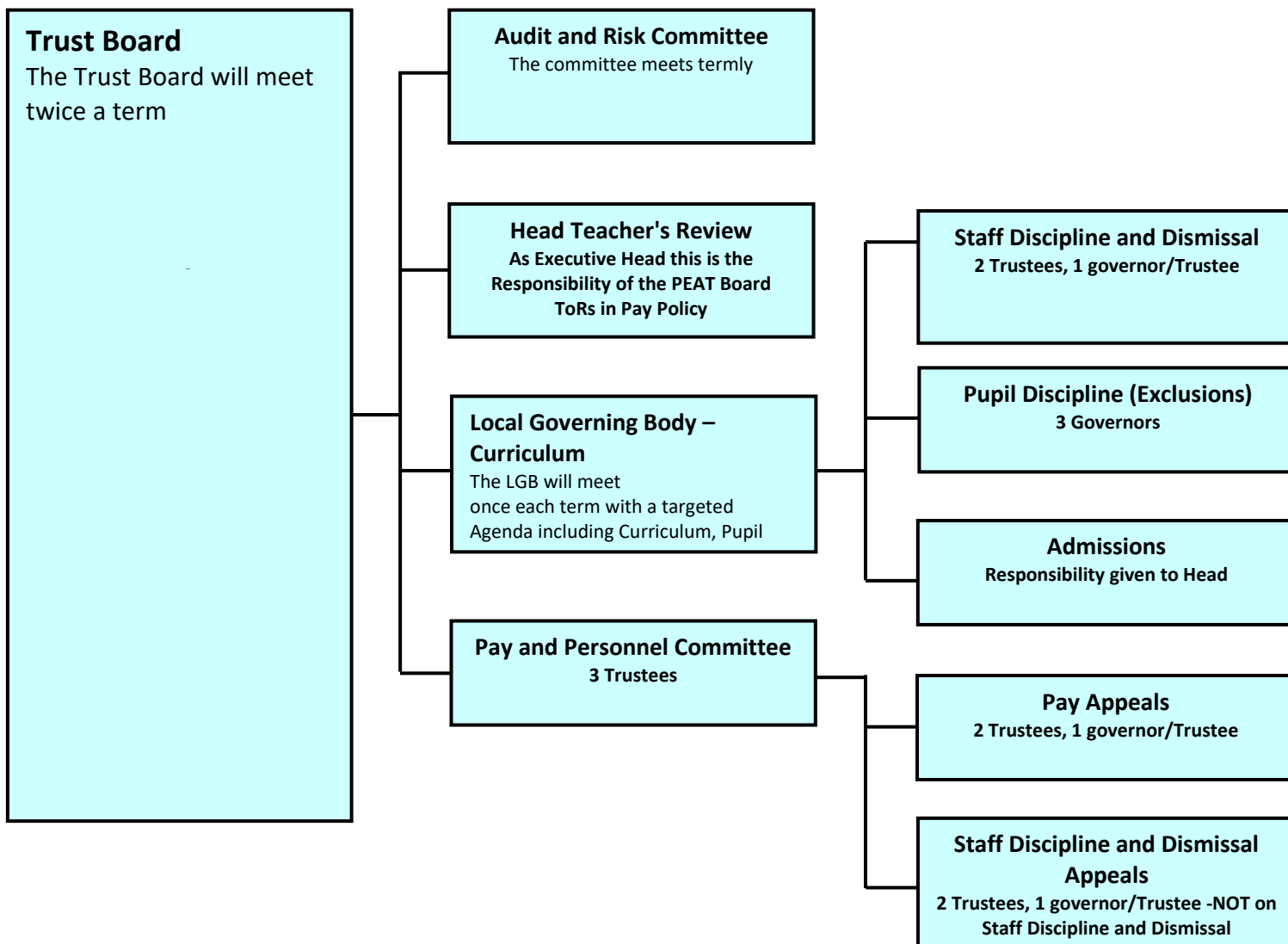
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- A.** Consent to be a Member
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# Perryfields Enterprise Academy Trust Structure

All Committees below report directly to the Trust Board. Whilst each Committee has specific areas of responsibility as defined by their Terms of Reference, other committees may need to be consulted before decisions can be actioned.

Working groups may be set up as required by the LGB.



# **Perryfields Enterprise Academy Trust**

## **Vision, Values and Strategy**

Perryfields Enterprise Trust has at its core the pursuit of the highest standards possible in education. We believe in high aspirations, high motivation and high achievement for all.

Our driving principles are underpinned with values and mind-sets which will build character, confidence, a collaborative spirit and a caring attitude:

**Perseverance and Resilience**

**Excellence and Effort**

**Achievement for All**

**Trust and Collaboration**

### **Why join us?**

We can offer the opportunity to work with an outstanding school which has consistently produced excellent academic standards over a number of years. We are confident in our ability to cascade our vision of holistic provision and our relentless culture of high expectations to schools within our locality and beyond.

Through a collaborative and consistent approach which is driven by Perryfields teaching approach, PEAT will:

- provide all pupils with an innovative and enterprising education that raises aspirations for all and develops resilient, creative and happy learners.
- create a culture of high expectations of teaching and learning, resulting in outstanding practice/learning throughout the trust
- provide the opportunities to develop leadership skills through school to school support. Identify and train Specialist Leaders in Education (SLEs) who will ensure high quality subject leadership and maximise its impact across the trust
- provide a structured and rigorous programme of development which ensures that all staff are confident proactive and skilled practitioners who are able to deliver excellence.

We are committed to developing a 'growing model', whereby all PEAT schools actively support each other and share emergent and best practice for everyone's benefit whilst celebrating their distinct identities within our trust.

## Perryfields Enterprise Academy Trust Scheme of Delegation Matrix

The Trust Board has a policy schedule which identifies the range of statutory regulatory and necessary policies. Due consultation has taken place where required.

### Delegation:

A – Approve

M – Monitor & Report

C – Consulted

R – Recommend

I – Implement

GOVERNANCE	Members	Board	A&R	Pay Committee	LGB CPS	CEO
Approve Trust Articles of Association	A	R				
Approve the Trust Board, Committee and LGB CPS Terms of Reference		A	C	C	C	
Approve Trust Scheme of Delegation		A				
Approve new convertor or sponsored academies joining MAT		A				
Establish Trust Committees		A				
Appoint Chair of Trust Board		A				
Appoint Chair or Vice Chair of LGB CPS					A	
Remove Chair or Vice Chair of LGB CPS	A exceptional circumstances				A	
Appoint LGB CPS Members					A	
Remove LGB CPS Members	A exceptional circumstances	A				
Appoint (and remove) Chair(s) of Trust Committees		A				
Appoint (and remove) Trust Committee Members		A				
Appoint (and remove) Clerk to Trust Board and LGB CPS		A				
Appoint Accounting Officer		A				
Approve Trust Governance Committee		A				

TRUST & ACADEMY PERFORMANCE, CURRICULUM AND TEACHING						
Trust Strategic Plan		A				
Trust 1 Year Plan		A				
Academic Performance Targets		A			M	
Academy Performance Review e.g SEF		A				

Trust INSET Days		A				
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<b>STAFF POLICIES &amp; PAY</b>	<b>Members</b>	<b>Board</b>	<b>A&amp;R</b>	<b>Pay Committee</b>	<b>LGB CPS</b>	<b>CEO</b>
Teachers Annual Pay Award				A		R
Support Staff Annual Pay Award				A		R
CEO/Headteacher Performance Review & Pay				A		
Individual Performance Pay Awards				A		R

<b>STAFF MANAGEMENT</b>	<b>Members</b>	<b>Board</b>	<b>A&amp;R</b>	<b>Pay Committee</b>	<b>LGB CPS</b>	<b>CEO</b>
CEO/Headteacher appointment, suspension & ending suspension		A				
CEO/Headteacher dismissal		A				
Trust staff structure & Complement		A			R	
Trust staff appointments						A
Trust staff dismissals						A
Deputy Headteacher appointment						A
Teaching and support staff appointments						A
Suspension of teaching and support staff						A
Ending suspension of teaching and support staff		A				C
Restructuring staff		A				
Redundancies of staff		A				
Determination of dismissal and early retirement payments	A					R

<b>FINANCIAL GOVERNANCE &amp; MANAGEMENT</b>	<b>Members</b>	<b>Board</b>	<b>A&amp;R</b>	<b>Pay Committee</b>	<b>LGB CPS</b>	<b>CEO</b>
Appoint Trust auditors	A	R				
Trust/Academy 3 year budget		A				
Trust/Academy 1 year budget		A				
Trust Annual Accounts		A				
Trustees Report		A				
Trust Academies Accounts Return to EFSA		A				
Response to Auditor's Management Letter		A				
<b>FINANCIAL AUTHORISATION</b>						
Expenditure of contracts up to lower limit	Please refer to the Financial Regulations					

Expenditure or contracts from lower limit to upper limit	Please refer to the Financial Regulations
Compensation payments up to £50,000	Please refer to the Financial Regulations

<b>ACADEMY POLICIES &amp; PROCEDURES</b>	<b>Members</b>	<b>Board</b>	<b>A&amp;R</b>	<b>Pay Committee</b>	<b>LGB CPS</b>	<b>CEO</b>
Academy times, terms and holidays		A				
Change of Academy Age Range		A				
Expansion of Academy PAN		A				
Extension of Academy provision		A				
Pupil Premium Plan					A	
Suspension	Please refer to the policy					
Return after suspension	Please refer to the policy					
Permanent exclusions	Please refer to the policy					
Appeals against permanent exclusion		I				
Complaints appeals		I				
Admissions – Mid-year allocation of places						A
Admission appeals	Independent panel					

<b>PREMISES &amp; ASSETS</b>	<b>Members</b>	<b>Board</b>	<b>A&amp;R</b>	<b>Pay Committee</b>	<b>LGB CPS</b>	<b>CEO</b>
Asset Management Plan		A				

# Perryfields Enterprise Academy Trust

## MEMBERS

William Kett  
Sue Root  
Mark Siddall

## DIRECTORS

Samantha Edwards	-	Executive Headteacher
Joanna Clarke		
Julie Chandler		
John Nicholas	-	Chair of Trust Board
Bruce Verspeak		
Richard Whitten	-	Chair of Audit and Risk
Lauren Leonard	-	Chief Finance Officer

## Local Governing Body

Samantha Edwards	-	Headteacher
Joanna Clarke		
Julie Chandler	-	Chair of PJS LGB CPS
Naomi Drinkwater		
Kirsty Markscheffel		
John Nicholas		
Elsa Ranjith		
Louise Rooney		
Samantha Toovey		
Bruce Verspeak		
Richard Whitten		

Governor	Link Role	Board of Directors	Audit & Risk	LGB	Committee will be convened from trustees/governors available - majority to be trustees				Committee will be convened from governors available		Admissions	Head's Review  3 excluding staff
					Pay	Pay Appeals	Staff Discipline & Dismissal	Staff Discipline & Dismissal Appeals	Complaints	Pupil Discipline		
					<i>3 excluding Head or Staff</i>	<i>3 excluding Pay Comm</i>	<i>3 excluding Head or Staff</i>	<i>3 excluding Head or Staff</i>	<i>3 excluding Head or Staff</i>	<i>3 excluding Head or Staff</i>		
Sam Edwards		X	In attendance	X							Not Applicable as responsibility delegated by PEAT to the Headteacher of PJS	Not Applicable as Headteacher of Perryfields Junior School is the Executive Head and Review is conducted by the MAT Trust
Julie Chandler	Chair of Governors PPG, Sports Premium	X	X	X								
Joanna Clarke	Computing and e-safety including cyber security	X	X	X								
Naomi Drinkwater				X								
Kirsty Markscheffel				X								
John Nicholas	Chair of Trustees, H&S and Premises including inventory	X	X	X								
Elsa Ranjith				X								
Louise Rooney				X								
Samantha Toovey	Data Protection & GDPR			X								
Bruce Verspeak	SEND	X	X	X								
Richard Whitten	Chair of A&R Safeguarding & SCR, H&S and Premises - including inventory	X	X	x								

# Perryfields Enterprise Academy Trust

## Roles and Responsibilities

### Role Descriptor for MEMBERS

(refers to 4.7.2 Delegation of Powers of Directors)

The Reserved Matters are:-

1. To change the name of the Academies or the Academy Trust
2. To change the Objects (which would require Charity Commission and Secretary of State consent in any event)
3. To determine the educational character, mission or ethos of the Academies
4. To change the structure of the Board of Directors or the constitution and terms of reference of any committee of the Board of Directors
5. To alter or amend the Articles of Association or this Scheme
6. To pass a resolution to wind up an Academy or the Academy Trust
7. To establish a trading company
8. To sell, purchase, mortgage or charge any land in which the Academy Trust has an interest
9. To approve the annual estimates of income and expenditure (budgets) and major projects
10. To appoint auditors and investment advisers
11. To sign off the annual accounts
12. To appoint or dismiss the Chief Financial Officer, the Headteachers or the Clerk to the Directors
13. To settle the division of executive responsibilities between the Directors on the one hand and the Headteachers and the Chief Financial Officer on the other hand, and to settle the division of executive responsibilities between those individuals
14. To do any other act which the Funding Agreement expressly reserves to the Board of Directors or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part thereof)
15. To do any other act which the Articles expressly reserve to the Board of Directors or to another body
16. To do any other act which the Board of Directors determine to be a Reserved Matter from time to time

## Role Descriptor for Directors

### Overall purpose

Directors are responsible for the strategic direction, broad policy framework and oversight of the Trust and all its academies. They take decisions that are in the best interests the MAT as a whole and are not representative of any one of the constituent schools. The Directors are also Directors of the Academy which is a company limited by guarantee and registered as such at Companies House.

### Main duties and responsibilities

- To ensure that the activities of the Trust fulfill the objectives as described in the Articles of Association and the Memorandum of Understanding
- To ensure compliance with the Trust's duties under company and charity law
- To ensure the schools are compliant with all statutory obligations (eg curriculum, SEND, safeguarding)
- To safeguard the assets of the Trust
- To ensure the solvency of the trust and to abide by the agreements made with the Department for Education and Educational Funding Agency including the Master Funding Agreement and the Supplemental Funding Agreement and as defined in the current issue of the Academies Financial Handbook
- To determine the overall strategic direction and development of the Trust through good governance and clear strategic planning
- To approve the Trust's Strategic Plan
- To commit to and promote the strategy, aims and objectives of the Trust to the wider education community.
- To challenge and support the Trust's Executive Headteacher/CEO, senior staff and academy leaders to achieve the outcomes of the Strategic Plan
- To oversee the performance of the Trust and its academies and direct change where performance falls short of expectation
- To agree policies across the academies within the Trust
- To ensure that risks are mitigated where possible and otherwise effectively managed
- To review the Trust Board's terms of reference on a regular basis and to recommend any changes to the Board of Directors
- To approve the terms of reference of the Board's committees
- To approve the terms of reference of the Local Governing Bodies for the academies
- To approve the Trust's annual budget and monitor progress through the receipt of regular reports and to commission auditors
- To approve the annual budget for each academy and monitor expenditure against the budgets
- To approve the annual and other statutory reports
- To agree and review from annually the Scheme of Delegation to the schools
- To review the effectiveness and skill set of the Board and recommend appropriate changes to the Board of Members

- To appoint and, if deemed necessary, to remove the Executive Headteacher/CEO
- To commit to and promote the strategy, aims and objectives of the Trust to the wider education community.

### **Data Protection**

Trustees have an individual responsibility for data protection within the school. Personal data should not be accessed or shared without authorisation, and trustees must follow the relevant school policies:

- Privacy Notice
- Subject Access Request procedure
- Data Protection Policy
- Data Breach procedure
- Data Records Management & Retention policy
- Bring Your Own Device policy
- ICT Usage Agreement
- Third Party Requests for Information Process
- Confidentiality Agreement

### **Data Protection Training**

All trustees must undertake data protection training as part of their induction process.

Trustees will also be required to complete annual cyber security training to ensure that they are aware of cyber risks and understand the important role that they play in reducing the risk of a successful cyber attack.

Annual data protection refresher training will take place to reinforce the importance of trustees adhering to the legislation.

### **Reporting a data breach**

The trust has a Data Breach policy which sets out the process that should be followed in the event of a data breach occurring.

## Role Descriptor for the Executive Chair of Perryfields Enterprise Academy Trust

- To ensure the business of the Board is conducted properly, in accordance with legal and delegation requirements of the Trust;
- To ensure meetings are run effectively, focusing on priorities and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision-making;
- To establish and foster an effective relationship with the Executive Headteacher/CEO based on trust and mutual respect for each other's roles. The Chair has an important role in ensuring that the Board acts as a sounding board to the Executive Headteacher / CEO and provides strategic direction;
- To represent the educational values and principles of the Trust.
- To preside over the Board, ensuring fair and appropriate opportunity for all to contribute; suitable time allocations for discussion; directing towards consensus; clarifying and summing up actions and policies
- To develop a close and productive professional relationship with the Executive Headteacher/CEO based on achieving the purposes of the Board (see above)
- To support the Executive Headteacher/CEO to plan Board meetings to promote a collaborative approach to decision-making.
- To execute the responsibilities of the Chair according to the lawful and ethical standards
- To lead the Directors in the development of Trust's policies
- To liaise with the Executive Headteacher/CEO and the Clerk on the drafting of agendas and supporting papers for Director meetings and ensuring that the business is covered efficiently and effectively in those meetings.
- To undertake a leadership role in ensuring that the Board of Directors fulfils its responsibilities for the governance of the Perryfields Enterprise Academy Trust
- To ensure Director decisions are acted on
- To lead the Directors in determining the overall financial strategy to secure and allocate funding to the Trust's Academies
- To lead the Directors in determining the financial strategy to secure and allocate funding for the wider programmes and activities of the Trust
- To ensure that the performance of the Board as a whole, and the Directors individually, is reviewed on an annual basis.
- To support and contribute to the appraisal of the Executive Headteacher/CEO

## Role Descriptor for the Chair of Audit and Risk Committees

- To ensure the business of the Board is conducted properly, in accordance with legal and delegation requirements of the trust
- To ensure the terms of Reference of the A&R Committee are delivered
- To preside over the Committee, ensuring fair and appropriate opportunity for all to contribute; suitable time allocations for discussions; directing towards consensus; clarifying and summing up actions and policies
- To liaise with the Executive Headteacher/CEO/Business Manager and the Clerk on the drafting of agendas and supporting papers for Committee meetings ensuring that the business is covered efficiently and effectively in those meetings.
- To review and where necessary to challenge the actions and judgments of Trust and School Governance and Management in relation to financial reporting, accounting policies and practices, budgets, unusual transactions, disclosures, adjustments resulting from audits and compliance with Statutory Duties.

## Roles and Responsibilities – Local Governing Body Committee CPS

### Responsibilities

To:

- Maintain regular attendance at Full Governing Body Meetings
- Attend Committee Meetings as appropriate
- Understand the Role of LGB Governors and how this differs from management and the strategic role of the PEAT Board
- Endeavour to make a minimum of 2 visits a year to school to see the curriculum in action and complete a monitoring report form
- Attend annual SIP Meeting whenever possible and ensure this is monitored throughout the year
- Ensure minutes and information for meetings have been read beforehand and to be prepared for meetings with questions and challenges
- Undertake training as appropriate, particularly those relevant for Lead Governor Roles and changes in Governance

### Link Governor Roles and Responsibilities

#### Health and Safety

- Make sure the health and safety policy is up to date, complies with legislation, meets best practice and reflects the school's circumstances
- Make sure that staff know where to find the school's risk assessments and that these are up to date and carried out for all the relevant areas
- Seek assurance that risk assessments are up to scratch, and any risks are mitigated and dealt with appropriately
- Check the school's record of incidents and near misses to look for any patterns which could cause concern
- Make sure accidents are investigated and steps are taken to avoid them happening again
- Monitor how staff are managing health and safety by carrying out an audit of procedures once a year
- Make sure the school has an emergency plan
- Check that school staff receive relevant information from school management about health and safety and that there's a process to inform them of changes
- Check that school staff receive relevant and adequate health and safety training
- Make sure that names and work locations of first aiders and first aid boxes are displayed through the school
- Make sure all appropriate health and safety checks are carried out (for example, fire alarm tests)
- Attend any relevant training for health and safety link governors
- Report back to the governing board about health and safety issues and developments

The link governor will **not** conduct any health and safety checks themselves.

## ICT

Act as the link between governors and staff and to report to the board on areas including:

- Subject delivery
- Use of resources
- Attainment and progress
- Whether your school has relevant, up-to-date policies in place
- Progress towards the school's ICT strategy
- Online safety and cyber security

## Pupil Premium & Sports Premium

- Monitor how the school spends the pupil premium
- Monitor the impact of spending on targeted groups
- The attainment and progress of targeted pupils compared to others
- Monitors spending of sports premium and impact

## Safeguarding

- Make sure the school has suitable and up-to-date policies for:
  - Child protection
  - Staff code of conduct/staff behaviour
  - Handling allegations of abuse against staff and volunteers, including allegations that do not meet the harm threshold (low-level concerns)
- Monitor the school's safeguarding systems and procedures.
- Make sure the school has an appropriate safeguarding response to children who are absent from education, particularly on repeat occasions and/or for prolonged periods
- Make sure the school has appropriate online filtering and monitoring systems in place
- Make sure the school has appointed a designated safeguarding lead (DSL) from the senior leadership team (SLT), with the appropriate status and authority to carry out their duties
- Meet regularly with the DSL to monitor whether the school's policies and procedures are effective, and all staff and governors have had the appropriate level of training (as applicable)
- Make sure the DSL has the additional time, funding, training, resources and support needed to carry out the role effectively
- Make sure the school has appointed a designated teacher to promote the educational achievement of looked-after and previously looked-after children, and that this person has appropriate training
- Make sure the curriculum covers safeguarding, including online safety, which should be a running and interrelated theme in your whole school approach to safeguarding and related policies/procedures
- Make sure that checks to the single central record (SCR) are happening. They will not be checking the SCR themselves
- Keep the governing board up to date with statutory guidance relating to safeguarding and child protection, and any advice issued locally by the school's safeguarding partners
- Inform the board as to whether it needs to make any changes (e.g. in light of new regulations)
- Update the board on how monitoring activities are going
- Attend training for safeguarding link governors
- Make sure all governors and trustees receive safeguarding and child protection (including online) training at induction, which is regularly updated

## SEND Governor

The link governor for special educational needs and disabilities (SEND) will understand:

- The governing board's responsibilities under the special educational needs and disability (SEND) Code of Practice
- The different special educational needs and disabilities represented at the school
- The local and national policy context for SEND

They will make sure the school:

- Promotes an inclusive culture
- Has an effective communication channel with parents/carers of pupils with SEND
- Makes the necessary special educational provision for any pupil with SEN
- Meets the needs of pupils with SEND
- Makes reasonable adjustments in line with the Equality Act 2010
- Ensures that all pupils with SEND join in with the everyday activities of the school together with the children without SEND
- Puts pupil voice at the centre of decision-making about SEND support at both an individual and school level
- Has appointed a SENCO who has received appropriate training
- Provides training to all staff members as appropriate and has access to an external specialist if required
- Has a suitable and up-to-date SEN information report/policy, published on the website

They will meet the SENCO on a termly basis to monitor:

- All aspects of SEND provision
- That the school makes good use of its SEND budget and resources
- The progress of pupils with SEND
- That the SENCO is receiving enough time away from teaching to fulfil their responsibilities effectively

They will report to the governing board on the monitoring work carried out, ensuring that the board:

- Is up to date about issues related to SEND
- Considers SEND in any budget discussions
- Asks challenging questions about the school's SEND provision and strategies
- Has the information it needs to challenge and approve any changes to the SEND policy

### **Data Protection**

Governors have an individual responsibility for data protection within the school. Personal data should not be accessed or shared without authorisation, and trustees must follow the relevant school policies:

- Privacy Notice
- Subject Access Request procedure
- Data Protection Policy
- Data Breach procedure
- Data Records Management & Retention policy
- Bring Your Own Device policy
- ICT Usage Agreement
- Third Party Requests for Information Process
- Confidentiality Agreement

### **Data Protection Training**

All Governors must undertake data protection training as part of their induction process.

Governors will also be required to complete annual cyber security training to ensure that they are aware of cyber risks and understand the important role that they play in reducing the risk of a successful cyber attack.

Annual data protection refresher training will take place to reinforce the importance of governors adhering to the legislation.

### **Reporting a data breach**

The trust has a Data Breach policy which sets out the process that should be followed in the event of a data breach occurring.

# PERRYFIELDS ENTERPRISE ACADEMY TRUST

## MEMBERS – TERMS OF REFERENCE

### 1. Overview

These terms of reference reflect and reinforce the Articles of Association which, with statutes and funding agreements, guide the aims and scope of this Academy Trust. They should also be read in conjunction with the Scheme of Governance Management and Delegation.

### 2. Core Purpose

Members will act as a corporate body, with objectivity, creditability and honesty, and with the best interests of the Perryfields Enterprise Academy Trust at all times.

### 3. Composition of Members (as per the Articles of Association)

- ◆ The Articles require there to be a minimum of three Members, with no maximum.
- ◆ The Members may agree by passing a special resolution to appoint such additional Members as they think fit.

### 4. Quoracy

- ◆ The quorum shall be any 2 Members eligible to vote or a delegated proxy.

### 5. Terms of Office

There is no minimum term.

Membership will terminate automatically if:

- ◆ A Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
- ◆ A Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering his or her own affairs;

or

- ◆ A Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally.

### 6. Safeguarding

The appointment of all Members will not be confirmed until they have been subject to an enhanced disclosure and barring record check through the relevant school administrative officer, with the certificate number recorded.

## **7. Clerking**

Each meeting must be called, managed and minuted according to the Articles of Association. The Clerk must be formally appointed by the Board of Directors. Draft minutes should be presented to the Chair and the Headteacher within 15 working days of the meeting for consideration and should be circulated to all Directors and Members within a further 15 working days of receipt of approval from them both.

## **8. Meetings**

An AGM will be held annually. In accordance with Article 21 this will be convened by the Clerk with at least fourteen clear days' notice. As per Article 22 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

The Clerk will invite the election of a chairman for the meeting.

Each AGM should consider the following: -

- ◆ Receipt of the Annual Trustee Report
- ◆ Overview of the year from the Executive Headteacher and Executive Chair
- ◆ Consider the appointment of the auditors

## **9. Delegations**

Approve the appointment of the auditors.

The details of all powers and responsibilities delegated are set out in the Trust's Scheme of Delegation and the Trust's Financial Regulations.

# PERRYFIELDS ENTERPRISE ACADEMY TRUST

## BOARD OF DIRECTORS – TERMS OF REFERENCE

### 1. Overview

These terms of reference reflect and reinforce the Articles of Association which, with statutes and funding agreements, guide the aims and scope of this Academy Trust. They should also be read in conjunction with the Scheme of Governance Management and Delegation.

### 2. Core Purpose

The Board will act as a corporate body, with objectivity, creditability and honesty, and with the best interests of the Perryfields Enterprise Academy Trust at all times. The Board will work within DfE guidance, remain compliant with standards of public scrutiny and report any irregularities to the Headteacher.

### 3. Composition of the Board of Directors (as per the Articles of Association)

- ◆ The Articles require there to be a minimum of three Directors, with a maximum of 9.
- ◆ The constitution of the Board is set out in the Articles. The Board is constituted as follows: -
- ◆ up to 9 Directors appointed by Members
- ◆ the Executive Headteacher
- ◆ a minimum of 2 Parent Directors unless the Local Governing Bodies each include at least two Parent Governors
- ◆ co-opted Directors (appointed by Directors who are not themselves co-opted Directors): The Directors may not co-opt an employee of the Company as a Co-opted Director if thereby the number of Directors who are employees of the Company would exceed one-third of the total number of Directors (including the Chief Executive Officer)
- ◆ The Directors may, with reference to the size of the Board of Directors, co-opt Academy Headteachers and/or Chairs of Local Governing Bodies to the Board as Directors; this decision may be dependent on an Academy achieving, and maintaining, a category of Good or Outstanding.
- ◆ In accordance with the Articles, the Directors shall elect a Chairman and Vice Chairman from among their number each academic year.

#### 4. Quoracy

- ◆ The quorum shall be any 3 Directors, or where greater, any one half (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting
- ◆ Subject to Article 121, where there is an equal division of votes, the Executive Chair shall have a casting vote in addition to any other vote they may have
- ◆ The quorum for the purposes of:-
  - (a) appointing a Parent Director under Articles 56;
  - (b) any vote on the removal of a Director in accordance with Article 66;
  - (c) any vote on the removal of the chairman of the Directors in accordance with Article 90
 shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Directors entitled to vote on those matters above.

#### 5. Terms of Office

The term of office for any Director (other than Co-opted Directors under Article 58) shall be four years. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected.

#### 6. Safeguarding

The appointment of all Directors will not be confirmed until they have been subject to an enhanced disclosure and barring record check through the relevant school administrative officer, with the certificate number recorded.

#### 7. Clerking

Each meeting must be called, managed and minuted according to the Articles of Association. The Clerk must be formally appointed by the Board of Directors. Draft minutes should be presented to the Chair and the Headteacher within 15 working days of the meeting for consideration and should be circulated to all Directors and Members within a further 15 working days of receipt of approval from them both.

#### 8. Meetings

The Directors shall hold a meeting at least six times in any academic year. Meetings of the Directors shall be convened by the Clerk with at least one week's notice. Dates of meetings should be agreed and circulated for the forthcoming year's meetings at the Summer Term Board of Directors' meeting.

The Directors shall each school year, in accordance with Article 82, elect a chairman and a vice-chairman from among their number. A Director who is employed by the Company shall not be eligible for election as chairman or vice-chairman.

Each meeting of the Board should consider the following: -

- ◆ A report of the Trust's financial position (including sight of the minutes of the Trust's Audit Committee) and any funding issues
- ◆ Significant projects or contracts proposed to be entered into by the Trust
- ◆ Details of any significant matters affecting the Trust's staff
- ◆ Details of any significant matters affecting the pupils' welfare or education
- ◆ Details of any significant matters affecting the Trust's assets – for example, buildings, computers etc
- ◆ Details of any significant matters affecting student achievement, teaching standards or leadership standards.

## 9. Delegations

Subject to the provisions of the Companies Act 2006, the Articles of Association and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company (also known as the Trust).

The Directors may delegate to any Director, Committee (including any Local Governing Body or any other holder of executive office), such of their powers or functions as they consider desirable to be exercised by them. Any such delegation shall be made subject to any conditions the Directors may impose and may be revoked or altered.

Where any power or function of the Directors has been exercised by any Committee (including any Local Governing Body) any Director or any other holder of an executive office, that person shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of that action or making of that decision.

The details of all powers and responsibilities delegated are set out in the Trust's Scheme of Delegation and the Trust's Financial Regulations.

## 10. Powers to be exercised by the Trust's Board

### Annual Review of: -

#### Strategy

- ◆ Long-term strategy, vision and mission for the Trust
- ◆ Strategic risk register and disaster recovery plan (delegated to the Trust Audit Committee)
- ◆ Five year asset management plan
- ◆ Marketing and communication plan to promote the Trust as the destination of choice for parents

#### Governance

- ◆ Maintain a register of business interests
- ◆ Regularly confirm the appointment of contractors and tenders
- ◆ Review annually the establishment, terms of reference and membership of committees and their effectiveness
- ◆ Appoint the auditors. Appoint and remove accountants, Company Secretary, Clerk, Accounting Officer, Principal Finance Officer and other Trust executive officers
- ◆ Ensure compliance with all GDPR regulations, including; annual audit; termly agenda item for Board and LGB; all Directors complete GDPR training
- ◆ Approve the appointment, co-option and removal of persons and chairs to the Local Governing Bodies and Audit Committee
- ◆ Elect the Trust Chair and Vice Chair annually
- ◆ Approve the Scheme of Delegation annually
- ◆ Approve any changes to times of school sessions, dates of terms and holidays

#### Finance

- ◆ To consider the Trust's indicative budget, notified annually by the Department for Education and to assess the implications for the Trust in consultation with the Executive Headteacher, in advance of the year involved, drawing any matters of significance or concern to the attention of the appropriate Local Governing Body
- ◆ To contribute to the formulation of the Trust's Improvement plan through the consideration of financial priorities and proposals, in consultation with the Executive Headteacher, with the stated and agreed aims and objectives of the Multi Academy Trust.
- ◆ To receive the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency funds or balances, ensuring the compatibility of all such proposals with the development priorities set out in the development plan.
- ◆ To agree limits of delegation and virement.
- ◆ To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the Trust, and with the financial regulations of the DfE/~~EFA~~—drawing any matters of concern to the attention of the Board of Directors.
- ◆ To monitor and review procedures for ensuring the effective implementation and operation of financial procedures on a regular basis, including the implementation of bank account arrangements and, where appropriate, to make recommendations for improvements where necessary.
- ◆ To prepare the Directors' report to form part of the statutory accounts of the Trust and for filing in accordance with Companies' Act requirements.
- ◆ Approve the annual budgets for individual academy schools
- ◆ Approve the Annual Report, returns and accounts including the Governance Statement
- ◆ Ensure that all insurances are in place
- ◆ Inform the appropriate government agency if the Board suspects any irregularity affecting resources and approvals of any write-offs and other requirements of the DfE/~~EFA~~

### **Staff and Leadership**

To work with the Executive Headteacher at a strategic level, giving guidance and making recommendations on the following: -

- ◆ Senior leadership appointments
- ◆ Staff wellbeing including work/life balance, working conditions, absence management and support mechanisms
- ◆ Review effectiveness of management structure
- ◆ Review appraisals and performance management, ensuring fairness and consistency for all staff in line with DfE guidance
- ◆ Review pay and conditions, ensuring these are commensurate with national policy and reflect local needs and circumstances
- ◆ Review any disciplinary matters, grievances or complaints
- ◆ Succession planning for senior leadership roles

- ◆ Ensure that the Trust's HR policies are up to date and relevant
- ◆ Utilise data from performance management, exit interviews, equalities reviews and other surveys to ensure continuing improvements in standards.

### **Standards**

- ◆ After an Ofsted inspection review and approve a School Action Plan to ensure that all the recommendations and requirements of Ofsted will be fulfilled
- ◆ Ensure that the achievement of standards, delegated to Local Governing Bodies, is planned, resourced, tracked and continuously improved

### **Policies**

- ◆ Establish, monitor and review policies and procedures as per the Trust's Policy Schedule
- ◆ All Directors to sign the Code of Conduct on an annual basis

# Perryfields Enterprise Academy Trust

## Audit and Risk (A&R) Committee

### Terms of Reference

#### Composition

The audit committee is a sub-committee of the Board of Trustees and reports directly to the board.

Committee members shall be appointed by the Board of Trustees and shall consist of a least three trustees.

**Staff employed by the trust should not be members of the audit committee but may attend to provide information and participate in discussions.**

#### Quorum

A quorum shall be three

#### Clerking

The Board of Trustees must appoint a clerk to the committee. The clerk must not be the headteacher, CEO, CFO, Accounting Officer or a member of staff.

#### Purpose of the Committee

The audit committee oversees all systems, controls and processes that may have an impact on the trust's ability to meet its objectives. The audit committee ensure that:

- Effective and robust audit and governance functions are in place (both external and internal)
- adequate risk management processes are in place and assessed on a regular basis
- an adequate internal control environment is established and maintained
- ensure that internal scrutiny activities are independent, objective and for purpose

#### Audit Responsibilities

- To determine whether the performance of the external audit is satisfactory and effective and meets the requirements of the Trust
- To recommend to the Board of Directors the retention or replacement of the external auditor and, if the Committee recommends replacement, evaluate candidates for the appointment
- To review all issues related to any change of external auditor and the planned steps for an orderly transition:
- To review the terms of the external auditor's engagement, and the appropriateness and reasonableness of the proposed audit fees
- To review the audit plan with the external auditor and management; determine whether the management has provided full and open disclosure to the auditor's enquiries
- To review problems experienced by the external auditor in performing the audit, including any restriction imposed by management and all significant accounting issues on which there was a disagreement with

management, and review the post-audit or management letters containing the recommendation of the external auditor and reviewing management's response and subsequent follow-up to all identified weaknesses

- To meet with the external auditors in private at least once a year to ensure that there are no unresolved issues of concern and that full co-operation has been received
- To draw to the attention of the Board of Directors all financial matters of which the Committee has knowledge and which may materially affect the current or future position of the Trust
- To develop, maintain and review the systems in place to identify and monitor major business risks; the Chairman will report to the Board of Directors as appropriate on the areas of major business risk
- To verify the establishment of policies and procedures for monitoring compliance with applicable laws and with the Trust's policies as to authorisation of expenditures, leases and contracts and otherwise, and ascertain their adequacy and levels of compliance
- To endeavour to identify to the Board of Directors matters that expose Members/Directors to claims for which Members/Directors could be held personally liable
- To ascertain whether any Conflict of Interest guidelines are strictly complied with, and ensure that Members/Directors and Senior Management of schools within the Trust have submitted an annual return to confirm whether or not they have had any related party transactions with the Trust during the previous year
- To review the processes of governance to enable the Trust to implement best practice as set out in the appropriate guidance. This will include a comprehensive review of governance once every three years, the results of which are to be discussed at the following meeting of the Board of Directors. The Audit and Risk Committee Chairman may conduct the review himself or delegate responsibility to another Director.
- To be the responsible body for strategic estates management
- To review and recommend changes to its Terms of Reference, following completion of each annual audit.

#### **Risk Responsibilities**

- To oversee the risk register for approval by the Director, 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 risk register will include operational, financial, external and regulatory risks.
- To monitor any areas deemed to be of high risk.

The agenda for Committee meetings shall be determined by the Chairman of the Committee in consultation with other members of the Committee as appropriate and shall whenever possible be circulated in advance to persons attending the meeting and copied to the Chairman of the Board of Directors.

## Perryfields Enterprise Academy Trust

### Local Governing Body (LGB CPS) Terms of Reference

*These terms of reference are established in order to support the effective operation of Academies Local Governing Bodies.*

***These terms of reference may only be amended by the board of trustees. The functions, duties and proceedings of LGBs set out in these terms of reference shall also be subject to any regulations by the board of trustees from time to time.***

#### **1. The Trust and Local Governing Body**

- 1.1 The trust is a charitable company limited by guarantee. It has entered into a Master Funding Agreement with the Department for Education and a Supplement Funding Agreement in respect of the academies and so it is the trust that is ultimately responsible to the Department for Education pursuant to the Funding Agreement.
- 1.2 The trustees are the charity trustees (within the terms of section 177 of the Charities Act 2011) and responsible for the general control and management of the administration of the trust in accordance with the provisions set out in the Articles of Association.
- 1.3 The Local Governing Body shall be a Committee of the trustees established pursuant to Articles of Association.

#### **2. Membership of the Local Governing Body**

- 2.1 The membership of the LGB shall be as follows (unless the board of trustees resolve otherwise):
  - The Headteacher/Head of Academy
  - Two staff members of the academy
  - Up to *four* persons appointed by the board of trustees
  - Up to *three* other persons co-opted by members of the LGB
  - At least two parent members
- 2.2 No more than one third of the LGB Members may be employees of the trust.
- 2.3 The current LGB Members are set out in the register of LGB Members maintained by the trust.

- 2.4 The trustees shall:
- make all necessary arrangements for, and determine all other matters relating to, an election of parent LGB Members, including any question of whether a person is a parent of a registered pupil at an academy. Any election of a parent member which is contested shall be held by secret ballot.
  - make all necessary arrangements for, and determine all matters relating to, the election and/or appointment of staff LGB Members
- 2.5 The LGB Members may only appoint co-opted members with the consent of the board of trustees.
- 2.6 The terms of office for any LGB Member shall be four years, save that this time limit shall not apply to the Headteacher/Head of School. Subject to remaining eligible, any member may put themselves forward for re-appointment (as the case may be).
- 2.7 The LGB may continue to act notwithstanding a temporary vacancy in its composition.

### **3. Chair and Vice Chair of Local Governing Body**

- 3.1 The chair and vice Chair of the LGB shall be appointed at the start of each academic year by the LGB Members.
- 3.2 No person may act as chair under paragraph 2.1 if they are an employee of the trust.
- 3.3 Where the trust considers that there is not a suitable chair or vice chair from among the LGB Members they shall make the appointment.

### **4. Appointment of the Clerk to the Local Governing Body**

- 4.1 The clerk shall be appointed by the LGB for such term, at such remuneration and upon such conditions as they may think fit; and any clerk so appointed may be removed by them. The clerk shall not be a LGB Member. Notwithstanding this paragraph, the LGB Members may, where the clerk fails to attend a meeting of theirs, appoint any one of their number or any other person to act as clerk for the purposes of that meeting.

### **5. Authority, remit and responsibilities of the LGB**

- 5.1 The powers and functions delegated by the board of trustees to the LGBs are set out in the scheme of delegation (SoD) as approved by the board of trustees and in summary include the following:
- *To oversee, monitor, and hold the academy's leadership to account for*
    - the quality of education

- behaviour and attitudes
- personal development (and welfare)
- leadership and management
- *To oversee and monitor the effectiveness of learning strategies.*
- *To act as a critical friend to the Headteacher*
- *To represent the views of the community*
- *To support the Headteacher in pupil disciplinary and exclusion process where appropriate.*
- *To promptly implement and comply with any policies or procedures communicated to the LGB by the board of trustees from time to time.*
- *To draw any significant recommendations and matters of concern to the attention of the board of trustees.*

## **6. Proceedings of LGB Meetings**

- 6.1 The LGBs will meet as often as is necessary to fulfil their responsibilities but at least three times a year.
- 6.2 All meetings shall be convened by the clerk to the LGB, who shall send to LGB Members written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- 6.3 A special meeting of the LGB shall be called by the clerk whenever requested by the chair or at the request in writing by any three LGB Members. Where there are matters demanding urgent consideration, the chair or, in his absence the vice chair may waive the need for seven days' notice of the meeting and substitute such notice as he thinks fit.
- 6.4 The quorum for the transaction of the business of LGB shall be three LGB Members provided that at least one of them is a LGB Member appointed by the board of trustees (not including staff members or parent members).
- 6.5 If the number of LGB Members assembled for a meeting of the LGB does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the LGB the number of LGB Members present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 6.6 Every matter to be decided at a meeting of a LGB must be determined by a majority of the votes of the members present and voting on the matter.
- 6.7 Each LGB Member present in person shall be entitled to one vote.
- 6.8 Where there is an equal division of votes the chair shall have a casting vote.
- 6.9 A LGB Member may not vote by proxy.
- 6.10 A register of attendance shall be kept for each LGB and published annually.

- 6.11 LGBs may invite attendance at meetings from persons who are not LGB members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the chair but shall not be entitled to vote.
- 6.12 Any LGB Member shall be able to participate in meetings of the LGB by telephone or video conference provided that he has given reasonable notice to the clerk and that the LGB Members have access to the appropriate equipment.

## **7. Conduct of LGB Members**

- 7.1 All LGB Members shall observe at all times the provisions of the Code of Conduct.

## **8. LGB Members' Interests**

- 8.1 LGB Members are required to declare any business or other interests in any item being discussed at a meeting.
- 8.2 LGB Members, if present at a LGB meeting, disclose their interest, withdraw from the meeting and not vote on a matter if:
- there may be a conflict between their interests and the interests of any of the academies or the trust
  - there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required, or
  - they have a personal interest (this is where they and/or a close relative will be directly affected by the decision of the LGB in relation to that matter) in a matter

## **9. Disqualification and Removal of LGB Members**

- 9.1 A person shall be ineligible for appointment to a LGB and, if already appointed, shall immediately cease to be a member of the LGB if the relevant individual:
- is or becomes disqualified from holding office under the Articles of Association
  - is or becomes disqualified from holding office as a governor of a school or academy
  - is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people
  - is barred from any regulated activity relating to children
  - is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced
  - is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974)
  - has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as a LGB Member

- refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check
- commits a serious breach of the code of conduct or any standing order or protocol implemented by the board of trustees
- in the case of a LGB Member, is absent without the permission of the LGB Members from all their meetings held within a period of six months and the LGB Members resolve that his office be vacated
- resigns his/her office by notice in writing to the chair
- in the case of a Headteacher/Head of School, they cease to be the Headteacher/Head of School
- in the case of a LGB Member, their term of office expires and they are not re-appointed

9.2 The trustees shall make the right, at their sole discretion, to remove (on such terms as they see fit) any LGB Member by written notice to the chair.

## **10. Reporting Procedures**

10.1 Within *10 school days* of each meeting the LGB will produce and agree minutes of its meetings.

10.2 The LGBs will send to the board of trustees, copy of their minutes within *21 school days* of each meeting.

10.3 Each LGB shall conduct an annual review of its work and the powers and functions delegated to it under these terms of reference and shall report the outcome and make recommendations to the board of trustees.

## **11. Amendment of Terms of Reference**

11.1 This document should be subject to review at least once every twelve months.

## **12. Copies of Terms of Reference**

12.1 A copy of this document shall be given to every LGB Member and shall be available for inspection upon request by members of staff during normal office hours at the offices of the academy and the trust.

## **13. Effective Date**

13.1 These terms of reference shall come into effect, in relations to a LGB, on the establishment of the LGB or where revised on a date specified by the trustees.

# APPENDIX A Consent to be a Member

## PERRYFIELDS ENTERPRISE ACADEMY TRUST

I hereby consent to being a Member of the Company

As a Member of the Company, I hereby undertake to contribute to:

1. the assets of the Company in the event of it being wound up whilst I am a Member or within one year after I cease to be a Member
2. payment of the debts and liabilities of the Company contracted before I cease to be a Member and of the costs, charges and expenses of winding up; and
3. the adjustment of the rights of the contributories among themselves, such amount as may be required;

Provided that such amount does not exceed £10.

Signed .....

Full name .....

Address .....

.....

Date .....

Please sign and retain the additional copy of this document with your records.

**PERRYFIELDS ENTERPRISE ACADEMY TRUST:** a company limited by guarantee

Company Registration Number: 10446206

Registered Office: Perryfields Junior School Lawn Lane, Springfield, Chelmsford, Essex CM1 7PP

# APPENDIX B Director Declaration

## PERRYFIELDS ENTERPRISE ACADEMY TRUST (the “Company”)

I confirm that I am willing to act as a Director of the Company (a “Director”). I further confirm that I am not disqualified from so acting by virtue of any provisions of the Company’s Articles of Association including, but not limited to, the requirement that I am not disqualified from acting as a charity Director or director by virtue of section 178 of the Charities Act 2011 (extract included below).

Signed .....

Full name .....

Address .....

.....

Date .....

Please sign and retain the additional copy of this document with your records.

**PERRYFIELDS ENTERPRISE ACADEMY TRUST MULTI-ACADEMY TRUST:** a company limited by guarantee

Company Registration Number: 10446206

Registered Office: Perryfields Junior School Lawn Lane, Springfield, Chelmsford, Essex CM1 7PP

### Extract from Section 178 of the Charities Act 2011

#### 178 Persons disqualified from being charity Directors or Directors of a charity

- (1) A person (“P”) is disqualified from being a charity Director or Director for a charity in the following cases—
- Case A** P has been convicted of any offence involving dishonesty or deception.
  - Case B** P has been adjudged bankrupt or sequestration of P’s estate has been awarded and (in either case)—
    - (a) P has not been discharged, or
    - (b) P is the subject of a bankruptcy restrictions order or an interim order.
  - Case C** P has made a composition or arrangement with, or granted a trust deed for, creditors and has not been discharged in respect of it.
  - Case D** P has been removed from the office of charity Director or Director for a charity by an order made—
    - (a) by the Commission under section 79(2)(a) or by the Commission or the Commissioners under a relevant earlier enactment (as defined by section 179(5)), or
    - (b) by the High Court,
      - on the ground of any misconduct or mismanagement in the administration of the charity for which P was responsible or to which P was privy, or which P’s conduct contributed to or facilitated.
  - Case E** P has been removed, under section 34(5)(e) of the Charities and Director Investment (Scotland) Act 2005 (asp 10) (powers of the Court of Session) or the relevant earlier legislation (as defined by section 179(6)), from being concerned in the management or control of any body.
  - Case F** P is subject to—
    - (a) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/3150 (N.I.4)), or
    - (b) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of county court administration order).

## **APPENDIX C Code of Conduct**

### **PERRYFIELDS ENTERPRISE ACADEMY TRUST Directors**

This Code sets out the expectations on and commitment required from Directors in order for the Board to properly carry out its work within the Trust and the community.

#### **The purpose of the Directors**

The Board of Directors is the Trust's accountable body. It is responsible for the conduct of the Trust and for promoting high standards. The Board of Directors aims to ensure that children are attending a successful multi-academy trust which provides them with a good education and supports their well-being.

#### **The Board of Directors:**

- Sets the strategic direction of the Trust by:
  - Setting the values, aims and objectives for the Trust
  - Agreeing the policy framework for achieving those aims and objectives
  - Setting statutory targets
  - Agreeing the Trust improvement strategy which includes approving the Trust budget and agreeing the staffing structure
- Challenges and supports the Trust by monitoring, reviewing and evaluating:
  - The implementation and effectiveness of the policy framework
  - Progress towards targets
  - The implementation and effectiveness of the Trust improvement strategy
  - The budgets and the staffing structures
- Ensures accountability by:
  - Signing off the Self Evaluation Forms or the equivalent
  - Responding to Ofsted reports when necessary
  - Holding the Executive Headteacher to account for the performance of the Trust
  - Ensuring parents and pupils are involved, consulted and informed as appropriate
  - Making available information to the community
- Ensures the Executive Headteacher will deliver the aims (through the day to day management of the Trust, implementation of the agreed policy framework and Trust improvement strategy, and delivery of the curriculum) and report appropriately to the Directors.

For the Board of Directors to carry out their role effectively, Directors must be:

- Prepared and equipped to take their responsibilities seriously;
- Acknowledged as the accountable body by the lead professionals;
- Supported by the appropriate authorities in that task; and
- Willing and able to monitor and review their own performance.

#### **The role of a Director**

In law the Board of Directors is a corporate body, which means:

- No Director can act on her/his own without proper authority from the full Board of Directors;
- All Directors carry equal responsibility for decisions made, and
- Although appointed through different routes (i.e. parents, staff, additional), the overriding concern of all Directors has to be the welfare of the Trust as a whole.

## General

- We understand the purpose of the Directors and the role of the Lead Headteacher as set out above.
- All Directors must act with integrity, objectivity and honesty and in the best interests of the Trust - by signing this Code, we are aware and accept the 'The 7 Principles of Public Life' (see attached Appendix).
- We accept that we have no legal authority to act individually, except when the Board of Directors has given us delegated authority to do so, and therefore we will only speak on behalf of the Board of Directors when we have been specifically authorised to do so.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open government and will act appropriately.
- We accept collective responsibility for all decisions made by the Board of Directors or its delegated agents. This means that we will not speak against majority decisions outside the Directors' meeting.
- We will consider carefully how our decisions may affect the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our Trust. Our actions within the Trust and the local community will reflect this.
- We will always act in the best interest of the Trust as a whole and will not pursue a personal agenda or seek preferential treatment for any adult or child in the schools' communities.
- In making or responding to criticism or complaints affecting the Trust we will follow the procedures established by the Directors.
- All members of the MAT, including Directors and Members, are required to have an enhanced criminal records certificate from the DBS. Any person refusing to take part in a check or making a wrongful disclosure may be considered to be breaching this Code and may be removed from office
- If at any time an individual Director has concerns that someone who is, or may become involved, in governance may have links to extremism, or that a child might be at risk of extremism, or if there is any concern about extremism in a school within the Trust, this concern should be reported immediately to the Designated Safeguarding Lead within the school or contact [counter.extremism@education.gov.uk](mailto:counter.extremism@education.gov.uk) or on 0207 340 7264 [Report Extremism in Education - Start](#)
- Details including relevant material business or pecuniary interests, including any governance roles in other educational institutions must be published on the Trust's website and via EduBase for each person involved in governance of the Trust. This information must also include any material interests arising from close family relationships between those involved in governance or between them and senior employees. Anyone failing to provide information to enable these responsibilities to be undertaken may be in breach of this Code and, as a result may bring the Board into disrepute. In such cases the Board may consider suspension or removal from office

## Commitment

- We acknowledge that accepting office as a Director involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Directors, and accept our fair share of responsibilities, including service on committees or working groups.
- If acting as Directors, we will not go beyond our duties or act outside of the powers of authority conveyed on us and acknowledge that were we to do so we could be held liable to the Trust and/or third parties.
- If acting as Members of the Trust, we accept that we may be held responsible up to the limit in the Articles of Association, were the Trust to go bankrupt.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance in full why we are unable to.
- We will get to know the Trust well and respond to opportunities to involve ourselves in Trust activities.
- Our visits to the Trust schools will be arranged in advance with the staff and undertaken within the framework established by the Board of Directors and agreed with the Executive Headteacher/Headteacher.
- We will consider seriously our individual and collective needs for training and development and will undertake relevant training.
- We are committed to actively supporting and challenging the Executive Headteacher.

## Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other Directors.
- We will support the Chair of the Directors in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other Directors in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the Executive Headteacher, Headteachers, staff and parents, the local authority and other relevant agencies and the community.

## Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside Trust.
- We will exercise the greatest prudence at all times when discussions regarding Trust business arise outside a Directors' meeting.
- We will not reveal the details of any Director's vote.
- We should only speak to the media with the express permission of the Chair of the Board of Directors
- All allegations of breaches of confidentiality will be investigated under the Trust's complaints procedure and could result in the removal of a Director involved in such a breach

## Conflicts of interest

- The Board of Directors has a legal obligation to act in the best interests of the Perryfields Enterprise Academy Trust and, in accordance with its Articles of Association, and to avoid situations where there may be a potential, real or perceived, conflict of interest
- We should not exert any influence to obtain any preferential treatment for ourselves, our families, or other connected person or organisations. We are aware of, and act in accordance with, the MAT's policy and procedure on identifying and managing conflicts of interest
- We will record any pecuniary or other business interest that we have in connection with the Directors' businesses on the Register of Business Interests and will update this whenever a material change occurs
- We will declare any pecuniary interest - or a personal interest which could be perceived as a conflict of interest - in a matter under discussion at a meeting and offer to leave the meeting for the appropriate length of time.
- We understand that failure to declare an interest, real or perceived, could result in the complaints process being instigated and, depending on the circumstances and severity of the conflict, this may result in being removed from office

## Breach of this code of conduct

- If we believe this code has been breached, we will raise this issue with the Chair of the Directors and the Chair of the Directors will investigate; the Directors should only use suspension as a last resort after seeking to resolve any difficulties or disputes in more constructive ways
  - Should it be the Chair of the Directors that we believe has breached this code, another Director, such as the Vice Chair will investigate
  - We understand that any allegation of a material breach of this code of conduct by any Director shall be raised at a meeting of the Directors, and, if agreed to be substantiated by a majority of Directors, shall be minuted and can lead to consideration of suspension from the Directors.
- **The Directors of Perryfields Enterprise Academy Trust initially adopted this code of practice on 28 February 2017.**
  - **Directors will sign the declaration annually at the beginning of each academic year.**
  - **Please complete the declaration using MS Forms with the link sent to you by email.**

**Undertaking:**

As a member of the Board of Directors I will always have the well-being of the children and the reputation of the Trust at heart; I will do all I can to be an ambassador for the Trust, publicly supporting its aims, values and ethos; I will never say or do anything publicly that would embarrass the Trust, the Directors, the Executive Headteacher or staff.

Signed ..... Printed name .....

Date: .....

**Appendix: The Seven Principles of Public Life**

*(originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).*

**Selflessness**

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

**Integrity**

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

**Objectivity**

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

**Accountability**

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

**Openness**

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

**Honesty**

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

**Leadership**

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

## APPENDIX D PERRYFIELDS ENTERPRISE ACADEMY TRUST

### Local Governing Body - Governors Code of Conduct

This Code sets out the expectations on and commitment required from Governors in order for the LGB to properly carry out its work within the Trust and the community.

The governing body has adopted the following principles and procedures:

#### The purpose of the Governors

The LGB is a committee of PEAT and is accountable to the Board of Directors. It is responsible for its conduct to the Trust and for promoting high standards. The LGB aims to ensure that children are attending a successful school which provides them with an outstanding education and supports their well-being.

#### The Board of Directors:

- Sets the strategic direction of the Trust by:
  - Setting the values, aims and objectives for the Trust
  - Agreeing the policy framework for achieving those aims and objectives
  - Setting statutory targets
  - Agreeing the Trust improvement strategy which includes approving the Trust budget and agreeing the staffing structure
- Challenges and supports the Trust by monitoring, reviewing and evaluating:
  - The implementation and effectiveness of the policy framework
  - Progress towards targets
  - The implementation and effectiveness of the Trust improvement strategy
  - The budgets and the staffing structures
- Ensures accountability by:
  - Signing off the Self Evaluation Forms or the equivalent
  - Responding to Ofsted reports when necessary
  - Holding the Executive Headteacher to account for the performance of the Trust
  - Ensuring parents and pupils are involved, consulted and informed as appropriate
  - Making available information to the community
- Ensures the Executive Headteacher will deliver the aims (through the day to day management of the Trust, implementation of the agreed policy framework and Trust improvement strategy, and delivery of the curriculum) and report appropriately to the Directors.

For the Board of Directors to carry out their role effectively, Directors must be:

- Prepared and equipped to take their responsibilities seriously;
- Acknowledged as the accountable body by the lead professionals;
- Supported by the appropriate authorities in that task; and
- Willing and able to monitor and review their own performance.

## The Local Governing Body

### Ensures accountability by:

- meeting statutory duties
- preparing, with the Headteacher and Senior Leadership Team, the SIP for the school for approval by the directors
- monitoring the SIP
- monitoring progress towards targets
- performance managing the Headteacher
- engaging with stakeholders (parents & pupils)
- contributing to school self-evaluation
- complying with The Trust Scheme of Governance and Scheme of Delegation

### Ensuring financial probity by:

- setting the budget
- monitoring spending against the budget
- ensuring value for money is obtained
- ensuring risks to the organisation are managed
- complying with The Trust Scheme of Delegation and Financial Regulations

### For governing bodies to carry out their roles effectively, governors must be:

- prepared and equipped to take their responsibilities seriously
- acknowledged as the accountable body by the lead professionals
- supported by the appropriate authorities in that task
- willing and able to monitor and review their own performance

## The role of a Local Governing Body

The LGB is a corporate body, which means:

- No Governor can act on her/his own without proper authority from the full Board of Directors;
- All Governors carry equal responsibility for decisions made, and
- Although appointed through different routes (i.e. parents, staff, by the Trust) , the overriding concern of all governors has to be the welfare of the school as a whole. Governing bodies should be alert to the risk of becoming dominated by one particular mind-set or strand of opinion.

## **As individuals on the governing body, we agree to the following:**

### **Role & Responsibilities**

- We understand the purpose of the governing body and the role of the Headteacher.
- We are aware of and accept the Seven Nolan Principles of Public Life (see Appendix).
- We accept that we have no legal authority to act individually, except when the governing body has given us delegated authority to do so, and therefore we will only speak on behalf of the governing body when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the governing body or its delegated agents. This means that we will not speak against majority decisions outside the governing body meeting.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open government and will act appropriately.
- We will consider carefully how our decisions may affect the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our school. Our actions within the school and the local community will reflect this.
- We will always use social networking sites responsibly and ensure that neither our personal/professional reputation, nor the school's reputation is compromised by inappropriate postings.
- We will promote tolerance of and respect for those of different faiths and beliefs, races, genders, ages, disability and sexual orientation.
- In making or responding to criticism or complaints affecting the school we will follow the procedures established by the governing body.
- We will support the Headteacher and senior leadership team but challenge their expectations and hold them to account for school performance.

## General

- We understand the purpose of the Governors and the role of the Executive Headteacher/Headteacher and Board of Directors as set out above.
- All Governors must act with integrity, objectivity and honesty and in the best interests of the Trust - by signing this Code, we are aware and accept the 'The 7 Principles of Public Life' (see attached Appendix).
- We accept that we have no legal authority to act individually, except when the LGB or Board of Directors has given us delegated authority to do so, and therefore we will only speak on behalf of the LGB when we have been specifically authorised to do so.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open government and will act appropriately.
- We accept collective responsibility for all decisions made by the LGB or its delegated agents. This means that we will not speak against majority decisions outside the Directors' meeting.
- We will consider carefully how our decisions may affect this school, PEAT MAT, the community and other schools in the PEAT MAT.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our LGB. Our actions within the school, the local community and PEAT MAT will reflect this.
- We will always act in the best interest of the school and PEAT MAT as a whole and will not pursue a personal agenda or seek preferential treatment for any adult or child in the school's communities.
- In making or responding to criticism or complaints affecting the school or PEAT Mat we will follow the procedures established by the Board.
- All members of the LGB, are required to have an enhanced criminal records certificate from the DBS. Any person refusing to take part in a check or making a wrongful disclosure may be considered to be breaching this Code and may be removed from office
- If at any time an individual Governor has concerns that someone who is, or may become involved, in governance may have links to extremism, or that a child might be at risk of extremism, or if there is any concern about extremism in a school within the Trust, this concern should be reported immediately to the Designated Safeguarding Lead within the school or contact [counter.extremism@education.gov.uk](mailto:counter.extremism@education.gov.uk) or on 0207 340 7264
- Details including relevant material business or pecuniary interests, including any governance roles in other educational institutions must be published on the School and Trust's website and via EduBase for each person involved in governance of the Trust. This information must also include any material interests arising from close family relationships between those involved in governance or between them and senior employees. Anyone failing to provide information to enable these responsibilities to be undertaken may be in breach of this Code and, as a result may bring the Board into disrepute. In such cases the Board may consider suspension or removal from office

## **Commitment**

- We acknowledge that accepting office as a Governor involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the LGB, and accept our fair share of responsibilities, including service on committees or working groups.
- If acting as Governors, we will not go beyond our duties or act outside of the powers of authority conveyed on us, and acknowledge that were we to do so we could be held liable to the Trust and/or third parties.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance in full why we are unable to.
- We will get to know the school well and respond to opportunities to involve ourselves in school activities.
- Our visits to the school will be arranged in advance with the staff and undertaken within the framework established by the LGB and Board of Directors and agreed with the Executive Headteacher/Headteacher.
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training.
- We are committed to actively supporting and challenging the Executive Headteacher.

## **Relationships**

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other Governors.
- We will support the Chair of Governors in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other Governors in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the Executive Headteacher, Headteachers, staff and parents, the local authority and other relevant agencies and the community.

## **Confidentiality**

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside the LGB
- We will exercise the greatest prudence at all times when discussions regarding Trust business arise outside an LGB meeting.
- We will not reveal the details of any Governor's vote.
- We should only speak to the media with the express permission of the Chair of the Board of Directors
- All allegations of breaches of confidentiality will be investigated under the Trust's complaints procedure and could result in the removal of a Governor involved in such a breach

### **Conflicts of interest**

- The LGB has a legal obligation to act in the best interests of the school and the Perryfields Enterprise Academy Trust and, in accordance with its Articles of Association, and to avoid situations where there may be a potential, real or perceived, conflict of interest
- We should not exert any influence to obtain any preferential treatment for ourselves, our families, or other connected person or organisations. We are aware of, and act in accordance with, the school and PEAT MAT's policy and procedure on identifying and managing conflicts of interest
- We will record any pecuniary or other business interest that we have in connection with the Governors' businesses on the Register of Business Interests and will update this whenever a material change occurs
- We will declare any pecuniary interest - or a personal interest which could be perceived as a conflict of interest - in a matter under discussion at a meeting and offer to leave the meeting for the appropriate length of time.
- We understand that failure to declare an interest, real or perceived, could result in the complaints process being instigated and, depending on the circumstances and severity of the conflict, this may result in being removed from office

### **Breach of this code of conduct**

- If we believe this code has been breached, we will raise this issue with the Chair of Governors and the Chair of the LGB Governors will investigate; the Governors should only use suspension as a last resort after seeking to resolve any difficulties or disputes in more constructive ways
- Should it be the Chair of the Governors that we believe has breached this code, this will be referred to the Board of Directors
- We understand that any allegation of a material breach of this code of conduct by any Governor shall be raised at a meeting of the LGB, and, if agreed to be substantiated by a majority of Governors, shall be minuted and can lead to consideration of suspension from the LGB.

**The Governors of Perryfields Junior School adopted this code of practice on 4<sup>th</sup> October, 2018. Governors will sign the Code annually at the beginning of each academic year.**

**Undertaking:**

As a member of the Local Governing Body of Perryfields Junior School I will always have the well-being of the children and the reputation of the school and PEAT MAT at heart; I will do all I can to be an ambassador for the school and Trust, publicly supporting its aims, values and ethos; I will never say or do anything publicly that would embarrass the School, the Trust, the Directors, the Executive Headteacher or staff.

Signed .....

Printed name .....

Date: .....

**Appendix: The Seven Principles of Public Life**

*(originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).*

**Selflessness**

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

**Integrity**

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

**Objectivity**

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

**Accountability**

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

**Openness**

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

**Honesty**

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

**Leadership**

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

# Perryfields Enterprise Academy Trust

## Declaration of pecuniary and personal interest

Name: .....

School: .....

Position: .....

I declare as a Governor/Director of PERRYFIELDS ENTERPRISE ACADEMY TRUST / PERRYFIELDS JUNIOR SCHOOL\* that I hold the following personal and/or pecuniary interest(s):

\*Please delete as appropriate

<b>Pecuniary interests</b>	<b>Please provide details of the interest</b>	<b>Dates</b>
Current employment		
Businesses (of which I am a partner or sole proprietor)		
Company directorships – details of all companies of which I am a director		
Charity Directorships – details of all companies of which I am a Director/Trustee		
Membership of professional bodies, membership organisations, public bodies or special interest groups of which I am a member and have a position of general control or management		
Gifts or hospitality offered to you by external bodies while acting in your position as a governor/Director and whether this was declined or accepted in the last 12 months		
Contracts offered by you for the supply of goods and/or services to the trust/school		
Any other conflict		

<b>Personal interests</b>	<b>Name</b>	<b>Relationship to me</b>	<b>Organisation</b>	<b>Nature of the interest</b>
Immediate family/close connections to governor/Director Company directorships or Directorships of family/close connections to governor/Director				

**If you are a governor or Director of any other schools and/or academies, please provide details below:**

**Name of school/academy:** .....

.....

**Position held:** .....

**Date appointed/elected to post:** .....

**Date of termination to post:** .....

To the best of my knowledge the information supplied above is correct and complete. I understand that it is my responsibility to declare any conflict of interest/loyalty, business or personal that relates directly or indirectly to myself or any relation in any contract, proposed contract or other matter when present at a meeting at the school where such contract or matter comes under consideration. I understand that I must withdraw from any meeting during the discussion of such contract or matter and must not vote in respect of it.

I agree to review and update this declaration annually and give consent for the information provided to be used in accordance with the trust/school's conflicts of interest policy.

Signed: .....

Date: .....

## **Guidance notes**

Governors and Directors have a legal duty to act only in the best interests of their schools. Where a situation arises in which they cannot do this due to a personal interest they have, steps should be taken to identify, prevent and record the conflict. This ensures governors or Directors are acting in the best interests of the school.

In the declaration above, you must provide details relating to:

- Your ownership or partnership of a company or organisation which may be used by the trust/school to provide goods or services;
- Goods or services you offer which may be used by the trust/school;
- Any close relation you have to someone who satisfies either of the above;
- Any close relationship you have to someone who is employed by the trust/school.

Declaring your conflicts of interest is a legal requirement within the School Governance (Roles, Procedures and Allowances) (England) Regulations 2013 and for academies, in the Articles of Association and Academies Financial Handbook. However, making an annual declaration does not remove your requirement to make an oral disclosure of the interest and temporarily leave the meeting, where the interest is relevant to something being discussed.

### **Pecuniary interests**

Generally, governors should not participate in any discussions in which they may directly or indirectly benefit from a pecuniary interest, except where the relevant authority has authorised this i.e. legislation for maintained schools or articles of association for academies. A direct benefit refers to any personal financial benefit and an indirect benefit refers to any financial benefit you may have by virtue of a relationship to someone who stands to gain from a decision of the governing board. Both direct and indirect interests must be declared.

### **Non-pecuniary interests (Conflicts of loyalty)**

There may be a non-pecuniary interest whereby the governor does not stand to gain any benefit but a declaration should still be made. For example, this might be where a governor has a family member working in the school. While the governor might not benefit personally, their judgment could be impaired if something was brought up that would affect the family member.

## Handling the conflict

The governing board must make a decision as to whether or not they should take steps to remove the conflict by:

- Not pursuing the course of action it relates to; or
- Proceeding with it in an alternative way which does not give rise to conflict; or
- Not appointing the governor in question or seeking to secure their resignation.

In the minutes of the meeting, the following should be recorded:

- The nature of the conflict;
- Which governor(s) it relates to;
- Whether a declaration was made in advance of the meeting;
- A brief overview of what was discussed;
- Whether the governor(s) withdrew from the meeting;
- How the governors made the decision in the best interests of the school.

The School and Early Years Finance (England) Regulations 2013 provide for local authority financing schemes to keep a register of pecuniary interests for the Directors, governors and staff of schools. The register should be reviewed annually by the clerk to the governing body but any new interest or ceased interest, should be reported to the clerk as and when they occur. Upon completion, this signed form should be given to the clerk of governors whose responsibility it is to keep a register of all interests and review it annually. You can find NGA's model conflict register on the [NGA's website](#).

The Charity Commission has produced [guidance on dealing with conflicts of interests](#) which may be useful, even for schools that do not have charitable status.