



## Community Inclusive Trust (CIT) Governance

CIT is a multi-academy trust, a company limited by guarantee, which is constituted as a non-profit charitable trust, with a charitable object, i.e. to 'advance education for the public benefit' (Articles of Association – Annex 20). The Trust has entered into an academy agreement with the Secretary of State for Education to operate a number of schools (Funding Agreement – Annex 7).

The Trust acknowledges that the purpose of its governance structures and processes is:

*'To provide confident, **strategic leadership** and to provide **robust accountability, oversight and assurance** for the educational and financial performance of its schools and of the trust as a whole.'*

**DfE Governance Handbook, 2019**

The purpose of this document is to provide details of the Governance Model – the structure and processes operated by CIT. This document is reviewed annually in September.

### The Governance Model

As a result of its multi-academy trust structure, CIT uses two forms of governance, executive and non-executive, to secure the above purpose.

#### Executive Governance

Executive governance is delivered through line management of the Head Teachers, via the Director of Education - Primary, Director of Education - Special and the Chief Executive Officer (CEO). Executive governance focuses on setting and delivering challenging, but deliverable KPIs at each school and ensures that the Head Teachers are held to account for achieving these.

The CEO leads executive governance, is the Accounting Officer for all schools within the Trust and is ultimately accountable for standards in all schools. The CEO holds the Head Teachers of the Trust schools to account.

The Directors of Education champion the Trust's vision and strategies; they provide high levels of support and challenge, enable a culture of both ambition and honesty to be developed, and advocate for the needs of the schools.

The Chief Finance Officer (CFO) champions the Trust's approach to financial best practice and compliance. They report to the Accounting Officer (CEO) who is ultimately accountable for financial compliance and practice in line with the ESFA Financial Handbook.

#### **Executive Governance is delivered through:**

- Annual school 'health checks' which evaluate the performance of the schools using the current Ofsted inspection framework.
- Annual safeguarding health checks to check compliance.
- Regular line management meetings between the Trust's executive and the Head Teachers of the schools.
- Annual Financial Audit.



- Bi-monthly budget monitoring.
- Reporting through the CEO and executive leadership to the Board of Trustees.

### **Non-Executive Governance**

There are three layers to the non-executive governance structure in the Trust: Members, Trustees and Local School Boards.

#### **Non-executive governance is delivered through:**

- **Trust Board meetings** which hold the CEO to account for: the educational and financial performance of the Trust schools; delivery of the Trust's strategic priorities through the KPIs; matters linked to compliance and best practice linked to the operational running of the Trust (details of these assurance areas which the Board focussed on and the evidence base for each of these is provided in Annex 1). The Board also considers the key risks linked to its strategic priorities and how these are being mitigated. (*The Terms of Reference of the Trust Board is in Annex 14, and the Code of Conduct/roles description for Trustees in Annex 15*).
- **Trust Board committee meetings** - Finance, Audit and Estates; Human Resources and Safeguarding; Quality of Education - undertake scrutiny and challenge linked to Trust level matters of assurance linked to compliance, best practice and performance. These assurances are reported to the Trust Board. *The Terms of Reference of each of the Trust Board committees is in Annex 14*.
- **Local School Board (LSB) meetings and activity** which establishes for the Trust Board (through evidence scrutiny, challenge and debate) levels of independent assurance (**Confidence**) in relation to key aspects of the educational and other performance of the school they have oversight of (details of the areas of assurance reporting that the LSBs have responsibility for are provided in Annex 2). The LSBs also have responsibility for additional aspects of their schools which fall under the headings of:
  - **Community**
  - **Concerns**
  - **Celebration**
  - **Communication**
  - **Culture**
- Details of what features fall under each of these heading is given in Annex 3. *The Terms of Reference of the LSBs is in Annex 14 and the Code of Conduct/roles description for LSB 'Governors' in Annex 15*.
- **The Members group** undertakes scrutiny to ensure that the governance arrangements of the Trust are robust and that the strategic direction of the work of the Trust aligns with its charitable object. (*Details of the role of the Members and how they discharge their responsibilities is in Annex 4, Code of Conduct/roles description for Members in Annex 15*.)



**The following section describe how CIT governance arrangements address the DfE's characteristics of effective governance as detailed using a structure of six sections in their Governance Handbook. A range of documents are referenced which can be found in the Annexes to this documents.**

## **Strategic Leadership**

- The Trust has a clear statement of Vision, Mission and Values (see Annex 5) which has been developed in collaboration with the executive leaders.
- The Trust has a set of strategic priorities linked to the achievement of the vision and mission. Annual Key Performance Indicators (KPIs) are agreed linked to the Strategic Priorities (see Annex 16).
- Progress in relation to the KPIs is monitored by the Trust Board three times a year.
- The vision, mission and strategic priorities are reviewed annually at the start of each academic year and at other times as appropriate.
- The Trust Board has established a number of mechanisms to enable it to listen, understand and respond to stakeholder voices. These include the commissioning of surveys of students, staff and parents, together with a clear reporting line from the Local School Boards to each Trust Board meeting.
- Risk management is embedded at all levels of governance. The Board has a risk register which is aligned to its strategic priorities, which facilitates discussion regarding risk appetite and tolerance, plus assurance regarding risk management processes.

## **Accountability, oversight and assurance**

- The Trust Board's Quality of Education Scrutiny Committee undertakes a rigorous analysis of the intention, implementation and impact of the curriculum in each of the Trust's schools. It also monitors the steps that the CEO is taking to address any implications from this analysis.
- The Trust Board's HR and Safeguarding Committee provides effective oversight of the performance and framework for the pay and conditions of all staff and provides oversight of the Trust's role and responsibilities as a good employer (Terms of Reference of Committees Annex 14).
- The Board's HR and Safeguarding Committee provides effective oversight of the safeguarding arrangements that the Trust has in place to safeguard the pupils in each of its schools (Terms of Reference of Committees Annex 14).
- The Trust Board has a clear process for the performance management of the CEO which is linked to the Strategic Priorities of the Trust and which involves a 360-degree feedback related to a range of appropriate leadership competencies (see Annex 13).
- The Finance, Audit and Estates Committee supports the business and financial planning of the Trust, together with ensuring effective controls for managing available resources, regularity, propriety and value for money (Terms of Reference of Committees Annex 14).
- **Assurance.** The Board has a detailed Assurance Schedule (Annex 1) which describes the assurances linked to compliance and quality that it focusses on. Assurances are



sought at Board level through scrutiny of reports from the CEO and others, and a RAG rated assurance report from the LSBs. Levels of assurance and any consequent actions, for the CEO are clearly noted in the minutes of the meetings and follow up tracked. LSBs are expected to establish assurances via scrutiny and challenge of Head Teacher, together with information from their own evidence gathering through school visits. The results of assurance checks are reported to the Board through an assurance dashboard (Annex 9).

## People

- The Trust Board uses the DfE Competency Framework to ensure that it has the necessary skills amongst its members to deliver the governance function effectively and efficiently.
- The Trust Board is looking at how it ensures diversity of perspectives and active succession planning related to key non-executive roles to ensure effective governance.
- The role of Trustees is set out in Annex 15.
- **Conduct.** Members, Trustees and LSB Governors are expected to act in accordance with the Nolan principles for conduct in Public Office Trustees and LSB Governors are required to sign the CIT Code of Conduct which includes reference to the Nolan Principles and the Ethical Leadership Framework, on initial issue and if changes are made. Signed documents are retained by the Clerk to the Trust Board. The Board may, in accordance with the Articles, suspend or dismiss a Trustee or LSB Governor who acts in a way inconsistent with the professional ethos of the Board to bring the CIT into disrepute.
- **Recruitment.** The Board ensures that those involved in governance at all levels are recruited through transparent and robust processes.
- **Administration.** The Board employs a professional Clerk and a member of the Senior Leadership Team has an overview of the Trust's governance arrangements and acts as the Board's Company Secretary.

## Structures

- **Members:** The Trust will have 5 Members as required by the Articles of Association. The Members meet three times a year and provide objective oversight of the Trust Board's performance **and** decision-making. They ensure the Trust meets the charitable objectives as detailed in the Articles and to protect the values and ethos of the CIT. (The decision making powers of the Members is articulated in the Trust's Scheme of Delegated Authority - see Annex 8).

The details of the Members are listed on the CIT website <http://citacademies.co.uk>

- **Trustees:** The Board comprises 8 trustees, also known as directors, appointed by the Members in accordance with the Articles. The CEO is a non-voting Trustee, however, no other employee of the Trust can be a Trustee or member of any Board committees with the exception of the Local School Boards which includes staff members. Trustees are subject to the duties and responsibilities of charitable trustees and company directors in addition to the accountability and responsibility to the Members for all aspects of the Trust operation with a view to promoting high standards of educational achievement equally throughout all schools within the CIT. The Board meets a minimum of 4 times a year with a quorum of 3 Trustees, except in special circumstances (Article 119). Trustees' Terms of Office are 4 years, but can be re-appointed by the Members. The Chair and



Vice Chair are elected annually, but the Chair cannot hold the position for more than a 6-year stretch.

The details of the Trustees are listed on the CIT Trust website <http://citacademies.co.uk>

- **Committees.** The Board has three committees: Finance, Audit and Estates, Human Resources and Safeguarding (which also acts as the Remuneration and Nominations committee), Quality of Education Scrutiny committee. See Annex 14 for the Terms of Reference of the Board's committees and Annex 8 for the delegated authorities).
- **Local School Boards (LSBs):** Each Trust school has an LSB. These bodies do not have decision making powers. Their key role within the governance of the Trust is set out on the Scheme of Delegated Authority (Annex 8) and the Governance Assurance Schedule (Annex 1). The LSBs play a key role in providing assurances to the Board regarding education and other matters as set out in the Governance Assurance Schedule (Annex 1). They do this using an Assurances RAG report (Annex 9) to the Trust Board.
- **The Chairs of the LSBs** are appointed by the Trust Board. Other 'Governor' members of the LSBs are appointed by the LSBs themselves with parent and staff Governors coming forward by election.

The details of the individual Governors on the LSBs are listed on the relevant school website.

- **Executive Head Teacher.** The CEO has full accountability to the Trust Board for all schools within the Trust. The CEO will attend all Trust Board meetings.
- **Scheme of Delegated Authority:** Annex 8 sets out clearly where governance and executive functions are exercised. The Scheme is reviewed annually by the Trust Board.
- **Communication.** Effective communication within the Trust is essential to ensure smooth running, to meet the strategic aims, vision, values, key priorities, and to ensure that the statutory and legal requirements are continuously met within each school in the Trust. The Board has clear processes in place to ensure communication between all levels and structures of governance. The OnBoard platform is a secure electronic database, accessible remotely, containing all the information relevant to the governance of the Trust. The OnBoard platform is used to publicise all documents and papers for all Trust meetings and as a vehicle for discussions as necessary (further details of the communication systems within the Trust are provided in Annex 16).
- **Governance work planning.** The Trust's governance processes, including the relationship between the structural levels of governance are outlined in the **Governance Plans** (Annex 10). The schedule of governance meetings and how they relate to one another is articulated in Annex 11.

## Compliance

- The Chair of the Trust Board and the Board's Clerk ensure that the Trustees are aware of, and adheres to, the legislative requirements linked to education, employment, charity, company law and Equalities Act.
- The Clerk and the Company Secretary are responsible for ensuring that the Trust adheres to the requirements of the Academies Financial Handbook, the Trust's Funding Agreement, Articles of Association and company law.
- The Trust Board has a mechanism in place to ensure that the key governance duties and



responsibilities linked to safeguarding, inclusion, special educational needs and disability (SEND) and monitoring the impact of pupil premium and other targeted funding are undertaken effectively (see Annex 12).

- The Board has a set of Trust level policy documents which it provides input into and has responsibility for signing off. These are designed to ensure compliance and consistency across the Trust (see Annex 17).

## Evaluation

- The Trust Board undertakes regular skills audits of Trustees and the LSB governors. Analysis of the audits and a consideration of the links between the outcomes of the analysis and the Trust's strategic plan, inform the provision of professional development for all those involved in governance and to the recruitment needs at Board and LSB levels. The Trust uses the NGA skills audit for MATs framework.
- Self-evaluation is undertaken on an ongoing basis using the DfE Features of Effective Governance Framework and the Confederation of School Trusts' Improvement Capacity Framework (see Annex 18).
- The Trust Members undertake an annual review of governance effectiveness using the above tools. An external independent review is commissioned every three years.
- The Trust Board produces an annual impact statement against the three core functions of governance (Annex 19).
- The proceedings of the Governance work of the Trust at all levels is thoroughly documented and available to stakeholders through the Trust website. The documentation is retained in line with legal requirements.

