

Governance framework 2017-18



Version 3



Contents

Introduction.....	3
About this framework.....	3
What is an academy?	3
CfBT Schools Trust (CST)	3
Our vision and mission.....	3
Our values	3
CfBT Schools Trust governance structure.....	5
Role of the principal sponsor	5
Legal structure of CfBT Schools Trust	6
Relationship to the Department for Education (DfE)	6
Constitutional structure.....	6
Members.....	6
Board of Trustees (the Board).....	7
The Local Governing Body.....	8
Terms of reference.....	9
CfBT Schools Trust Trustee Board terms of reference	9
Overall responsibility	9
Main duties	9
Board Composition and Operation	12
Reporting and controls	13
Local Governing Body (LGB) terms of reference	14
1. Purpose	14
2. Responsibilities	14
3. Membership	14
4. Sub committees	15
5. Quorums	15
6. Meeting arrangements	16
7. Reporting arrangements	16
Rapid Improvement Board (RIB) terms of reference	17
1. Purpose	17
2. Responsibilities	17
3. Membership	17
4. Quorums	18

5. Sub committees	18
6. Meeting arrangements	18
7. Reporting arrangements	19
Underlying principles	20
Conflicts of interest.....	20
Code on conflict of interest.....	20
Conduct.....	21
Trustee indemnity insurance.....	21
Appendix 1: Memorandum of understanding	22
Background.....	22
CST vision.....	22
This Partnership agreement is between:.....	22
Aims of the partnership.....	22
Operational arrangements and formal management structures	22
Members - supervisory.....	22
Board of Trustees - strategic.....	22
CEO and the Central Executive Team (CE) - executive	22
Headteacher - operational.....	22
Local Governing Body or Rapid Improvement Board – oversight and challenge	22
Basic partnership propositions.....	23
Non-negotiables and exit strategy	24
Financial arrangements	24

Introduction

About this framework

This document is intended to provide an overview of the governance structure and systems of CfBT Schools Trust. It is not intended to be exhaustive and, in the event of an issue arising that is not covered, please refer in the first instance to the CST governance lead, Linda Sujeewon. It may be used for the induction of new Local Governors, and as a useful reference tool for community stakeholders and representatives of HMI/Ofsted/DfE.

What is an academy?

Academies are state-funded schools and are defined by law. There are currently three different types of academy within CfBT Schools Trust.

Converter academies are those schools which have achieved an Ofsted category of 'Good' or better and have chosen to convert to academy status. In converting, the school must agree to support a school or schools that are in challenging circumstances and/or in need of rapid improvement.

Sponsored academies are those schools where the standards of performance of pupils at the school are unacceptably low, and/or the school is in an Ofsted category of concern. The DfE has the power to require the school to become an academy and in doing so requires the school to have a 'sponsor'. After discussion with the school and the DfE, CfBT Schools Trust has agreed to sponsor the school and it has joined CfBT Schools Trust.

Free schools are schools proposed by community groups to be set up in order to provide education in a certain area. Campaigns for some of the Free Schools in CfBT Schools Trust have been led by community groups with CfBT Schools Trust's assistance; others have been led directly by CfBT Schools Trust.

CfBT Schools Trust (CST)

Our vision and mission

[Our vision is to transform lives by improving education.](#)

We want every child and young person to become a confident learner, aware of their role as a global citizen, and able to make a positive difference through their lives. We will inspire, challenge and support our leaders and teachers to make every lesson count.

We will work collaboratively, sharing what works in our teaching and learning practice and together help make our schools be the very best they can be

Our values

Our vision and approach are built on four values. These are:

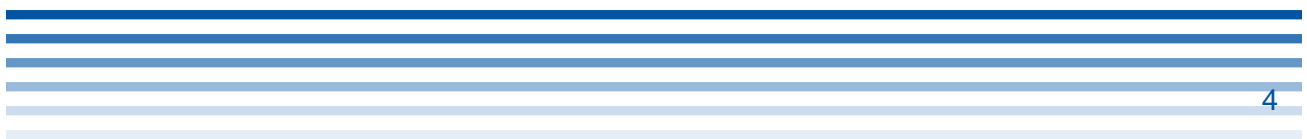
Excellence in learning outcomes, with an acknowledgement that this comes in many forms.

Integrity in the way we build trust and bring purpose to our work as an education charity.

Accountability through the rigorous and transparent assessment of our performance.

Collaboration in the way we take collective responsibility for each other and for the way we work together to achieve our overarching vision.

These values shape the way we work with individual schools, as well as the way the schools work with each other, to try to provide the best possible start in life for all our learners.



CfBT Schools Trust governance structure

Effective governance provides scrutiny and challenge to the leadership and operations of an organisation to ensure that it is delivering its objects.

The structure of governance at CST follows the hierarchy below:



Academy trusts are able to shape their governance arrangements according to their Articles of Association. CST is the legal entity for which the Board of Trustees is ultimately responsible, and the Local Governing Bodies attached to schools are sub-committees of this main Board.

The governance role exists to ensure that a CST school:

- is properly run
- demonstrates high standards in all aspects, including those inspected by Ofsted and other regulators
- fulfils the mission statement and vision of CST
- meets the needs of the beneficiaries – the pupils and community
- complies with legislation and statutory guidance.

Role of the principal sponsor

Education Development Trust (formerly CfBT Education Trust) set up CfBT Schools Trust (CST), specifically to deliver education through the provision of academies. It acts as the principal sponsor of CST, holding Trustees to account for the delivery of school improvement.

Education Development Trust is a not-for-profit international education company committed to transforming lives by improving education around the world.

Education Development Trust works in the UK and around the world, in countries across Europe, Africa, the Middle East and Asia. It has responsibility for managing major strategic government contracts and providing broader education consultancy services, as well as directly managing a growing number of schools.

Legal structure of CfBT Schools Trust

CfBT Schools Trust (called 'CST' or 'the Trust' in this document) is legally a charity as well as a company and is therefore subject to charity law and company law. CST is a company limited by guarantee which means that it has no shareholders and its assets, such as buildings and computers, must remain for the benefit of the charity.

It is exempt from registration with the Charity Commission as it is regulated by the ESFA. However, it must comply with Charity Law and operates in all other respects as any other charity. Like every other company, it is subject to the regulator for companies called Companies House. CST, therefore, has a company number (7468210).

Relationship to the Department for Education (DfE)

CfBT Schools Trust has signed a framework funding agreement called the Master Funding Agreement. For each academy, a Supplemental Funding Agreement has been signed with the DfE.

The DfE has delegated the day-to-day regulation of academies to the Education and Skills Funding Agency (ESFA) and it is the ESFA with which CST and your academy will have most dealings.

Local Authorities retain certain statutory functions, e.g. pupil admissions or special educational needs, and the academy will need to work with the Local Authority (LA) in these statutory areas. In other areas, such as the supply of services, it is up to your academy to decide how it wants to work with the LA. The CST executive team will be able to support academies in the procurement of services and should be referred to in the first instance.

Constitutional structure

Members

Members are required in order to comply with company law and are akin to shareholders of a commercial company (although no dividend is payable).

The role of the Members is to safeguard the mission, ethos and values of the Trust and to hold the Board of Trustees to account. They are able to appoint as well as dismiss Trustees on the CST Board.

The Members of CfBT Schools Trust are:

- Education Development Trust
- the Chairman of CfBT Schools Trust
- an independent Trustee.

Board of Trustees (the Board)

The CST Board is made up of:

- three representatives from Education Development Trust
- three independently recruited individuals
- the Chief Executive of CST if appointed as a Trustee (ex officio).

The Trustees have the usual duties of Trustees of a charity and are also Directors of the company under company law.

The Board delegates some of its work to committees. Each academy has a sub-committee which is known as the Local Governing Body or Rapid Improvement Board (RIB) and its members are known as Local Governors. Local Governors are appointed by the CST Board. Their roles and responsibilities are described further on in this section of the handbook.

All committees have responsibilities delegated to them by the Board which are summarised in the Scheme of Delegation. The Articles of CfBT Schools Trust set out the constitution of the Trust. The Board follows the Charity Commission Code of Governance 2017.

The Board is also accountable to external government agencies, including the DfE, for the quality of the education provided in CST academies. They are required to have systems in place through which they can assure themselves of the quality of the education and other legal matters, such as safeguarding and health and safety, across the Trust.

In order to help it discharge these responsibilities, the Board appoints people who are locally based to serve on the Local Governing Body (and RIBs) for each academy.

In order to fulfil its fiduciary duties, the Board reserves certain matters to itself and does not delegate those powers. However, it works in partnership to take account of any advice or feedback in these areas which a Local Governing Body may wish to pass on to the Board.

The Board has defined its key functions as follows:

- ensuring compliance with the objects, purposes and values of the charity
- ensuring compliance with the terms of the Master Funding Agreement (MFA) and Supplemental Agreements
- setting or approving high-level policies, plans and budgets and monitoring performance against them

- reviewing and agreeing high-level operational objectives
- ensuring the good performance and financial strength of the organisation generally
- ensuring that the Trust complies with relevant laws, regulations and requirements of its regulator
- setting and maintaining a framework of delegation and internal control
- agreeing or ratifying all policy decisions or decisions on matters which might create significant risk to the Trust.

The Local Governing Body

Local Governing Bodies have devolved responsibility for day-to-day academy governance under an agreed Scheme of Delegation. Under the Master Funding Agreement, the Board has the right of appointment and removal of all Local Governors except the Principal, who is an ex officio member.

As the ultimate point of accountability for the performance of their academies, the Board will monitor and challenge Local Governing Bodies, and will intervene where required to support school improvement. If a Local Governing Body is dissolved due to serious failures in leadership, it will be replaced by a Rapid Improvement Board until the school has improved its leadership capacity.

The key responsibilities of all CST Local Governing Bodies are to:

- monitor of standards and compliance on behalf of stakeholders
- act as guardians of the ethos, in association with the Headteacher and Regional Director
- support the Regional Director with Headteacher appraisal and pay committee meetings; act as critical friends, in association with the Regional Director
- challenge and support for Leadership Team and middle leaders, subject to Headteacher/ Regional Director guidance
- support for staff recruitment, retention and development
- link to key areas of the school (as agreed by Headteacher/ Regional Director), with periodic visits, reported back to LGB meetings
- have delegated responsibility for disciplinary panel hearings (staff and pupils), hearing complaints and admissions panels
- identifying support and sponsorship from the local community
- liaise with parents and other stakeholders.

Terms of reference

CfBT Schools Trust Trustee Board ¹ terms of reference

CfBT Schools Trust Trustee Board derives its authority and its responsibilities from two sources:

- Under the Charities Act 1993 the trustees of a Trust are “the people responsible under the Trust’s governing document for controlling the management and administration of the Trust, regardless of what they are called”. Trust law lays a number of specific duties on all Trust trustees, which are reflected in these terms of reference. In essence these are:
 - A duty of care, to ensure that the Trust works in pursuance only of its objects and that it delivers on these.
 - A duty of compliance with all relevant legislation and regulation.
 - A duty of prudence in respect of the Trust’s assets.
- Articles of Association set out the composition of the Board, the ways in which Trustees are appointed and their powers.

Overall responsibility

To hold CfBT Schools Trust ‘in trust’ for current and future beneficiaries by:

- Setting the vision, mission and values of CfBT Schools Trust.
- Developing strategy to achieve the Trust’s objects, and monitoring performance.
- Ensuring that the Trust seeks the views of current and future beneficiaries and that these are considered in developing strategy and delivering services.
- Acting as the guardians of the Trust’s assets, both tangible and intangible, taking all due care over their security, deployment and proper application.
- Ensuring that the Trust complies with all legal and regulatory requirements.
- Ensuring that the Trust’s governance is of the highest possible standard.

Main duties

1. Strategic direction

Ensure that the Trust has a clear vision, mission and strategic direction and is focused on achieving these. To work in partnership with the Chief Executive and other senior staff to ensure that:

- a. The Trust has a clear vision, mission and strategic plan that have been agreed by the Board, and that there is a common understanding of these by Trustees, staff and volunteers.

¹ Terms of reference for Trust Board committees (audit, finance, education and remuneration) are available on the CST Google hub, or on request.

- b. Operational plans and budgets support the vision, mission and strategic priorities.
- c. There are effective mechanisms to listen to the views of current beneficiaries, to identify possible future beneficiaries, to review the external environment for changes that might affect the Trust (environmental, political, financial, competitive, partnerships, alliances)
- d. There is regular review of the need for the Trust and for the services it provides or could provide and regular review of strategic plans and priorities.

2. Performance management

Be responsible for the performance of the Trust, for its impact upon stakeholders and for its corporate behaviour:

- a. To agree the mechanisms for measuring objectively the progress of the Trust in relation to its vision, mission, key areas of impact, strategic objectives/priorities, business plans and annual targets, and to receive regularly reports on the performance of the Trust.
- b. To ensure that the views of beneficiaries are regularly gathered and considered by the board, through both consultation and effective complaints systems.
- c. To agree Board policies relating to key areas of the Trust's business.
- d. To ensure that there are quality and service standards for major areas of delivery and that these are met.
- e. To articulate, with the help of the staff and others, the values of the Trust.
- f. To ensure that there are mechanisms for beneficiaries, employees, volunteers, other individuals, groups or organisations to bring to the attention of trustees any activity which threatens the probity of the Trust.
- g. To hold the Chief Executive to account for the management and administration of the Trust.
- h. To ensure that the Chief Executive receives regular, constructive feedback on his/her performance in managing the Trust and in meeting his/her annual and longer term targets and objectives.
- i. To ensure that the Trust has effective employment policies and processes in place, to recruit, train and develop staff and volunteers.

3. Compliance

Ensuring that the Trust complies with all legal and regulatory requirements:

- a. With the assistance of the Chief Executive and appropriate professional advisors be aware of and ensure the Trust complies with all legal, regulatory and statutory requirements.
- b. To maintain familiarity and comply with the rules and constitution that govern the Trust, and to review the constitution regularly.

4. Prudent management of assets

Being guardians of all the Trust's assets, both tangible and intangible, taking all due care over their security, deployment and proper application:

- a. To ensure the Trust's financial obligations are met and that there are adequate financial controls in place to ensure all monies due are received and properly applied and that all assets and liabilities are recorded.
- b. To act reasonably and prudently in all matters relating to the Trust and always to bear in mind the interests of the Trust.
- c. To be accountable for the solvency of the Trust.
- d. To ensure that intangible assets such as organisational knowledge and expertise, intellectual property, the Trust's good name and reputation etc are recognized, utilized and safeguarded.
- e. To review the condition and use of the properties and land, owned by the Trust as appropriate.
- f. To ensure that the major risks to which the Trust is exposed are reviewed annually and that systems have been established to mitigate or minimise these risks.

5. Good governance

Ensure that the Trust's governance is of the highest possible standard:

- a. To ensure that the Trust has a governance structure that is appropriate to a Trust of its size/complexity, stage of development, and its objects, reflects the diversity of its beneficiaries and that trustees are enabled to fulfil their responsibilities.
- b. To ensure that the Board's delegated authority is recorded in writing by means of minutes, terms of reference for Board committees and sub-committees, job descriptions for officers, Trustees and key staff, etc. and that clear reporting procedures back to the Board are recorded in writing and complied with.
- c. To ensure that the responsibilities delegated to the Chief Executive are clearly expressed and understood, and directions given to him/her come from the Board as a whole.
- d. To ensure the Board of Trustees regularly reviews the Trust's governance structure to an agreed programme, and the Board annually reviews its own performance.
- e. To ensure that major decisions and Board policies are made by the Trustees acting collectively.
- f. In consultation with the Chief Executive, to ensure that the Board has on it the skills it requires to govern the Trust well, and that the Board has access to, and considers, relevant external professional advice and expertise.

- g. To ensure that there is a systematic, open and fair procedure for the recruitment or co-option of Trustees, future Chairs of the Board and future Chief Executives with a view to succession planning.
- h. To ensure that all members of the Board receive appropriate induction on their appointment and that they continue to receive appropriate advice, information and training (both individual and collective).
- i. To ensure that Trustees have a code of conduct and comply with it, and that there are mechanisms for the removal of Trustees who do not abide by the Trustee code of conduct.

Further details of the Trustees' responsibilities and which of these are delegated to the Central Executive, Local Governing Body and Headteachers are summarised in the Scheme of Delegation.

Board Composition and Operation

1. Membership

Membership of the Board is determined by the Articles of Association. Trustees will serve for a fixed tenure of three years. One further term may be served upon re-appointment.

Trustees will be recruited in an open and transparent manner, with new Trustees receiving a comprehensive induction upon joining the Board. All Trustees will undertake an annual performance self-assessment which will be reviewed in discussion with the Chair.

2. Meetings

The Board will meet at least four times a year. There will be an annual cycle of meetings of which the agenda will reflect the Strategic Risk Register.

Meetings will normally take place in a trust school, but may occasionally be held in other parts of the country with the Board's agreement. The Board will also undertake consultation electronically when there are issues of urgency, which require a decision by the Board. Decisions made electronically will be ratified and minuted at the following Board meeting.

Meetings will be quorate and able to proceed with at least three Trustees present, except for in cases of the removal of Trustees when a quorum is two thirds of those entitled to vote (rounded up to a whole person)

The Executive and any other staff members that the Board chooses to invite will attend meetings in a non-voting capacity. The Chief Executive maybe appointed as an ex officio Trustee, however even if this is not the case he/she will be expected to attend every meeting.

3. Role of the Chair

The Chair is responsible for ensuring the trust adheres to its Articles of Association, and to these Terms of Reference.

The Chair should facilitate the Board to enable it to exercise its responsibilities and ensure the receipt of timely and sufficient information to enable the Board to perform its role.

The Chair is responsible for ensuring Board meetings are conducted in an atmosphere conducive to constructive and open dialogue.

The Chair will be appointed in accordance with the Articles of Association and will serve for a term of four years. One further term may be served upon re-appointment.

Reporting and controls

It is the Board's duty to present, through the timely publication of an annual report, annual accounts and other means, a balanced and readily understood assessment of the organisation's performance to:

- Members of the Trust
- Companies House
- Education Funding Agency.

Detailed financial guidance, including the role of external auditors, issued by the EFA, the Charity Commission and Financial Reporting Council must be observed.

The Board should prescribe the terms on which committees and sub-committees of the Board may be delegated functions.

Local Governing Body (LGB) terms of reference

1. Purpose

- To support CST in implementing its mission of advancing education for the public benefit by providing outstanding, sustainable education solutions that transform learning in schools.
- To be a link to the school community whilst providing challenge and support at local level.

2. Responsibilities

The LGB are accountable to the Board with specific delegation for strategy, monitoring, oversight and challenge within their school. They have three key responsibilities:

- a. To work with the schools' Regional Director/Director of Secondary Academies, Headteacher and Leadership Team to develop the schools' vision, ethos and the strategic direction within the overall CST strategy and local context.
- b. To support the Regional Director/Director of Secondary Academies in holding the Headteacher to account for the educational and financial performance of the school.
- c. To ensure money is well spent.

The LGB's delegated responsibilities are detailed on the CST Scheme of Delegation in force for the current academic year and sub divided into three core functions:

- strategic improvement
- support and challenge
- communication and collaboration.

3. Membership

- a. All Members of the LGB are subject to approval and appointment by the CST Board of Trustees through a recommended CST selection process. Applicants must fill in and sign the CST Local Governor appointment form current at the time of their appointment.
- b. The CST Board are responsible for the appointment (and if necessary removal) of the Chair of Local Governors. The standard term of office for a Chair will be four years from the appointment date.
- c. The removal of individual members of the LGB for whatever reason must be approved by the Board of Trustees.
- d. The Local Governors working in conjunction with CST will identify the skills required on the LGB, and assist in identifying potential sources of new Local Governors in the area.
- e. The membership of the LGB will be:
 - a Chair
 - the Headteacher or Principal (ex officio)
 - a minimum of five, but not more than 10, other Local Governors.

- f. It is expected that the Chair will have the relevant background and experience to hold the Headteacher and senior leadership to account.
- g. All Governors will participate in a LGB Skills Audit as required, to ensure there is breadth of appropriate skills across the LGB.
- h. There will be a nominated Safeguarding Local Governor, SEND Local Governor and Local Governor responsible for Pupil Premium.
- i. All parent and staff Local Governors will be appointed (by the CST Board of Trustees) based on the skills identified by the LGB Skills Audit.
- j. There will be up to two staff Local Governors on the LGB.
- k. The LGB will participate in Trust-wide quality assurance Local Governor audits.
- l. The LGB will be supported by the Clerk, whose appointment will be approved by the Chief Executive. They will attend and service all meetings.
- m. The Chair may invite members of staff or external 'experts' to attend for parts of a meeting to talk about specified topics or answer questions on reports sent to the LGB.
- n. Members unable to attend will be expected to give apologies and submit a verbal update on any relevant issues to the Chair in advance of the meeting.
- o. Local Governors absent who have not attended meetings for six months will lose their appointment on the LGB.

4. Sub committees

The LGB, depending on its size, may create sub committees to focus on specific issues identified by the LGB. Typically, this frequently centres round curriculum, standards, premises and finance.

Panels should be organised for extraordinary situations such as exclusions, admissions appeals and hearing grievances.

The Clerk should secure panel members from suitably qualified members of the local community, or local authority or independent service providers (e.g. in the case of admissions and independent review panels etc) or from the pool of Local Governors within CST.

The sub panels will report to the Headteacher except when an allegation has been made about the Head, in which case this will be reported to CST.

The sub committees and panels will report in to the main LGB.

5. Quorums

50% of members of the overall group shall constitute a quorum, at least one of whom must represent the school.

6. Meeting arrangements

- a. The LGB will meet at least once per half term.
- b. The times of meetings will be confirmed in advance when the annual calendar is agreed.
- c. Declarations of interest must be collated by the Clerk.

7. Reporting arrangements

- a. The Clerk will circulate the agenda relevant papers at least one week before the meeting.
- b. The Clerk will record attendance at meetings, issues discussed and all agreed actions and recommendations.
- c. The minutes will be circulated to the LGB in draft at least one week before the next full Governing Body meeting, for approval at the meeting. The Clerk will be responsible for sending minutes to CST when requested.
- d. In the absence of the Clerk, the Chair will nominate a replacement Clerk for that meeting.

Rapid Improvement Board (RIB) terms of reference

1. Purpose

- a. To support CST in implementing its mission of advancing education for the public benefit by providing outstanding, sustainable education solutions that transform learning in schools.
- b. A Rapid Improvement Board is set up when a CST school is deemed vulnerable and delegation is partly or wholly removed from the Local Governing Body.
- c. This part or whole removal of the LGB will usually follow an Ofsted inspection where leadership is deemed inadequate, or could be the result of some other circumstance such as when the LGB has been assessed by CST as having significant weaknesses.
- d. The role of the Rapid Improvement Board is to bring about sustainable, rapid improvement in the outcomes for pupils and significantly improve the quality of educational performance.

2. Responsibilities

The RIB is accountable to the Board of Trustees.

The RIB's delegated responsibilities will be set by the Trustees through the Chief Executive according to the needs of the school, but centre mainly around school improvement, financial probity, safeguarding, performance management and monitoring legal compliance. See the Scheme of Delegation, which highlights the RIB priority responsibilities. All other responsibilities will be completed by the Central Executive team or other appropriate agencies.

RIB Responsibilities

- a. To use expertise to ensure that there is clear and rapid progress in improving leadership in all areas.
- b. Receive, scrutinise and challenge regular reports on the progress of the improvement plan and updates on pupil outcomes.
- c. Evaluate the impact of specific actions in the improvement plan and statement of action, and its progress towards securing positive inspection outcomes.
- d. Secure essential services and resources to support further essential tasks to ensure rapid improvement at the school, within the context of the school budget.
- e. Provide regular reports and be directly accountable to the CST Chief Executive through his team.

3. Membership

- a. Membership of the RIB is set and selected wholly by CST.
- b. The appointment and dismissal of the Chair and other RIB members will be approved by CST Trustees.
- c. The membership of the RIB will be:

- a Chair
 - the Headteacher or Principal (ex officio)
 - at least one CST member of the central team
 - a minimum of two, but not more than five, CST appointed Local Governors.
- d. All RIB members will have the skills and experience to hold the Headteacher and Senior Leadership Team members to account.
 - e. All RIBs will devise an appropriate mechanism to canvas local and stakeholder opinion.
 - f. There will be a nominated Safeguarding Local Governor, SEND Local Governor and Local Governor responsible for monitoring Pupil Premium.
 - g. The RIB will be supported by the Clerk, whose appointment will be approved by the Chief Executive; they will attend and service all meetings.
 - h. The Chair may invite members of staff or external 'experts' to attend for parts of a meeting to talk about specified topics or answer questions on reports sent to the RIB.
 - i. Members unable to attend will be expected to give apologies and submit a verbal update on any relevant issues to the Chair in advance of the meeting.

4. Quorums

50% of the members of the overall group will constitute a quorum at least one of whom must be a representative of CST.

5. Sub committees

There are no sub committees within a RIB.

Panels should be organised for extraordinary situations such as exclusions, admissions appeals and hearing of grievances and staff appeals.

The Clerk should secure panel members from suitably qualified members of the local community, or local authority or independent service providers (e.g. in the case of admissions and independent review panels etc) or from the pool of Local Governors within CST.

The sub panels will report to the Headteacher except when an allegation has been made about the Head, in which case this will be reported to CST.

6. Meeting arrangements

- a. The RIB will meet monthly, but more often if required.
- b. The times of meetings will be confirmed in advance when the annual calendar is agreed.
- c. Declarations of interest must be collated by the Clerk.

7. Reporting arrangements

- a. The Clerk will circulate the agenda relevant papers at least one week before the meeting.
- b. The Clerk will record attendance at meetings, issues discussed and all agreed actions and recommendations.
- c. The minutes of the RIB meeting will be circulated to the LGB in draft one week before the next full RIB meeting, for approval at the meeting. The Clerk must provide minutes of meeting when requested by CST. Actionable plans must be circulated at least two days after the meeting in order to ensure a rapid response.
- d. In the absence of the Clerk, the Chair will nominate a replacement Clerk for that meeting.

Underlying principles

Conflicts of interest

One of the fundamental principles of charity law is that charity Trustees must act in the best interests of the charity and its beneficiaries.

A Trustee or Governor should declare any interest on an annual basis, with the declaration being minuted. If there is a financial interest, the Trustee or Local Governor must withdraw from the meeting and not take any further part in the discussion.

Rules on Declarations of Conflict of Interest also apply when a relative of the Trustee or Local Governor is involved – a so-called ‘Connected Party’.

Code on conflict of interest

The Board, committees of the Board (including Local Governing Bodies), members of staff and others within positions of authority and trust within CfBT Schools Trust, are required to maintain a high standard of conduct. No situation should arise where duty and personal interest might conflict, or where the actions of such a person brings CfBT Schools Trust into disrepute.

It is against CST policy to grant a benefit or make a payment to:

- any member of the Board, or a committee of the Board, with the exception of reasonable expenses
- any staff member, or Local Governor except under a contract of employment, or by approval of the Board
- close relatives (Connected Parties) of any member of the Board, a committee of the Board, or any member of staff.

A member of the Board should declare an interest if an item for discussion concerns him/her personally, or an organisation or business in which he/she is involved. If there are direct financial implications, the member will:

- declare an interest before discussion on the matter begins
- withdraw from that part of the meeting unless expressly invited to remain
- not be counted in the quorum for that part of the meeting
- in the case of a direct financial interest, have no vote in the matter
- in the case of any other interest, have no vote in the matter unless the other members consider that the interest gives rise to no actual conflict and that it is in the interests of CST for that member to vote.

Further requirements of any member of the Board are as follows:

- never to use his/her position within CST for his/her own gain or that of his/her family or associates
- to disclose any interest which could influence judgement or give the impression that any member of the Board is acting for personal motive
- to resign from the Board where any material breach occurs
- to advise the Chairman of the Board if he/she considers another member of the Board or a staff member has an interest
- to complete a CST Declaration of Interest form on an annual basis.

Conduct

All groups will encourage the open expression of views at their meetings, but accept collective responsibility for decisions or recommendations made by the group. This means individual members will not speak out against majority decisions in public or in private

Individual members of a group have no power or right to act on behalf of the group except where the whole group has delegated a specific function to that individual, or where statutory provisions specify that a function is to be exercised in a particular way.

Visits by group members to view the school will be undertaken by agreement with the school Headteacher.

In discharging their duties, groups will always be mindful of their responsibility to maintain and develop the ethos, reputation and good standing of CfBT Schools Trust and of the school.

Please refer to the Code of Conduct, which sets out in full the expectations for Local Governing Bodies and Rapid Improvement Boards.

Trustee indemnity insurance

This is an insurance policy that protects Trustees, Local Governors and senior staff in the event of claims made against them in their capacity as Trustee, Local Governor or senior staff – it is also known as ‘Directors’ and Officers’ Insurance’. Generally, this type of insurance will cover breach of trust claims and wrongful trading, and covers associated legal costs. However, the policy only covers claims where Trustees, Local Governors and senior staff have acted in good faith and not imprudently or fraudulently.

Appendix 1: Memorandum of understanding

Background

CfBT Schools Trust was set up by Education Development Trust, a leading international charity, to advance its mission of transforming lives by improving education.

CST vision

Transforming lives by improving education.

This Partnership agreement is between:

CfBT Schools Trust and all the academies and free schools in the Trust.

Aims of the partnership

We want every child and young person to become a confident learner, aware of their role as a global citizen, and able to make a positive difference through their lives.

We will inspire, challenge and support our leaders and teachers to make every lesson count. We will work collaboratively, sharing what works in our teaching and learning practice and together help make our schools be the very best.

The corner stone values of CST are Excellence, Integrity, Accountability and Collaboration.

Operational arrangements and formal management structures

This is a hierarchical structure:

Members - supervisory

Members hold the Board of Trustees to account and appoint and dismiss Trustees.

Board of Trustees - strategic

Trustees are legally responsible for all CST schools.

CEO and the Central Executive Team (CE) - executive

The CE team recommend strategic decisions to Trustees and oversee education and financial performance across the trust schools. The CE team provides a number of support mechanisms to schools in order to deliver, monitor and challenge.

Headteacher - operational

Operational at local level, with strategic authority within the school context.

Local Governing Body or Rapid Improvement Board – oversight and challenge

LGBs and RIBS are sub-committees to the Board of Trustees and have certain delegated responsibilities (as defined in the Scheme of Delegation) for oversight and challenging performance at local level.

Basic partnership propositions

CfBT Schools Trust will provide:	The schools in the Trust will respond by:
up-to-date policies and ensure school compliance	complying with CST policies
monitoring systems to oversee school improvement strategies and ensure these are effective	assisting in all monitoring processes
Trust-procured resources when this is a cost-effective strategy	accepting Trust procured resources
curriculum support through Regional Directors/Director of Secondary and subject specialist teachers	working collaboratively with CE team
finance support and professional governance	seeking and accepting Trust support on all finance and governance matters
mechanisms for managing risk across the Trust	complying with risk management procedures
audit of key areas, at least annually	complying with audit mechanisms and recommendations
recruitment support for Headteacher, Chairs of Governors and Local Governors	collaborating with CST on recruitment procedures
quality assurance services for monitoring teaching and learning	adopting Trust quality assurance measures
coordinated CPD for key groups within CST	attending Trust CPD where possible
legal and communications support	seeking advice from Trust legal and communications staff and complying with advice
support for governance at local level	collaborating with CST to develop local governance
performance management processes for Headteachers	collaborating with CST on performance management procedures
mechanisms for disseminating good practice	participating in the sharing of good practice
communication tools to and from CST	use the CST tools and communication procedures
a complaints mechanism from local governance to the CEO and Trustees.	following the complaints procedure.

Non-negotiables and exit strategy

A Trust school cannot leave the Trust unless the CST Board of Trustees and DfE each give permission.

All schools will adhere to the Scheme of Delegation, Local Governors’ Handbook and Financial Handbook.

All members of CfBT Schools Trust are bound by professional standards of behaviour and at local level all Local Governing Bodies must adhere to the CST Code of Conduct.

Financial arrangements

The fee will be set by the Trustees’ policy in force for each academic year.

Signed.....

School.....

Please return an electronic copy to lsujeewon@cfbt.com