



Nottingham Schools Trust Governance Arrangements

September 2017

Introduction

Nottingham Schools Trust (NST) has a developed Articles of Association based on the charitable companies model articles of association as published by the Charity Commission for England and Wales. This document (available from the NST Office) covers the following items;

- Liability
- Objects
- Powers
- Application of income and property
- Benefits and payments to charity directors and connected persons
- Payment for supply of goods
- Declaration of interest
- Conflicts of interests and conflicts of loyalties
- Members, classes and termination of membership
- General meetings-structure and process
- Trustees-powers, retirement and appointment, disqualification and removal, remuneration
- Delegation
- Minutes, accounts and annual return
- Communication
- Indemnity
- Disputes
- Dissolution
- Interpretation

The Trust has a number of layers of governance:

1) The Members

Nottingham Schools Trust is a company limited by guarantee. As such, the liability of the members is set at £10 in the Trust's Articles of Association. Each school who joins NST will nominate an individual to take on the role of member, normally either the Head Teacher or Chair of Governors.

Any school can apply to join NST by completing an application form (Appendix 1) which will be considered by the Board of Trustees. The Trustees can refuse an application if they consider it to be in the best interests of NST.

The functions of the Members includes:

- Overseeing the achievement of the objectives of the Trust.
- Taking part in Annual and Extraordinary General Meetings.
- Appointing trustees.
- Signing off the company's financial accounts and annual report.
- Ensuring probity and that the Trust meets its financial and legal obligations.
- Power to amend the Articles of Association and, ultimately, to remove trustees.

Overall, Members have much more limited practical involvement in the management of the Trust than the trustees.

Membership is terminated under any of the following circumstances:

- If the nominated member ceases to be employed by the school they represent, or be on it's governing body, membership is terminated immediately and it will be the school's responsibility to nominate another member.
- The member resigns in writing, unless, after the member's resignation there will only be two members remaining.
- The member dies.
- The annual membership fee is not paid within six months of it being due.
- The member is removed from membership by the Board of Trustees if they believe it is in the best interests of NST. A resolution to remove a member can only be passed if the member has been given at least 21 days written notice of the meeting of the trustees at which the resolution will be proposed and the reasons for the proposal. The member must also be given the chance to make representations at the meeting.

2) The Trustees have responsibility for setting the strategic direction of the Trust on behalf of the Members and their key responsibilities are to:

- Ensure the quality of educational provision.
- Carry out an annual appraisal of the CEO annually (October) - see Appendix 2
- Challenge and monitor the performance of the Trust.
- Monitor Trust finances and property.
- Exercise reasonable skill and care in carrying out their duties.
- Ensure that the Trust complies with charity and company law.
- Operate the Trust in accordance with the grant funding agreement signed with the Local Authority and its member schools / academies.

All member schools / academies / LA member nominate the Board of Trustees. Trustees will align themselves to the standard for professional governance and as such will check:

Overall Effectiveness – this includes setting the strategic direction, monitoring and evaluation, challenge and support, operational effectiveness, pursuing vision value aims and ethos, a range of policy reviews, self-evaluation - identifying strength and weakness and improvement priorities, budget setting, taking and monitoring financial responsibilities, staffing, target setting and performance management pay decisions.

Monitoring and Evaluation – this includes; the analysis of school / academy performance data, monitoring the quality of teaching and leadership, attendance and behaviour, developing curriculum breadth, taking account of stakeholder views.

Challenge and support – this includes; the setting of strategic targets and objectives, decision making, posing challenging questions, focusing on improvement, celebrating progress and success, understanding barriers to learning.

Operational effectiveness – this includes checking the content of Trust reports, sharing of information, demonstrating and applying appropriate skills and knowledge, sharing workload, establishing and maintaining membership recruitment and retention, attending appropriate training, managing the schedule of work including agendas, chairing meetings, induction of Trustees, organisation and administration.

The Board of Trustees will collectively demonstrate the following core skills;

Educational knowledge, skills and expertise
Previous experience of developing a charitable Trust
Robust governance
Legal expertise
A focus on and knowledge of the City of Nottingham and the East Midlands
HR expertise
Financial expertise
An up to date knowledge of national education policy
Commercial expertise
Marketing and communications expertise

No decision will be made by the Board of Trustees unless a quorum is present. The quorum for NST is three or the number nearest to one third of the total number of trustees.

The first Board of Trustees will be voted in on 19th October 2017 by NST members. At each subsequent annual meeting a third of the board of trustees will resign (or a number nearest to a third if the number of trustees is not a multiple of three). The vacated places on the board will then be filled following a vote by the members.

A trustee will cease to be a trustee under any of the following circumstances:

- The trustee ceases to be a trustee by virtue of the Companies Act or is prohibited by law from being a trustee.

- Is disqualified from being a trustee by virtue of sections 178 and 179 of the Charities Act 2011.
- The trustee, verified by a doctor treating that trustee, becomes physically or mentally incapable of acting as a trustee and may remain so for more than three months.
- The trustee resigns in writing, but only if at least two trustees will remain in office when the resignation takes effect.
- The trustee is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

3) Governors (Local School / Academy Governing Bodies)

In each school / stand alone academy, the governors are an integral part of the leadership. It is their role to:

- ensure that the school / academy is being run effectively
- hold the school / academy to account
- manage the performance of the Head Teacher
- develop their own partnerships and collaborations

Governance responsibilities-the responsibilities of each of the Governing Bodies are mapped below against those responsibilities held centrally by the Trustees;

Trust responsibilities

- Development of vision and core values
- Strategic Management
- Business Plan development
- Supporting the recruitment of Headteachers, Heads of School (jointly with the local governing body)
- Appraisal of Headteachers (included as part of the 5 day core offer) if required (jointly with the Chair of Governors/Appointed Governor/s on the Appraisal panel)
- School performance against KPIs
- Marketing and public relations
- Core joint policies

Governing Body responsibilities

- Implementation of Trust vision
- Curriculum provision
- Quality of classroom experience
- Pupil attainment and progress
- Pupil attendance and punctuality
- Enrichment activities
- School improvement plan implementation
- Budget management
- Special educational needs provision
- Statutory compliance and risk management
- Student behaviour and safety
- Safeguarding of pupils and staff
- Student exclusions and appeals
- Governor training
- Recruitment of staff according to agreed organisational structure
- Review of staffing structure for efficiency and affordability
- Evaluate performance management and appraisal systems and scrutinise any reward payments
- Staff disciplinary issues
- Premises management
- IT network management
- Reprographics and publishing
- Policies

4) CEO and Trust leadership

The Chief Executive is appointed and managed by the Trustees.

- The Chief Executive manages the core team / Trust staff, which provide support in the management of the Trust's day-to-day activities.
- The CEO will ensure the trust maintains its strong moral purpose and organisational values of excellence, integrity, accountability and collaboration.
- The CEO will chair both the Performance and Standards Committee and the Finance Audit Committee. Each of these Committees takes its representation from the Board of Trustees and the Members and monitors, checks, challenges and reviews progress across the year.
- The CEO will also ensure Head Teachers of all its member schools / academies are appraised annually by the appointed School Improvement Advisor as part of the school improvement offer.
- The Chief Executive is also designated as the Accounting Officer. This designation confers legal responsibility for financial and administrative matters.
- The Trust will appoint an external finance team and auditor to check and manage the Trust accounts to ensure they are compliant.
- The Core Team meets regularly and co-ordinates the policies and activities of the Trust in conjunction with the Trustees and Members.

Appendix 1 – application form to join Nottingham Schools Trust. Any application to join Nottingham Schools Trust (NST) will be considered by the Board of Trustees at the next meeting date after the application has been submitted.

Name of school:
Name and contact details of person completing the form:
Why does your school want to join NST?
What are your key school improvement priorities?
What are your areas of speciality/what support can your school offer to other NST schools?
Other comments:

Appendix 2; CEO Performance Appraisal

 CEO PERFORMANCE APPRAISAL OBJECTIVES 2017 - 18	
Objective One: Pupil Progress objective (D1, D2, D3, D4)	Target Date
Performance Criteria (actions agreed and success criteria)	
A. Action Agreed (some actions may be retrospective)	Timescale
B. Success Criteria	
CPD Support Agreed	

Objective Two: Leadership and Management (D1, D2, D3, D4)	Target Date
Performance Criteria (actions agreed and success criteria)	
A. Action Agreed (some actions may be retrospective)	Timescale
B. Success Criteria	
CPD Support Agreed	

Objective Three: Personal & Professional Development (D2, D3, D4)	Target Date
Performance Criteria (actions agreed and success criteria)	
A. Action Agreed (some actions may be retrospective)	Timescale
B. Success Criteria	
CPD Support Agreed	

REVIEW OF PERFORMANCE 2017 – 18

Initial/Context Comments:

Objective	Extent to which Performance Criteria have been met
1	
2	
3	

Overall Performance of Head Teacher:

National Standards of Excellence for Head Teachers 2016
<ul style="list-style-type: none"> • Domain 1: Qualities and Knowledge • Domain 2: Pupils and Staff • Domain 3: Systems and Processes • Domain 4: The Self Improving School System

Domain One	Comments
Excellent headteachers: qualities and knowledge	
1 Hold and articulate clear values and moral purpose, focused on providing a world-class education for the pupils they serve.	
2 Demonstrate optimistic personal behaviour, positive relationships and attitudes towards their pupils and staff, and towards parents, governors and members of the local community.	
3 Lead by example - with integrity, creativity, resilience, and clarity - drawing on their own scholarship, expertise and skills, and that of those around them.	
4 Sustain wide, current knowledge and understanding of education and school systems locally, nationally and globally, and pursue continuous professional development.	
5 Work with political and financial astuteness, within a clear set of principles centred on the school's vision, ably translating local and national policy into the school's context.	
6 Communicate compellingly the school's vision and drive the strategic leadership, empowering all pupils and staff to excel.	
Domain Two	
Excellent headteachers: pupils and staff	
1 Demand ambitious standards for all pupils, overcoming disadvantage and advancing equality, instilling a strong sense of accountability in staff for the impact of their work on pupils' outcomes.	
2 Secure excellent teaching through an analytical understanding of how pupils learn and of the core features of successful classroom practice and curriculum design, leading to rich curriculum opportunities and pupils' well-being.	
3 Establish an educational culture of 'open classrooms' as a basis for sharing best practice within and between schools, drawing on and conducting relevant research and robust data analysis.	
4 Create an ethos within which all staff are motivated and supported to develop their own skills and subject knowledge, and to support each other.	
5 Identify emerging talents, coaching current and aspiring leaders in a climate where excellence is the standard, leading to clear succession planning.	
6 Hold all staff to account for their professional conduct and practice.	
Domain Three	
Excellent headteachers: systems and process	

1	Ensure that the school's systems, organisation and processes are well considered, efficient and fit for purpose, upholding the principles of transparency, integrity and probity.	
2	Provide a safe, calm and well-ordered environment for all pupils and staff, focused on safeguarding pupils and developing their exemplary behaviour in school and in the wider society.	
3	Establish rigorous, fair and transparent systems and measures for managing the performance of all staff, addressing any under-performance, supporting staff to improve and valuing excellent practice.	
4	Welcome strong governance and actively support the governing board to understand its role and deliver its functions effectively – in particular its functions to set school strategy and hold the headteacher to account for pupil, staff and financial performance.	
5	Exercise strategic, curriculum-led financial planning to ensure the equitable deployment of budgets and resources, in the best interests of pupils' achievements and the school's sustainability.	
6	Distribute leadership throughout the organisation, forging teams of colleagues who have distinct roles and responsibilities and hold each other to account for their decision making.	
Domain Four		
Excellent headteachers: the self-improving school system		
1	Create outward-facing schools which work with other schools and organisations - in a climate of mutual challenge - to champion best practice and secure excellent achievements for all pupils.	
2	Develop effective relationships with fellow professionals and colleagues in other public services to improve academic and social outcomes for all pupils.	
3	Challenge educational orthodoxies in the best interests of achieving excellence, harnessing the findings of well evidenced research to frame self-regulating and self-improving schools.	
4	Shape the current and future quality of the teaching profession through high quality training and sustained professional development for all staff.	
5	Model entrepreneurial and innovative approaches to school improvement, leadership and governance, confident of the vital contribution of internal and external accountability.	
6	Inspire and influence others - within and beyond schools - to believe in the fundamental importance of education in young people's lives and to promote the value of education.	

Additional Governor's Comments:

HEAD TEACHER PERFORMANCE PAY PROGRESSION	
<i>Recommendation to the Governors</i>	
Name of Head Teacher:	
Post held:	

If the above named Head Teacher is eligible for pay progression on the leadership spine, then:
Based on the evidence available at the final review of overall performance for
2017-18

We can

We cannot

recommend this performance pay progression consisting of

Date of submission to Governors:	
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Signature of Reviewee:	
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Post held:	
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Signature of Reviewee:	
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Appendix 3

DECLARATION OF INTEREST/REGISTER OF PECUNIARY INTERESTS – NOTES OF GUIDANCE

Declaration of Interest

1. NST regulations require any person who is present at a meeting of the board of trustees or one of its committees to declare a pecuniary interest direct or indirect. This relates to any contract, proposed contract or other matter that is being considered. The person must disclose the fact as soon as is practical at the meeting and must withdraw from the meeting during consideration or discussion of the contract or matter concerned. In addition, the person cannot vote on any question with respect to the contract or matter.
2. A trustee who is in a position to influence a decision of the trust, and with pecuniary interest in a personal capacity in any contract with the school, shall declare that interest in writing to the chair. Such declaration shall be recorded in a register of “pecuniary interests.”
3. There is not a comprehensive definition of what constitutes a pecuniary interest. In all cases, the natural meaning of the words has to be in the particular context of the contract or other matter being discussed.

Direct Pecuniary Interests

The following are examples of a direct pecuniary interest:

- actual payments;
- receipts or cash in kind;
- benefits or losses arising from the value of assets (e.g. land owned by a trustee or a member of staff that might be affected by proposals about the school’s land or buildings).

Indirect Pecuniary Interests

A number of matters can be treated as an indirect pecuniary interest. Some examples are as follows:

- a trustee owns shares in or is a member of a company or another body which has a direct pecuniary interest;
- trustee is a business partner of a person or company who has a direct pecuniary interest;

- a trustee has a spouse or is living with another person who has an interest in the contract or matter being discussed;
- the contract or matter relates to an appointment at the trust which could result in another vacancy for which the trustee could be candidate.

Interests that are not Pecuniary

Some matters are not considered as creating a pecuniary interest. Some examples are as follows:

- being a Councillor on a local authority
- having interests that are non-pecuniary;
- having an interest that is so remote or insignificant that it cannot reasonably be regarded as likely to influence a trustee.

Duty to Declare

1. Trustees are bound by Financial Regulations and, therefore, must declare in the Register any pecuniary interest they have in a personal capacity in any contract relating to the trust. The declaration must be in writing and be recorded in the Register.
2. Observance of these rules is the responsibility of the individual trustee.

Appendix 4

REGISTER OF PECUNIARY INTERESTS

Form to be completed by all Trustees

I,[NAME]

a trustee confirm that I have read the Notes of Guidance and am aware of the requirements as far as they are explained in the Notes of Guidance.

I set out below my pecuniary interests

1. Have you connections/membership/shares in companies etc, which have direct pecuniary interest in the trust?

Yes

No

If yes, please specify

2. Have you any other pecuniary interests as explained in the Notes of Guidance?

Yes

No

If yes, please specify

Signature Date.....

Please return to the CEO of NST within 7 days for insertion in the Register of Pecuniary Interests.