



Nottingham Schools Trust Governance Arrangements

Amended September 2020

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Introduction

Nottingham Schools Trust (NST) uploaded its amended Articles of Association 11th July 2019. This document (available on the Companies House website) covers the following items;

- Interpretation
- Object
- Powers
- Income
- Winding up
- Guarantee
- Unanimous decisions
- Calling A directors' meeting
- Quorum for directors' meetings
- Charing of directors' meetings
- Casting vote
- Directors' conflicts of interest
- Record of decisions to be kept
- Number of directors
- Appointment of directors
- Termination of director's appointment
- Secretary
- Change of company name
- Membership
- Termination of membership
- General meetings
- Votes of members
- Poll votes
- Proxies
- Means of communication to be used
- Rules
- Indemnity and insurance

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 Directors. The Directors can refuse an application if they do not 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 termly, Annual and Extraordinary General Meetings.
- Appointing Directors.
- 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 Directors.

Members: becoming and ceasing to be a member

The Company shall admit to Membership an individual or organisation which:

- (a) applies to the Company using the application process approved by the directors; and
- (b) is approved by the directors.

The directors may in their absolute discretion decline to accept any application for Membership and need not give reasons for doing so. The directors may prescribe criteria for Membership of the Company but shall not be obliged to accept persons fulfilling those criteria as Members.

The directors may establish different classes of Members and set out the different rights and obligations for each class, with such rights and obligations recorded in the Register of Members.

Membership is not transferable.

Termination of membership

Membership is terminated if:

- (c) the Member dies or, if it is an organisation, ceases to exist;
- (d) the Member resigns by written notice to the Company unless, after the resignation, there would be less than two Members;
- (e) where the Member was accepted for membership as a representative of a governing body or academy or employee of a school and that Member ceases to be employed by that school or academy or ceases to be on the governing body of that school; and
- (f) any sum due from the Member to the Company is not paid in full within six months of it falling due.

The directors may terminate the Membership of any Member without his consent by giving the Member written notice if, in the reasonable opinion of the directors, the Member:

- (g) is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and directors into disrepute; or
- (h) has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or
- (i) has failed to observe the terms of these Articles and the Rules.

Following such termination, the Member shall be removed from the Register of Members.

The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the Membership of a Member.

A Member whose Membership is terminated under this Article shall not be entitled to a refund of any subscription or Membership fee.

Board of Directors

Directors 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 company law.
- Operate the Trust in accordance with the grant/contract funding agreement that has been signed with the Local Authority and its member schools / academies.

All member schools / academies / LA member nominate the Board of Directors. Directors 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 Directors, organisation and administration.

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

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

No decision will be made by the Board of Directors unless a quorum is present. The quorum for NST is three or the number nearest to one third of the total number of Directors. The first Board of Directors was voted in on 19th October 2017 by NST members. The vacated places on the board are filled following a vote by the members. The CEO is exempt from this process.

A person shall cease to be a director as soon as:

- (j) that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
- (k) a bankruptcy order is made against that person;
- (l) a composition is made with that person's creditors generally in satisfaction of that person's debts;

- (m) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (n) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms

If the director is absent without the permission of the other directors, from at least 2/3rds of the directors' meetings held in any twelve month period then such director will cease to be a director if a notice is served on that director signed by or on behalf of all of the other directors of the Company stating that he or she shall cease to be a director with immediate effect (and such notice may consist of several copies each signed by one or more directors of the Company). A person shall also cease to be a director if he is convicted of a criminal offence (other than a minor motoring offence) and a majority of the other directors resolve that he cease to be a director.

The Board of Directors have formed two sub committees that meet termly. These are;

1. The Finance, Audit and Risk Committee
2. The Performance and Standards Committee

Terms of Reference - Finance, Audit and Risk Committee

The Finance, Audit and Risk committee's primary role is to oversee the effective financial and risk management of NST and to report and make recommendations to the Board thereon.

1. To consider the Trusts annual budget and indicative funding prior to Trustee approval, especially financial priorities in the light of the Trusts Development Plan, and to alert the Board of Directors to any matters of risk.
2. On a termly basis, to monitor and review expenditure and income against the budget and to ensure compliance with all the appropriate regulations.
3. To consider the medium term financial plan of the Trust (three year plan) and report to the Board of Directors on the strategy and associated risks.
4. To receive the annual accounts and Directors report in accordance with the Companies Act prior to approval of the full Board of Directors.
5. To make recommendations to the Board of Directors regarding the appointment of auditors. To receive reports from external auditors and monitor the operation and effectiveness of financial procedures and systems and to consider any risks or matters requiring attention.
6. To review and recommend any changes to the Trust's Finance policy – the Finance Handbook and Scheme of Delegation, and to ensure the Trust operates within all approved financial policies and guidelines.
7. To review and recommend actions resulting from the review of the Risk Register.
8. The CEO will monitor the cash flow monthly and report, on an exceptions only basis, to Committee members for variances that give rise to a material risk to the organisation.
9. Consider the development of financial key performance indicators (KPIs) as necessary and to ensure that such KPI's are reviewed and monitored.
10. Membership will remain at 3 + CEO. Meetings should be held every term, with at least 14 days' notice; exceptional meetings can be called by any member of the Committee with not less than 2 days' notice. Notice can be given by email or phone and must be given to all committee members.
11. The Finance, Audit and Risk Committee will select the position of Chair from within its members. The CEO cannot be nominated to the position of Chair.
12. No business shall be transacted at any meeting unless a quorum is present.
13. The quorum shall be 2 of the members present (to include the Chair of the Board of Directors) in person or by telephone (where all committee members can hear) and entitled to vote upon the business to be conducted at the meeting.
14. The CEO shall not have any voting rights.
15. Where the vote is tied, the Chair will have the casting vote.

Terms of Reference - Standards and Performance committee

1. Reviewing the analysis of individual school and academy performance data / Trust wide performance data (outcomes for pupils).
2. Identifying barriers to learning at school level / Trust wide level.
3. Monitoring the quality of leadership and management, teaching, learning and assessment, curriculum breadth, personal development, behaviour and welfare across Trust schools.
4. Ensuring there is effective intervention and follow up in schools where concerns have been identified.
5. Monitoring the impact of intervention.
6. Taking account of stakeholder views to include receiving updates relating to;
7. School Improvement Adviser visits and outcomes
8. termly CEO performance review meetings between NST and LA Officers
9. Reviewing targets for achievement and attainment in individual schools e.g. performance / improvement.
10. Reviewing requirements for and impact of support provided to schools
11. Celebrating progress and success on behalf of Trust schools.
12. Consider the development of key performance indicators (KPIs) as necessary and to ensure that such KPI's are reviewed and monitored.
13. Membership will remain at 5 + CEO. Meetings should be held every term, with at least 14 days' notice; exceptional meetings can be called by any member of the Committee with not less than 2 days' notice. Notice can be given by email or phone and must be given to all committee members.
14. The Performance and Standards Committee will select the position of Chair from within its members. The CEO cannot be nominated the position of Chair.
15. No business shall be transacted at any meeting unless a quorum is present.
16. The quorum shall be 3 of the members present in person or by telephone (where all committee members can hear) and entitled to vote upon the business to be conducted at the meeting.
17. The CEO shall not have any voting rights.
18. Where the vote is tied, the Chair will have the casting vote

Chief Executive Officer.

- The Chief Executive manages the core NST 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.
- Directors other than 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 Directors 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 Directors and Members.

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 Directors;

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 appraisal systems and scrutinise any reward payments
- Staff disciplinary issues
- Premises management
- IT network management
- Reprographics and publishing
- Policies

Application form to join Nottingham Schools Trust. Any application to join Nottingham Schools Trust (NST) will be considered by the Board of Directors 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:

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
CPD Support Agreed	
B. Success Criteria	

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	

National Standards of Excellence for Headteachers

- Domain 1: Qualities and Knowledge
- Domain 2: Pupils and Staff
- Domain 3: Systems and Processes
- Domain 4: The Self Improving School System

Domain One

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.

INTERIM REVIEW OF PERFORMANCE 2020 – 2021

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

REVIEW OF PERFORMANCE 2020-2021

Initial/Context Comments:

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

Director's Comments:

Overall Performance of CEO:

CEO PERFORMANCE PAY PROGRESSION	
<i>Recommendation to the Directors</i>	
Name of CEO:	
Post held:	
<p>If the above named CEO is eligible for pay progression on the leadership spine, then:</p> <p>Based on the evidence available at the final review of overall performance for 2020-2021</p> <p>We can <input type="checkbox"/></p> <p>We cannot <input type="checkbox"/></p> <p>recommend this performance pay progression consisting of</p>	

Date of submission to Directors:	
Signature of Reviewers:	
Post held:	
Signature of Reviewee:	

Declaration of interests / register of pecuniary interests

Declaration of Interest

1. NST regulations require any person who is present at a meeting of the board of Directors 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 Director 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 trust, 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;

Indirect Pecuniary Interests

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

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

Duty to Declare

1. Directors 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 Director.

REGISTER OF PECUNIARY INTERESTS

Name of Director/Employee			
Date of appointment		Date of resignation	
Pecuniary Interests	Please provide details of interest		Date interest ceased
Current employment			
Position held			
Businesses (of which I am a Partner/Director) Please state name of business and position held			
Are you a Trustee/Member/Governor at any other institution(s)? Please state name or institution and position held			
Any other conflict?			
Personal Interests	Their name	Relationship to me	Nature of interest
Are you related to an employee or director at Nottingham Schools Trust?			
Are you related to a Partner/Director of a business with which the company has engaged in transactions?			
I understand that it is my responsibility to declare the nature of any business/pecuniary interest, direct or indirect, of myself or the members of my immediate family in any contract, proposed contract or other matter when present at a meeting at the organisation where the specified contract/matter comes under consideration and withdraw from the meeting during the discussion and not vote in respect of it.			
Date			
Director's Signature			

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