

NHEA Governance Charter and Scheme of Delegation Version 4: Queen Mary's College

NHEA Scheme of Delegation Version 4.0: – Ratified by Board of Trustees **9th July 2025**
for use by Queen Mary's College:

- 'Overview' and 'vision and values' aligned with strategic plan 2024-27 and current Trust Board strategic discussions.
- Combined Finance, Audit and Risk Committee with amended structure diagram
- Clarification - Trustees can also be appointed as Local Governors
- Minor changes to RASCI key
- New Term of Reference for Local Governing Body as previously approved 16th October 2024
- Addition of role descriptors for 'link' governors (Safeguarding, SEND etc.)

Previous versions of NHEA Scheme of Delegation

Version 3.0: – Ratified by Board of Trustees 25th May 2023 for use by QMC.

- 'Overview' and 'vision and values' aligned with strategic plan 2021-24 and current Trust Board strategic discussions.
- Revision of Section 7: Delegation to the LGBs and Appendix 4: LGB Structure and alignment with revised QMC LGB Terms of Reference as approved by Board of Trustees 18th October 2022.
- Minor changes to terminology and clarification of current Leadership and management roles as a single institution MAT (e.g. ELT not separated from SLT)
- Revised Appendix 1 - Code of Conduct as approved by Board of Trustees October 2021

Version 2.0: – ratified by Board of Trustees 9th July 2019 for use by QMC.

- 'Overview' and 'vision and values' aligned with strategic plan 2018-21
- Review of schematic overview of NHEA governance in light of experience
- Addition of notes to identify differences between academies and 16-19 academies
- Revised appendix 3 – in line with additional Charity Commission guidelines on disqualification.
- Revised appendix 4 – structure of LGB to remove a specified committee structure
- Revised appendix 6 – Election of Parent Governors as previously approved for Queen Mary's College 12th June 2018

Version 1.0: ratified by Board of Trustees 13th December 2017 for use by QMC

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1 Overview

The North Hampshire Education Alliance (NHEA) is a Multi-Academy Trust (MAT) which was established in October 2017, as an exempt charity and company limited by guarantee.

The NHEA was established as a consequence of the Area Based Review process which worked through much of 2016. As part of this review process the decision was taken to establish a MAT within Basingstoke with the express aims of significantly improving the quality of 11-19+ education and its outcomes, to meet the needs of students, families and local employers and to greatly increase options, choices and opportunities for all students, thus eliminating the perceived need for students to travel outside the borough of Basingstoke and Deane for their 11-16 education.

The MAT currently has one academy within it, Queen Mary's College (QMC), a medium sized sixth form college (**16-19 academy**) of approximately 2,000 students. Whilst the NHEA is currently a single institution MAT it is open to growth and development **to further increase its capacity to bring about change**. The decision to admit any institution into the North Hampshire Education Alliance Trust will be driven mainly by educational factors and alignment with the vision and strategy for the Trust.

Alongside QMC, NHEA set up a subsidiary company in 2020 based on the same site in Basingstoke, Hampshire. QM Leisure Ltd. aims to provide first class leisure facilities for QMC students and the wider local community and builds on the sports centre, theatre and community lettings that have been in place at QMC for many years.

The Trust's strategic plan 2024-27 includes the strategy that has been in place since academy conversion in 2017:

“To use the capacity created by the Trust to work collaboratively with other educational institutions and stakeholders building on our collective strengths to give the regions’ young people the opportunity to succeed, whatever their background.”

2 Vision and Values:

Vision

Our vision is for our young people within Basingstoke and North Hampshire to have the highest academic, social and practical skills to allow them to lead fulfilling lives. NHEA and QMC share the ethos of ensuring every child reaches their full potential; being aspirational and committed to academic excellence and being supportive yet courageous in our approach.

Values

Our work is informed by the following values:

1. **To Excel** in everything we do.
2. **To be Inclusive** in our approach to learner recruitment, teaching, learning and support.
3. **To Innovate and Inspire** in curriculum delivery and design: our best keeps getting better.
4. **To Respond** to the needs of every learner regardless of their starting points; we will empower them with the skills, knowledge and resilience necessary for success.
5. **To Enable** every member of the Trust community to achieve the extraordinary.

3 Principles of Governance

1. The NHEA governing model sets out the fundamental principles of the organisation. The model consists of the principles set out here, the Academy Trust Articles of Association and the detail set out in the Scheme of Delegation Matrix for the NHEA.
2. These Governance Principles of NHEA recognise the importance of developing relationships with common purpose and they are about developing processes and structures in an educational landscape that continues to significantly change.
3. We will continue to develop our governance arrangements to shape and take account of best practice in the sector and to ensure outstanding practice in governance including:
 - compliance with the principles and regulations set out in the 'Academy Trust Handbook'.
 - Regular self-assessment.
4. Governance is underpinned by a common understanding about who is responsible for providing valuable input to decision making and who has the decision-making responsibility.
5. Effective governance in our Multi Academy Trust consists of the following:
 - a) Trust Members – the guardians of the constitution
 - b) Trust Board – the Directors / Trustees
 - c) Trust Board Committees
 - d) The Executive Leadership Team - the Chief Executive Officer and other senior staff
 - e) Local Governing Bodies – the Local Governors of individual Academies
 - f) The Senior Leadership Team – the senior staff in each academy (Note: the ELT and SLT currently work together)
6. The Trust Board has overall responsibility and ultimate decision-making authority for all the work of the Multi Academy Trust, including the establishment and maintenance of the Academies.

4 Accountability for Decisions

The Trust Board selectively delegates authority to three key groups in order to ensure the effective leadership and governance of the MAT, namely a) the CEO and the Executive Leadership Team; b) the Local Governing Bodies, and c) the Principal and the Senior Leadership Team within each Academy.

The relationship between the Trust Board, the ELT, the LGB and the SLT is characterised as a partnership to realise a common vision and a common purpose. It is also based on the principles of no duplication of governance and that governance should be as close as possible to the point of impact of decision-making. NOTE: As NHEA is currently a single institution MAT, the Senior Leadership Team for QMC also acts as the Executive Leadership Team for NHEA.

The Scheme of Delegation Matrix provides clarity as to who the decision makers are for different levels of decisions. Effectiveness of both management and governance is supported through clarity over who holds accountability, who has decision-making responsibility, who should provide support to the decision-making process, who needs to be consulted and who needs to be informed. [See Section 8]

5 Management

Executive Team

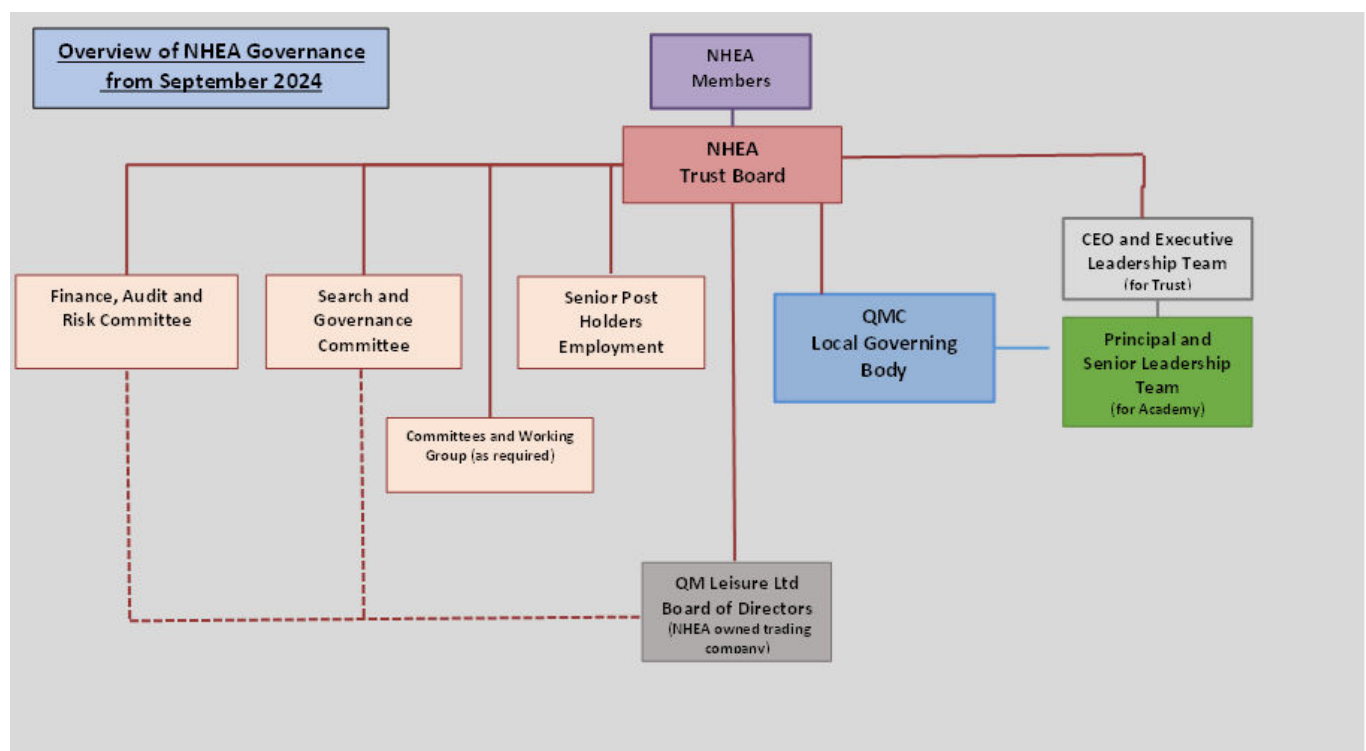
The NHEA Executive Leadership Team carries out the executive management function across the Multi Academy Trust. The team focuses on operational matters within the Trust and the performance and standards of each Academy. The team operates under the leadership and direction of the CEO, who is by virtue of their position a Trustee of the Multi-Academy Trust and

includes the Chief Financial Officer (CFO). Depending on the size of NHEA, the CEO may also hold the post of Principal of one of the Trust's Academies. The Executive Leadership Team supports the work of Principals and their staff in each Academy and with the LGB, to ensure the vision of the Trust Board is achieved.

6 Overview of Governance Elements

Schematic Overview of NHEA Governance

This diagram shows the Trusts' governance structure. The NHEA, as a MAT, has three layers of governance (Members, Trustees and Local Governors) as well as two levels of management (Executive Leadership Team and the Academy Leadership Team). Not all of the structures represented in the schematic are currently in place but are shown as options in the diagram (for example, working groups of Local Governing Bodies). This governance structure is scalable and allows for future development of the MAT.



Members

Members are the guardians of the Trust's Constitution, they appoint and can remove Trustees and they receive the Trusts' Annual Financial Report. Although the Trust is only required to have three Members, the DfE recommends a minimum of five. As at September 2025 the Trust has five Members, two of the three initial signatories of the Memorandum of Association along with three more recent appointments including the first CEO of the Trust (now retired) and two previous Trustees. The Members meet a minimum of once a year.

Trust Board

North Hampshire Education Alliance is an exempt charity and company limited by guarantee that establishes and maintains Academies in accordance with guidelines laid down in its Articles of Association, and Master and supplemental Funding Agreements with the DfE. The Trust Board determines the vision, values and strategic priorities of the Trust. The Trust Board approves the

NHEA annual accounts which are then received by the Members. The Trust Board is responsible for approving Funding Agreements with DfE.

The Trustees are responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Memorandum and Articles of Association. The Trustees are accountable to external government agencies including the Charity Commission and the Department for Education (DfE) or any successor bodies for the quality of the education they provide and are required to have systems in place through which they can assure themselves of quality, safety and good practice.

The Board of Trustees establishes a Local Governing Body (LGB) in each academy and may choose to delegate responsibilities to them [see Scheme of Delegation, below]. However, the Local Governing Bodies are not legally responsible or accountable for statutory functions.

The trustees retain authority and responsibility for the following:

1. Compliance with the provisions of both the Master Funding Agreement and the Supplemental Funding Agreements with the DfE and of each academy's annual funding (in consultation with the Local Governing Body).
2. Compliance with the 'Academy Trust Handbook'
3. Annual approval of the trust budget
4. As the legal employer of all staff, responsibility for human resource policies and procedures and terms and conditions of service
5. Appointment of the internal auditors for the whole organisation, including where applicable, for individual Academies
6. Appointment, job description, remuneration, approval and dismissal of the CEO and other designated Senior Post Holders (including Principals where they are Senior Post Holders)
7. Maintenance of the fixed asset register
8. Compliance with all statutory regulations and Acts of Parliament governing the operation of the academy
9. Determination of the admissions policy and arrangements for 11-16 academies in accordance with admissions law and DfE codes of practice [Note – 16-19 Academies are not subject to the same requirements for admissions as 11-16 academies]
10. Determination of the educational vision of the academy in consultation with the Local Governing Body, including, but without limitation, determination of each academy's Academy Development Plan.
11. The constitution, membership and terms of reference of the Local Governing Body is determined by the Trustees and this Scheme of Delegation acknowledges the authority delegated to the Local Governing Body in order to enable the Local Governing Body to run the Academy(s) and fulfil the Academy's mission

Board of Trustees Membership

1. A maximum of 10 Trustees (also called directors), appointed by members on the recommendation of the Trust Board, including the CEO if appointed.
2. Additional Co-opted Trustees, appointed by the Board of Trustees.
3. The Chair and Vice Chair of the Trustees are selected annually by the Trust Board
4. The term of office for Trustees is 4 years. The Chief Executive Officer (CEO) holds office *ex-officio* as long as they are in post. Any Trustee can be re-elected or re-appointed.
5. Organisation - Quorum: 3 Trustees or one third of the total number of Trustees if greater. Two thirds of the Trustees are required to appoint or remove Trustees or remove the chair. To meet at least 4 times a year and additionally as and when required as determined by the Board. Three Trustees may requisition a meeting. There is one vote per Trustee. The Chair has a casting vote. A Trustee who is employed by the trust may not be the Chair or Vice chair and employees of the trust (including the CEO) may not make up more than one third of the Board of Trustees.

Role of the Chair of the Board of Trustees

1. Ensure the strategic direction of the NHEA whilst offering effective support and challenge at all levels of the organisation
2. To ensure the business of the Board is conducted properly, in accordance with legal requirements
3. To ensure any decisions taken are done so in accordance with the scheme of delegation
4. To ensure meetings are run effectively, focusing on priorities and making the best use of time available
5. To ensure that all attendees have an equal opportunity to participate in discussion and decision-making
6. To establish and foster an effective relationship with the Chief Executive Officer and Principals within the Multi Academy Trust based on trust and mutual respect for each other's roles
7. The Chair has an important role in ensuring that the Trustees/Governing Body acts as a sounding board to the Chief Executive Officer and Principals within the Multi Academy Trust and provides strategic direction
8. Exercise emergency powers as and when required

Trust Board Committees

All sub-committees of the NHEA Board have detailed Terms of Reference which should be referred to and which are reviewed and approved by the Board at intervals (most recently September 2024).

Finance, Audit and Risk Committee

The objective of the committee is to assist the board in meeting its responsibilities of monitoring the ongoing financial performance and forecasts, ensuring the adequacy and effectiveness of the financial reporting, the value for money of resources and the status of the estate including its ongoing maintenance. In addition, the committee assists the board in meeting its responsibilities for financial reporting, internal and external auditing, and risk management.

Search and Governance Committee

The role of the committee is to ensure that all governance bodies [boards and committees] are properly constituted with the right mix of capable and experienced members, to ensure an appropriate rotation of personnel through the various committees, to search for and recommend future members of the Trust Board, to constantly review the effectiveness of both individuals and bodies within the governance structure and to constantly review the effectiveness of the Trust's governance structure and make recommendations to the Board on the Trust's future configuration.

Senior Post Holders Employment Committee

The Senior Post Holders Employment Committee is tasked with the annual performance review along with remuneration review of the Trust's designated senior post holders. As at September 2025 the Trust has two senior post holders the CEO/Principal and the Deputy Principal for QMC.

Academy Improvement Committee (as required)

The objective of the committee is to support the strategic role of the board by scrutinising in-depth the standards achieved by NHEA academies and then to report its observations and recommendations to the main board. In the event of an Academy failure or reduction in effectiveness and the subsequent appointment of an Interim Advisory Board (IAB) the Academy Improvement Committee will work in partnership to support the IAB in the resolution of the identified issues.

Appeals Committee (constituted as required)

The Appeals Committee will meet according to need in order to deal with any appeals on the Executive Teams decisions where an appeal process is indicated within the Trust's various policies.

Ad Hoc Committees and Working Groups (as required)

From time to time and according to need, the Trust Board may establish an ad hoc committee to deal with, for example, capital projects.

Local Governing Bodies

The Local Governing Body's role is to exercise leadership on behalf of the trust in the running of an individual academy and to provide information to the trust on the operation and performance of the academy and to exercise its responsibilities and powers in partnership with the Principal, staff, and the Trust Board.

Each Local Governing Body has a key role to play in the overall development and success of the Trust and in contributing to joint working and sharing best practice between academies in the Trust. The Local Governing Body is a sub-committee of the Trust Body and is therefore directly accountable to the Trust Board and is appointed by the Trust Board. The Chair of the Local Governing Body is appointed by the Trustees.

It is NHEA's view that NHEA Academies should retain and develop their own unique identity whilst remaining in alignment with the vision and values of the MAT. Thus, the LGB is responsible for the definition and control of the identity of the Academy.

Where relevant and appropriate, an NHEA Local Governing Body may choose to appoint up to two Student Representatives to ensure a channel for student feedback. Such governors will be in addition to any Community, Parent, Staff or Ex-Officio Governors within the structure of the LGB and will be non-voting.

The NHEA Board of Trustees appoints Local Governors to the local governing body because of the added value they bring through their skills, professional expertise, local connections or wider links. The Trust board may choose to appoint a Trustee(s) to a Local Governing Board.

Matters reserved to the Board of Trustees are specified in the Articles of Association and summarised in Appendix 2 below. The NHEA Board of Trustees delegates aspects of the running of the academy to the Local Governing Body. As Queen Mary's College is the only academy currently in NHEA, the Scheme of Delegation (below) sets out the responsibilities of the QMC LGB along with areas on which the LGB is consulted or informed. The constitution, membership and terms of reference for the QMC Local Governing Body is also set out in Appendix 4. A bespoke Scheme of Delegation and Terms of Reference will be produced for each academy that joins the NHEA.

7 NHEA Academies Scheme of Delegation

The Scheme of Delegation below is a starting point for discussions between the Local Governing Board [or the IAB] and the Trust Board. The Trust Board reserves the right to amend and vary this general Scheme of Delegation for academies within the MAT. A Scheme of Delegation for one academy within the MAT does not establish a right for the same Scheme of Delegation or the same degree of delegation for other academies. The Trust Board reserves the right to amend and change an Academy's Scheme of Delegation at any time at its sole discretion.

The NHEA Scheme of Delegation is reviewed and approved by the Trustees at least annually and is published on the Trust's website.

Note: Different terms may be used in different academies, for example, the academy development plan may also be called a quality improvement plan or a strategic plan. Also, academies receive pupil premium funding whilst 16-19 academies receive bursary funding. Some aspects of the scheme of delegation may not be applicable to all academies, for example, 16-19 academies are not required to provide a daily act of collective worship. Differences are highlighted in the table.

RASCI Key:

Responsible

Those who are responsible for the task and who ensure that it is completed. Work and/or decisions completed by those responsible will need to be agreed and approved by those accountable.

Accountable

Those who are ultimately answerable for the correct and thorough completion of the deliverable or task and who delegate the work to those responsible.

Support

Resources allocated to responsible. Unlike consulted, who may provide input to the task, support help complete the task.

Consulted

Those whose opinions are sought, and with whom there is two-way communication.

Informed

Those who are kept up-to-date on progress and the ultimate work/decision delivered.

Scheme of Delegation Matrix: as used for Queen Mary's College LGB.

- This Scheme of Delegation Matrix includes activities that are only applicable to certain phases of education, activities not applicable to 16-19 academies are marked.
- For Queen Mary's College the Principal of the College is also the Trust CEO and there is not a formal ELT. The CEO therefore takes responsibility for activities delegated to the CEO/ELT as well as those delegated to the Principal/SLT in this matrix.

Function	Number	Activity	Trustees	CEO/Executive Leadership Team	LGB	Principal/Senior Leadership Team
People	1	To ensure that an approved appraisal policy is in place	A	R	I	I
	2	To secure the statutory appraisal of Academy Principals	A	R	S	I
	3	To review annually the performance management policy	A	R	I	I
	4	Maintain accurate and effective and secure employee records	A	S	S	R
	5	To secure the statutory appraisal of all Academy staff	A	I	I	R
Structures	1	To determine the scope of central services to be delivered by NHEA to and on behalf of the Academies	A	R	I	I
	2	To identify additional services to be procured on behalf of the Academies	A	R	I	C
	3	To ensure centrally produced services provide value for money	A	R	I	C
	4	To set the times of Academy sessions and the dates of Academy terms and holidays	A	C	I	R
	5	To ensure that the Academies meet the statutory requirement for sessions in an academic year <i>[varies between primary secondary and 16-19 academies]</i>	A	I	R	S
	6	To consider requests from other schools to join the MAT	A	R	I	I
Ways of Working	1	To propose targets for pupil achievement	A	S	S	R
	2	To agree targets for pupil achievement	A	R	C	C
	3	To establish a behaviour policy	A	R	S	S

NHEA Governance Charter with Scheme of Delegation

Function	Number	Activity	Trustees	CEO/Executive Leadership Team	LGB	Principal/Senior Leadership Team
Ways of Working (cont.)	4	To review the use of exclusion and to decide whether or not to confirm all permanent exclusions <i>[not applicable in 16-19 academies]</i>	A	I	R	S
	5	To direct reinstatement of excluded pupils <i>[not applicable in 16-19 academies]</i>	A	I	R	I
	6	Production of the Academy Improvement Plan	A	I	S	R
	7	Agree the Academy Improvement Plan	A	R	S	S
	8	To draw up governing documents and any amendments thereafter	A	R	I	I
	9	To appoint (and remove) the chair of the LGB	A and R	S	I	I
	10	To appoint and dismiss the clerk to the LGB	A and R	S	I	I
	11	To hold a full LGB meeting a minimum of three times in a academic year or a meeting of the IAB as often may be required	A	I	R	S
	12	To appoint, remove and actively seek members of the LGB	A and R	S	S	I
	13	To set up a register of LGB members' Personal Interests	A	S	R	I
	14	To approve and set up a LGB members' Expenses Scheme	A and R	S	I	I
	15	To consider whether or not to exercise delegation of functions to individuals/committee	A and R	S	S	I
	16	To regulate the LGB procedures	A and R	S	C	I
	17	To determine the development needs of governors and put in place an appropriate programme	A and R	S	R	I
	18	To develop a safeguarding policy in line with statutory requirements and best practice	A	R	I	I
	19	To determine, on an annual basis, those policies which will be developed by NHEA and mandatory for all NHEA academies	A	R	I	I
	20	To provide to NHEA, on an annual basis, copies of all current policies and procedures and a schedule for their review, to review and update policies where allocated to the Academy	A	I	R	S
	21	To provide a Complaints Procedure policy	A	R	I	I

NHEA Governance Charter with Scheme of Delegation

Function	Number	Activity	Trustees	CEO/Executive Leadership Team	LGB	Principal/Senior Leadership Team
	22	To decide to offer additional activities and to decide what form these should take	A	I	I	R
	23	To put into place any additional services to be provided	A	I	I	R
	24	To ensure delivery of services offered	A	I	I	R
	25	To implement the Trust's safeguarding policy	A	S	S	R
	26	Maintain accurate and effective and secure pupil records	A	I	S	R
	27	Set monitoring and evaluation cycle	A	R	I	C
	28	Comply with all Data Protection legislation and good practice	A	R	I	S
	29	Assemble data for pupil assessment and other returns	A	C	I	R
Education	1	To develop a curriculum policy	A	I	C	R
	2	To implement curriculum policy	A	I	S	R
	3	To prohibit radicalisation, and promote equality and diversity, and tolerance and ensuring the balanced treatment of political issues	A	S	S	R
	4	Ensuring provision of RE in line with academy's basic curriculum <i>[not applicable in 16-19 academies]</i>	A	I	S	R
	5	To discharge duties in respect of pupils with special educational needs and disabilities	A	I	S	R
	6	Quality of teaching	A	I	S	R
	7	Quality of individual child's education	A	I	S	R
	8	Student/Pupil outcomes	A	S	S	R
Board Improvement and Inspection	1	Post-Inspection action plan	A	S	I	R
Pupil Wellbeing	1	To ensure that all pupils take part in a daily act of collective worship <i>[not applicable in 16-19 academies]</i>	A	I	S	R

NHEA Governance Charter with Scheme of Delegation

Function	Number	Activity	Trustees	CEO/Executive Leadership Team	LGB	Principal/Senior Leadership Team
	2	To ensure provision of 'free school/college meals' to those pupils/students meeting the criteria	A	I	S	R
	3	Provision of sex education - to establish and keep up to date a written policy <i>[not applicable in 16-19 academies]</i>	A	I	S	R
Staffing	1	To appoint, appraise and dismiss CEO and other Senior Post Holders (through a selection panel) including pre-employment checks	A and R	I	I	I
	2	To appoint a Principal (through a selection panel) including pre-recruitment checks	A and R	S	C	I
	3	To appoint a Deputy Principal (through a selection panel)	A	I	C	R
	4	To agree a pay policy for academy staff	A	R	I	C
	5	To exercise pay discretions	A	S	C	R
	6	Establishing disciplinary/capability procedures	A	R	I	I
	7	Dismissal of Principal [not Senior Post Holder]	A	R	C	I
	8	Suspension of Principal [not Senior Post Holder]	A	R	C	I
	9	Ending of suspension of Principal [not Senior Post Holder]	A	R	C	I
	10	Formulation of Employment Policies	A	R	I	I
	11	Formulation of Academy Staff Handbook	A	I	C	R
	12	Pre-employment checks	A	I	S	R
	13	To appoint teachers other than Principals and SLT	A	I	S	R
	13	To appoint non-teaching staff	A	I	S	R
	15	Appointment of members of SLT	A	I	C	R
	16	Dismissal of staff other than Principals	A	S	C	R
	17	Suspension of staff	A	S	C	R
	18	Ending of suspension of other staff	A	S	C	R
	19	Determining staff complement within agreed budget	A	I	C	R
	20	Determining dismissal payment/early retirement of the Principal	A	R	I	I
	21	Determining dismissal payment/early retirement of others	A	S	I	R

NHEA Governance Charter with Scheme of Delegation

Function	Number	Activity	Trustees	CEO/Executive Leadership Team	LGB	Principal/Senior Leadership Team
	22	Conduct of staff Appraisals	A	I	S	R
Admissions and Organisational Changes	1	To consult before setting / amending an admissions policy	A	C	C	R
	2	Admissions: application decisions	A	I	C	R
	3	If appropriate to appeal against LA directions to admit pupil(s) <i>[not applicable in 16-19 academies]</i>	A	I	C	R
	4	To publish proposals to change category of an Academy	A and C	R	C	I
Control and Community Use of Academy Premises	1	To institute a health and safety policy	A	S	C	R
	2	Buildings insurance and public liability	A	R	I	C
	3	Developing Academy buildings and facilities estate long term strategy or master plan	A	R	I	I
	4	Producing and maintaining buildings, including developing properly funded maintenance plan	A	S	S	R
	5	To ensure that health and safety regulations are followed	A	S	S	R
	6	Premises security	A	S	S	R
	7	Premises management	A	S	S	R
Academy Finance and Information Sharing	1	To develop and propose the individual Academy budget	A	I	C	R
	2	To approve the first formal budget plan each financial year	A	R	S	S
	3	To plan, manage and monitor monthly expenditure and financial reports, and identify actual or potential items of budget overspend/underspend	A	C	S	R
	4	To approve any amount to be transferred between budget headings and/or likely budget overspends	A	R	S	S
	5	To establish financial decision levels and limits	A	R	I	I
	6	To establish a charging and remissions policy for the Academy	A	R	I	I
	7	To appoint the internal auditor for Academies	A and R	I	I	I
	8	Agreeing miscellaneous financial expenditure outside the agreed budget	A	R	S	S

NHEA Governance Charter with Scheme of Delegation

Function	Number	Activity	Trustees	CEO/Executive Leadership Team	LGB	Principal/Senior Leadership Team
	9	To enter into additional contracts which exceed the agreed annual budget allocation within limits specified in the Financial Regulations and Procedures	A	R	I	I
	10	To authorise acquisition of assets within limits specified in the Financial Regulations Manual	A	R	S	S
	11	To authorise disposal of assets within limits specified in the Financial Regulations and Procedures	A	R	S	S
	12	To appoint internal and external auditors for the Trust	A and R	I	I	I
	13	To make payments within agreed financial limits	A	I	I	R
	14	To collect income due to the Academy	A	I	I	R
	15	To maintain proper financial records for the Academy	A	I	S	R
	16	To prepare monthly accounts for the Academy	A	I	I	R
	17	To monitor compliance with approved financial Procedures	A	R	S	S
	18	To develop risk management strategies	A	R	I	I
	19	To decide how to apply Pupil Premium [Bursary Payments in 16-19 academies]	A	I	C	R
	20	To prepare and publish the academy prospectus	A	I	I	R
	21	To ensure academy website is fully compliant	A	S	S	R

8 Intervention

The NHEA Trust Board will quickly take remedial steps to correct any perceived failure or reduction in effectiveness of an Academy and/or its LGB. The Trust Board may choose to stand down a LGB and appoint an Interim Advisory Board (IAB) in one or more of the following circumstances:

1. Identification of weak governance at any time
2. In response to a poor annual review of governance
3. In response to the outcome of an Ofsted inspection where there is a rating decline or an academy moves into a category of serious weakness or requiring improvement
4. A sudden or unexpected dip in the academies mid-term performance
5. Any identified safeguarding concern within the academy

On appointment of an IAB, the Local Governing Body is fully disbanded and all delegated responsibilities of the LGB transfer to the IAB with immediate effect. The main function of the NHEA-appointed IAB will be to secure governance of the academy, developing a sound basis for improvement and will be in place until all relevant issues are resolved. The Academy Improvement Committee will work in partnership with the IAB to determine priorities and set targets.

NHEA do not adopt a one size fits all approach and is committed to appointing IAB's which are small, focused groups. Members will be chosen on a case-by-case basis in accordance individual skill, knowledge and capability and the needs of the academy.

The IAB will be responsible for the monitoring the quality of provision and standards of achievement within the academy by:

1. Monitoring performance against targets set by the IAB in conjunction with the Trust
2. Monitoring the implementation of the policy framework set by the IAB and its impact on standards of achievement
3. Monitoring the academy self-evaluation and satisfying itself to the accuracy of this, including via external support as determined by the IAB
4. Ensuring the academy complies with statutory requirements
5. Providing robust challenge and support to the principal and SLT
6. Monitoring and evaluating progress towards post-inspection or review action points
7. The IAB will hold the principal and SLT to account, and be accountable to any interested party for the academy's performance by:
 - a) Receiving regular information from the principal and SLT on the performance of all aspects of the academy
 - b) Agreeing a performance management policy and monitoring its implementation
 - c) Conducting the performance management of the principal and monitoring progress towards agree targets
 - d) Ensuring that the annual academy prospectus meets statutory requirements
 - e) Agreeing a complaints policy and monitoring its implementation
 - f) Receiving appeals on issues relating to staff grievance, capability, complaints and exclusions
 - g) Determining how the academy's relationships with key stakeholders will be managed including what will be communicated, in what medium and how frequently

9 Appendices

Appendix 1 - NHEA Code of Conduct for Members, QM Leisure Directors, Trustees and Local Governors – September 2024

This code of conduct is adapted from the model produced by the National Governance Association and is based on the **Seven Nolan Principles of Public Life** (Committee on Standards in Public Life 1995). The code also aligns with the more recent **Framework for Ethical Leadership in Education** which outlines principles that support ethical decision-making and challenge unethical behaviour in schools and trusts (Association of School and College Leaders 2019).

This code of conduct (Appendix 1 NHEA scheme of delegation) is applicable to all those involved in the governance of the NHEA and should be read alongside the current scheme of delegation which sets out the responsibilities specific to NHEA Trustees, Local Governors and Senior Leaders.

Unless otherwise specified any references in the code to the Trust/Board of Trustees/Trustee also apply to the College/Local Governing Body/Local Governor. All Trustees and Local Governors are required to confirm their acceptance of this code which is recorded on GovernorHub.

Code of Conduct

1. We will abide by the Seven Nolan Principles of Public Life:

Selflessness: We will act solely in terms of the public interest.

Integrity: We will avoid placing ourselves under any obligation to people or organisations that might try inappropriately to influence us in our work. We will not act or take decisions in order to gain financial or other material benefits for ourselves, our family, or our friends. We will declare and resolve any interests and relationships.

Objectivity: We will act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability: We are accountable to the public for our decisions and actions and will submit ourselves to the scrutiny necessary to ensure this.

Openness: We will act and take decisions in an open and transparent manner. Information will not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty: We will be truthful.

Leadership: We will exhibit these principles in our own behaviour. We will actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

2. We will apply the highest standards and will:

- Act within our powers
- Promote the success of the trust
- Exercise independent judgement
- Exercise reasonable care, skill and diligence
- Avoid conflicts of interest
- Not accept benefits from third parties
- Declare interest in proposed transactions or arrangements

3. We will focus on our core purpose:

- ensuring there is clarity of vision, ethos and strategic direction
- holding executive leaders to account for the educational performance of the organisation and its pupils and the performance management of staff
- overseeing the financial performance of the organisation and making sure its money is well spent
- ensuring the voices of stakeholders are heard

As individuals, we agree to:

Fulfil our role & responsibilities

1. We accept that our role is strategic and so will focus on our core functions rather than involve ourselves in day-to-day management.
2. We will fulfil our role and responsibilities as set out in our scheme of delegation.
3. We will develop, share and live the ethos and values of our trust and college.
4. We agree to adhere to trust policies and procedures.
5. We will fully cooperate with individual requests that are necessary to ensure organisational compliance, such as disclosure and barring or right to work checks.
6. We will work collectively for the benefit of the trust.
7. We will be candid but constructive and respectful when holding senior leaders to account.
8. We will consider how our decisions may affect the trust, college and local community.
9. We will stand by the decisions that we make as a collective.
10. Where decisions and actions conflict with the Seven Principles of Public Life or may place students at risk, we will speak up and bring this to the attention of the relevant authorities.
11. We will only speak or act on behalf of the trust if we have the authority to do so.
12. **Trustees:** We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
13. When making or responding to complaints we will follow the established procedures.
14. We will strive to uphold the trust's reputation in our private communications (including on social media).
15. We will have regard to our responsibilities under The Equality Act and will work to advance equality of opportunity for all.
16. **Local Governors:** We will act as local ambassadors for our trust.

Demonstrate our commitment to the role

1. We will involve ourselves actively in the work of the trust, and accept our fair share of responsibilities, serving on committees or working groups where required.
2. We will make every effort to attend all meetings and where we cannot attend explain in advance why we are unable to.
3. We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
4. We will get to know the college well and respond to opportunities to involve ourselves in college activities.
5. We will visit the college and when doing so will make arrangements with relevant staff in advance and observe college and trust protocol.
6. When visiting the college in a personal capacity (for example, as a parent or carer), we will continue to honour the commitments made in this code.
7. We will participate in induction training, prioritise training in required areas (such as safeguarding) and commit to developing our individual and collective skills and knowledge on an ongoing basis.

Build and maintain relationships

1. We will develop effective working relationships with leaders, staff, parents and other relevant stakeholders from our local communities.
2. **Those governing at local level:** we will champion the voices of our college community and stakeholders.
3. **Trustees:** we will engage with and be accountable to those governing at local level
4. **Trustees:** we will respect the remit of, and engage constructively with, relevant authorities sector bodies and other trusts.
5. We will express views openly, courteously and respectfully in all our communications with board members and staff both inside and outside of meetings.
6. We will work to create an inclusive environment where each board member's contributions are valued equally.
7. We will support the chair in their role of leading the trust and ensuring appropriate conduct.

Respect confidentiality

1. We will observe complete confidentiality both inside and outside of the trust and college when matters are deemed confidential or where they concern individual staff, students or families.
2. We will not reveal the details of any vote.
3. We will ensure all confidential papers are held and disposed of appropriately.
4. We will maintain confidentiality even after we leave office.

Declare conflicts of interest and be transparent

1. We will declare any business, personal or other interest that we have in connection with the trust's business, and these will be recorded in the register of business interests.
2. We will also declare any conflict of loyalty at the start of any meeting should the need arise.
3. If a conflicted matter arises in a meeting, we will offer to leave the meeting for the duration of the discussion and any subsequent vote.
4. We accept that the Register of Business Interests will be published on the trust's website.
5. We will act as a trust/ academy committee member, not as a representative of any group.
6. We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles within the trust, attendance records, relevant business and pecuniary interests, category of governor/trustee and the body responsible for appointing us will be published on the trust's website.
7. We accept that information relating to board members and local governors will be collected and recorded on the DfE's national database (GIAS: Get information about schools), some of which will be publicly available.

We understand that potential or perceived breaches of this code will be taken seriously and that a breach could lead to formal sanctions.

Code of Conduct approved by Board of Trustees 16th October 2024 on the recommendation of the Search and Governance Committee and after consultation with the Local Governing Body.

Appendix 2 – Reserved Matters

- A] The Articles give the following powers to the Members:
 - 1. Appoint additional Members by special resolution (Art. 15 A)
 - 2. Remove Members by Special Resolution (Art. 16)
 - 3. Appoint up to 10 Trustees by ordinary resolution (Art. 50)
 - 4. Remove Trustees by ordinary resolution (Art. 66)
- B] Company Law gives the Members the power to change the company's Name, Objects and Articles by special resolution.
- C] The Articles give the Academy Trust Company the power to establish subsidiary companies (Art. 5r).
- D] The Articles give the Trustees the power to:
 - 1. Appoint Co-opted Trustees (Art. 58)
 - 2. Appoint Local Governing Bodies and other committees (Art. 100)
 - 3. Appoint the CEO and Principals (Art. 107)
- E] All the powers of the Academy Trust shall be exercised by the Trustees but the Trustees may delegate powers and functions to the CEO and Principals (Art. 105-107).

Appendix 3 – Eligibility Criteria

The Following eligibility criteria applies equally to Members, Trustees, Governors, Elected Parent Governors and Elected Staff Governors as well as to the senior management of the Trust and academies. (Note: this list includes Charity Commission guidance which came into effect on 1st September 2018).

Eligibility: Trust Articles of Association

- 1) Trustees should be **aged 18 or over** at the date of election or appointment. No current pupil or current student of any of the Academies shall be a Trustee. (Note: this eligibility requirement does not apply to Student Representatives on the Local Governing Body of a 16-19 academy)
- 2) A Trustee shall cease to hold office if
 - a. incapable by reason of illness or injury of managing or administering his own affairs.
 - b. absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated.
 - c. declared bankrupt and/or his estate has been seized (and not discharged, annulled or reduced); or is the subject of a bankruptcy restrictions order or an interim order.
 - d. subject to disqualification under the
 - i. Company Directors Disqualification Act 1986
 - ii. Insolvency Act 1986
 - iii. Companies Act 2006
 - iv. Charities Act 2011

All Trustees should provide the Chair or CEO with a disclosure and barring certificate (previously - criminal records certificate) at an enhanced disclosure level. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State for Education whose decision will be final.

Eligibility: Charity Law

North Hampshire Education Alliance is an exempt charity and as such Trustees should also conform to Charity Commission Guidelines on eligibility. A person is not eligible to be a Trustee if they have certain unspent convictions or are legally disqualified for one of the reasons below.

1) Unspent convictions for:

- a. An offence involving dishonesty or deception
- b. Specified terrorism offences
- c. Specified money laundering offence
- d. Specified bribery offences
- e. The offence of contravening a Charity Commission order or Direction
- f. Offences of misconduct in public office, perjury, or perverting the course of justice
- g. Aiding, attempting or abetting the above offences

2) Legal disqualifying reasons:

- a. Being on the sex offenders register
- b. Unspent sanction for contempt of Court
- c. Disobeying a Commission Order
- d. Being a designated person (under specific anti-terrorist legislation)
- e. Being a person who has been removed from a relevant office (e.g. charity trustee, agent or employee)
- f. Director disqualification

Appendix 4 – LGB Constitution, Membership and Terms of Reference

The terms of reference, constitution, and membership of Local Governing Body(s) are reviewed and approved at intervals by the Board of Trustees. The NHEA Scheme of Delegation sets out the detail on lines of responsibility and accountability.

All changes to the terms of reference, constitution and membership of a LGB will be made on the recommendation of the LGB or in consultation with that LGB.

Example Membership:

- (a) The Academy Principal (ex-officio)
- (b) Two elected Parent Governors
- (c) Two elected Staff Governors
- (d) between five and eight Community Governors
- (e) Two Student representatives (non-voting, 16-19 academies only)

Chair of LGB to be appointed by the Board of Trustees

Vice-Chair of LGB to be appointed by the LGB

Quorum is 5 voting members with one vote per governor and the Chair having a casting vote

The LGB can set up committees and working groups as required to focus on specific issues.

DfE regulations and guidance require designated Governors for some statutory areas:

- SEND – required
- Safeguarding and Prevent – required
- Equality and Diversity – required
- Careers – required

The LGB can choose to designate other Local Governors in line with their current focus, for example, Equality, Diversity and Inclusion (EDI).

The Principal shall be treated for all purposes as being an *ex officio* member of the Local Governing Body.

Appointments to the LGB will be made by the Board of Trustees. The LGB are invited to recommend potential Local Governors to the Board of Trustees whenever a vacancy arises and any appointments to the LGB are made in consultation with the Chair of the LGB.

The Board of Trustees may appoint (in addition to those who are elected to serve as Staff governors) persons who are employed at the Academy to serve on the Local Governing Body through such process as they may determine, provided that the total number of such persons (including the Principal and Staff governors) does not exceed one third of the total number of persons on the Local Governing Body. The positions held by those employed at the Academy (e.g. teaching and non-teaching) may be taken into account when considering appointments.

Trustees and members of the ELT have the right to attend all meetings of a Local Governing Body and its sub-committees. Any Trustee attending a meeting of the Local Governing Body shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Local Governing Body. Trustees shall also be entitled to serve on the Local Governing Body.

Queen Mary's College – Local Governing Body Constitution and Terms of Reference - September 2024

This document should be read alongside documents relating to the North Hampshire Education Alliance including the Scheme of Delegation

Constitution

Meetings to be held twice a term and as required

Members

10-13 Voting members

- A minimum of **five** and maximum of **eight** Local Governors appointed by the Board of Trustees (note reduction from ten Local Governors Sept 2022)
- A maximum of **two** Parent Governors elected by parents of QMC students
- A maximum of **two** Staff Governors elected by college staff
- The academy Principal
- Any NHEA Trustee may attend a QMC-LGB meeting if they wish.

Non-voting members and attendees

- A maximum of two Student Representatives (non-voting members)
- Members of the **Senior Leadership Team** to attend as required to report
- Company Secretary or their nominee to act as Clerk to the LGB

Proceedings

- A quorum shall be any **five** voting members
- Written records shall be kept of all proceedings
- Voting matters to be determined by a majority of the votes of the members present and voting on the matter. The Chair to have a casting vote should voting be tied.
- Meetings shall be reported to the next available Board of Trustees meeting
- Committee Chair to be appointed by the Board of Trustees
- Vice Chair to be appointed by the Local Governing Body

Terms of Reference

1. To support and hold the Principal and QMC Senior Leadership Team to account for the quality and range of student provision, performance of the academy and its students.
2. To support the continuous cycle of self-assessment and quality improvement at the College including the approval and monitoring of Quality Improvement Plans. To monitor and benchmark student and college data used for quality improvement, such as attendance and retention.
3. To review and approve any strategic plans for QMC
4. To review plans from the QMC Principal and Senior leadership team to meet the changing student needs and the requirements of funding bodies, exam boards, local industry and commerce etc. and to monitor performance against those plans;
 - Changes to Curriculum
 - Tutorials and Personal Development
 - Enrichment and the wider College experience
 - Work Experience and Careers

5. To review student recruitment, trends in student movement prior to, and post, attendance at QMC, engagement with local schools and the destinations of all students.
6. To review all aspects of Ofsted assessment of QMC along with relevant reports from other quality review systems (currently External Quality Review (EQR) and Peer Quality Review (PQR) and monitor progress against recommendations.
7. To review and approve policies and statements that are specific to students at QMC.
8. To review and contribute to the Trust Risk Register.
9. To receive regular reports on:
 - Safeguarding processes and procedures
 - Arrangements for SEN(D) students
 - Equality, Diversity and Inclusion
10. To report to the Board of Trustees following each meeting - highlighting any areas of concern identified by the Local Governing Body.

Delegated Powers – as set out in the QMC Scheme of Delegation

No delegated powers are to over-ride the responsibilities of the Board of Trustees

- To review targets for student recruiting, retention and achievement and make recommendations to the Trust.
- To Review the Child Protection and Safeguarding Policy at least annually.

Reviewed by Search and Governance Committee 18th September 2024

Reviewed by Local Governing Body 24th September 2024

Approved by Board of Trustees: 16th October 2024

Appendix 5 – Other Governance Roles

The main responsibilities for each role are given below, further information details can be obtained from the Company Secretary.

Safeguarding Trustee and Safeguarding Governor (required)

The Board of Trustees and each Local Governing Body will nominate a safeguarding representative to:

- Ensure that the Trust/institution has suitable and up to date safeguarding policies
- Monitor safeguarding systems and procedures (including online filtering and monitoring systems)
- Ensure that a DSL is in place (a member of the SLT)
- Meet with the DSL at intervals to monitor safeguarding systems and procedures
- Ensure that Safeguarding training is in place for staff and Trustees/Governors
- Report back to the Board/LGB on safeguarding systems and procedures

Health and Safety Trustee (if in place)

The Board of Trustees can nominate a Health and Safety representative to:

- Ensure that the Trust has suitable and up to date Health and Safety policies including risk assessments
- Monitor H&S systems and procedures
- Liaise with members of staff responsible for H&S management (including by attending the Health, Safety, Environment and Welfare Committee).
- Ensure that H&S training is in place for staff and Trustees/Governors
- Report back to the Board on H&S systems and procedures

SEND Governor (required)

The Local Governing Body will nominate a SEND representative to:

- Ensure that the Trust/institution has suitable and up to date SEND policies, provision and strategies
- Monitor all aspects of SEND provision including the promotion of an inclusive culture.
- Meet with the SENCO at intervals to discuss the progress of students with SEND
- Ensure that SEND training is in place for staff and Trustees/Governors
- Report back to the LGB on SEND systems and procedures

Careers Governor (required)

The Local Governing Body will nominate a Careers representative to:

- Ensure that the Trust/institution has suitable and up to date Careers policies, provision and strategies
- Monitor all aspects of Careers provision.
- Meet with the Careers Lead at intervals to discuss the progress of students with SEND
- Ensure that appropriate training on careers is in place for staff and Trustees/Governors
- Report back to the LGB on careers provision

Equalities, Diversity and Inclusion Governor (if in place)

The Local Governing Body can nominate an EDI representative to:

- Ensure that the Trust/institution has suitable and up to date EDI policies, provision and strategies
- Monitor EDI activities including the promotion of an inclusive culture.
- Liaise with members of staff responsible for EDI (including by attending team meetings).
- Ensure that EDI training is in place for staff and Trustees/Governors
- Report back to the LGB on EDI activities

Appendix 6 – Election of Parent Governors

Background Information

The Articles of Association determine that Local Governing Bodies will elect Parent Local Governors. Whilst NHEA will at all times seek to comply with the above, the lack of elected Parent Governors will not, in itself, prevent the LGB from continuing to function effectively in support of the Academy.

Parent Governors are persons who are elected to the Local Governing Body of the Academy by parents of registered pupils at the Academy and who are themselves such parents at the time when they are elected. The Academy defines 'parents' as all those with day to day responsibility for a child:

- Any person who has parental responsibility for a child or young person;
- Any person who has care of a child or young person i.e. lives with and looks after the child

If the Academy Principal has any query over the definition of a parent they should consult with the CEO.

Each Parent Local Governor shall from the date of their election hold office for a term of 4 years [even if during this term their child moves on to another school/academy]. Like other Governors, Parent Governors are eligible for re-election subject to the necessary criteria continuing to be fulfilled. Elections should be held when a vacancy occurs either through expiration of the term of office or resignation of a Parent Governor. Applications should normally be sought as soon as possible, excluding the main Academy holiday periods.

Within these broad guidelines and those set out below, each Academy Principal will be responsible for choosing appropriate dates for informing parents, distributing and collecting application forms, and arranging voting as, of course, the details will vary for each Academy.

Local Governing Bodies may wish to advise parents of particular skill sets required on the LGB at that time, and/or community groups that are under- represented on the LGB but may not use these as determining factors during the election process.

The Academy Principal will have overall responsibility for organising the election. The Academy Principal will undertake the duties of "returning officer". Any candidate may appeal to the CEO if they believe the election has not been fairly conducted.

The Election Procedure

the Academy Principal must take reasonable steps to inform all those eligible to stand as candidates of the vacancy and the process for applying. A standard application form shall be sent out by the Academy Principal to all persons registered with them as parents, inviting applications for appointment to the Local Governing Body. This means that it is possible for a student to have more than two parents eligible to participate in an election.

Alongside informing parents of the vacancy and the process for applying, the Principal should also inform parents that vetting will be carried out on anyone successful in being elected as a parent governor including references and an enhanced DBS check. Persons who are aware of any information which may be disclosed may wish to discuss its relevance with the Academy Principal prior to applying.

A minimum of ten days should elapse between parents being informed of the vacancy and the closing date for applications.

Candidates should include on their application form their full name and address, together with such details as they wish to give about themselves and their reasons for applying in not more than 100 words. Should an election be required these details will be included on the voting paper.

If the number of candidates applying is the same as, or fewer than, the number of vacancies then any such candidates will be duly elected unopposed. If, however, there are more candidates than vacancies it will be necessary to proceed with arrangements for an election.

The Academy Principal will arrange a ballot:

- Election will be by simple majority vote (with the drawing of lots in the event of a tie)
- All parents are entitled to vote with one vote per parent irrespective of the number of their children attending the Academy
- The arrangements must provide for every person that is entitled to vote to do so by electronic means or by post. There will be no proxy voting
- Responsibility for counting the votes rests with the Academy Principal.

The number of votes cast for each candidate should be recorded and sent to the Chair of Trustees. Parents and Local Governors should be notified of those parents thus elected to the Local Governing Body, and a notice should be displayed in the Academy.

Details of the vote should be retained securely for six months in case the election result is challenged.

Appendix 7 – Election of Staff Governors

Background Information

The term of office of Staff Local Governors is four years. They retire on the completion of their term of office, but like other Governors they are eligible for re-election. The Academy Principal should aim to complete the election before the next meeting of the Governing Body. If a vacancy occurs, the vacancy should normally be filled as soon as possible, excluding the main Academy holiday periods.

A member of Staff's role as a Local Governor shall mirror that of their employment, i.e. should a Local Governor be suspended as a member of staff then their membership of the Local Governing Body will also be suspended and if they cease to be employed at the Academy they will cease to be a Local Governor. Those Staff who are nominated for election must be paid to work at the Academy on the date nominations are invited.

The Academy Principal may propose, second and vote as appropriate in elections for Staff Governor(s).

The Academy Principal will have overall responsibility for organising the election. The Academy Principal will undertake the duties of "returning officer". Any candidate may appeal to the CEO if they believe the election has not been conducted fairly.

The Election Procedure

Nominations should be submitted on a standard form. A staff member may not nominate themselves.

Each nomination should be supported by two members of staff, permanent or temporary. Staff must be given a minimum of seven days for the return of nomination papers. No staff member may nominate more candidates than there are vacancies available.

Persons nominated will be asked to give, on the nomination form, such details as they wish about themselves and their views in not more than 100 words, which will be included in the voting paper. The voting paper is to be prepared in accordance with the standard format.

If the number of candidates nominated is the same or fewer than the number of vacancies, then any such candidates will be duly elected unopposed. If, however, there are more candidates than vacancies, it will be necessary to proceed with arrangements for an election.

The Academy Principal will arrange a secret ballot:

- Election will be by simple majority vote (with the drawing of lots in the event of a tie)
- Each staff member, including the Academy Principal, will be entitled to cast one vote for one candidate only in respect of each vacant post.
- The arrangements must provide for every person that is entitled to vote to do so by electronic means or by post. There will be no proxy voting
- Responsibility for counting the votes rests with the Academy Principal.

The number of votes cast for each candidate should be recorded and sent to the Chair of Trustees and Chair of the Local Governing Body.

- Staff and Local Governors should be notified of those staff thus elected to the Local Governing Body, and a notice should be displayed in the Academy.
- Details of the vote should be retained securely for six months in case the election result is challenged.

Appendix 8 – Conflict of Interest and Related Party Transaction Policy

Background

What is a **CONFLICT OF INTEREST**?

A conflict of interest arises when the best interests of an individual Member, Trustee, Local Governor or volunteer are, or could be, different from the best interests of NHEA Multi-Academy Trust (The Charity itself, and/or any of the Academies or Trading Companies owned by the MAT).

This may be something that affects the individual directly.

For example:

An individual owns a building company which is currently a little short on work and the charity needs some building work done. As an individual, they would like the work to be given to their company, but has a responsibility to choose the best company for the job – which may or may not be that company.

Alternatively it may be something that affects the individual indirectly, through a family member, friend, business partner or other close associate [ie a related party]

For example:

The Charity is offering a new play scheme for children with disabilities, but the number of places is very limited, an individual has a disabled nephew who would benefit from a place. As an individual there is a responsibility to ensure that all places are offered on a fair basis to those most in need – which may or may not include the nephew.

Conflicts of interest may be ongoing, for example someone who is related to a service user or is also a trustee of another local organisation, or they may be one off for example awarding a one off contract.

A conflict of loyalty is a particular kind of conflict of interest where the duties the individual owes to another body or organisation are, or could be in conflict with the duties owed to the Charity.

For example:

A trustee sits on two different trustee boards and both organisations are planning to apply for the same funding opportunity which is competitive and which only one organisation can win.

In some cases, an ongoing conflict may affect an individual's ability to participate in decisions so often or so much, that it is impractical for them to continue in post (or to accept the post in the first place)

Duty to the Academy and to NHEA Multi-Academy Trust

There is a duty on the individual to put the best interests of the NHEA Multi-Academy Trust, NHEA Academies or any NHEA owned trading company first and to safeguard the assets and reputation of the Charity. There is also a duty to avoid conflicts of interests.

Where conflicts do arise, there is an obligation on the individual to declare that conflict. Benefit is not limited to financial benefit, but includes favourable treatment of any kind which could be said to have a financial value. This includes biased access to services or employment opportunities.

In practice, this almost always means that individuals cannot receive benefit for their work as a Trustee, Local Governor or volunteer, in many instances they can be paid for additional services which are not part of their trustee/governance/volunteer role such as the example of the building

work given prior, provided that it is in the best interests of NHEA Multi-Academy Trust, NHEA Academies or any NHEA owned trading company.

Members, Trustees, Local Governors and Volunteers can be reimbursed for expenses, and these include any costs that are necessary to allow them to carry out their duties and can be claimed back (against receipts) in accordance with NHEA MAT and NHEA Academy policy.

It should be noted that the 'no benefit' requirement does not mean that an individual, or their friends and family, cannot receive services from NHEA Multi-Academy Trust, NHEA Academies or any NHEA owned trading company, providing that they receive them on exactly the same basis as everyone else.

There are intangible benefits to being a Member, Trustee, Local Governor or volunteer, including increased skills and knowledge, a wider circle of colleagues and friends and a sense of fulfilment and achievement. Generally, these do not give rise to conflicts of interest.

What Problems Can Arise?

Conflicts of interest can give rise to a number of problems. They may:

1. Result in decisions or actions that are not in the best interest of NHEA Multi-Academy Trust, NHEA Academies or any NHEA owned trading company
2. Risk the impression that the organisations have acted improperly
3. Prevent frank and open discussion

Even the appearance of a conflict of interest can damage the reputation NHEA Multi-Academy Trust, NHEA Academies or any NHEA owned trading company, so any conflicts need to be managed carefully and transparently.

Notes on Conflict of Interest Policy

The Conflict of Interest policy (below) makes it clear that NHEA Multi-Academy Trust is committed to ensuring its decisions and decision-making processes are, and are seen to be, free from personal bias and do not unfairly favour any individual connected with it.

The policy protects both the organisation and the individuals involved, from any appearance of impropriety, and provides guidance on what to do when conflicts of interest arise.

It provides a clear framework and process to make sure that conflicts are handled consistently and properly.

Conflict of Interest and Related Party Transactions Policy

Definition

A conflict of interest arises when the best interests of an individual are, or could be different from the best interests of NHEA Multi-Academy Trust, NHEA Academies or any NHEA owned trading company.

This may be something that affects the individual directly or indirectly through association.

Statement of Intent

The NHEA Multi-Academy Trust in its entirety is committed to ensuring its decisions and decision making processes are, and are seen to be, free from personal bias and do not unfairly favour any individual connected with them.

The NHEA Conflict of Interest Policy is reviewed on an annual basis by the Trustees and must comply with the guidelines within the most recent 'Academy Trust Handbook'.

Policy

It is the policy of NHEA Multi-Academy Trust, NHEA Academies or any NHEA owned trading company to:

1. Ensure that all individuals understand what constitutes a conflict of interest and that they have a responsibility to recognise and declare any conflicts that might arise for them.
2. Document the conflict and the action(s) taken to ensure that the conflict does not affect the decision making of the organisation.
3. All Members, Trustees, and staff will complete and file a Register of Pecuniary and Other Interests form and at least annually review and update this document. This document includes Related Party Interests.
4. Declare at each meeting any interest that may result in a conflict arising on the agenda.

In the interests of frank and open discussion, an individual affected by conflict of interest must leave the room when related discussion/decision making is taking place, unless there is a good reason for them to stay (and they will not participate in any vote in relation to the area of interest).

The minutes should state:

1. The declared conflict of interest
2. That the individual left the room or the reason that they were asked to stay
3. That the individual took no part in the discussion or decision making on the matter (other than information provided if requested)
4. That the meeting was quorate (not counting the affected individual)
5. Any other actions taken to manage the conflict.

The declarations made on the Register of Pecuniary and other Interests forms will be publicly available on the website in line with DfE regulations regarding declarations.

If an individual is unsure what to declare, they should err on the side of caution, and discuss the matter with the Chair of the Committee or the Chair of Trustees for confidential guidance.

Appendix 9 - Abbreviations and Terms Used in this Document

Abbreviations

CEO – Chief Executive Officer

CFO – Chief Financial Officer

DfE – Department for Education

ELT – Executive Leadership Team

IAB – Interim Advisory Board

LGB – Local Governing Board/Body

MAT – Multi Academy Trust

NHEA – North Hampshire Education Alliance

Ofsted - The Office for Standards in Education, Children's Services and Skills

SLT – Senior Leadership Team

Terms

Academy – within the context of this document, an Academy is an educational establishment owned and operated by NHEA. Examples are schools, 16-19 academies (colleges), etc.

Academy Trust Handbook – this handbook is issued and updated annually by the DfE. It sets out the financial framework for academy trusts reflecting their status as companies, charities and public bodies. It balances requirements for effective financial governance and management of funds, with the freedoms that trusts need over their day-to-day business

Admissions Policy – the policy that controls the admissions and exclusions for 11-16 academies, in compliance with the DfE Admissions Code which in turn is controlled by statute [Note – this is not required for 16-19+ Academies]

Chief Executive Officer – the individual who is appointed by the Trustees to lead the Executive Leadership Team (can also be an acting Principal of one of the Academies)

Chief Financial Officer – the individual appointed by the Trustees to lead in the fulfilment the financial management and reporting requirements of the trust

Executive Leadership Team – the senior staff of the Trust with a remit across the whole trust. (may include Academy Principal(s)) focused on the effective and efficient delivery of the strategic and tactical plans for the trust. Some of the Executive Leadership Team will be Senior Post Holders.

Director – see Trustee

Interim Advisory Board – a group of non-executive individuals appointed to replace a Local Governing Body in its entirety when the Academy is deemed to be failing or where the LGB is deemed to be ineffective. The IAB is charged specifically with resolving all issues with the Academy and its governance with a view to handing over to a new LGB once task is completed.

Local Governing Board/Body – a group whose focus is on an individual Academy and its delivery of high quality and effective education within the resources available, the Scheme of Delegation for the individual Academy and the strategic and tactical plans for the individual Academy. Members may be referred to as either 'Local Governors' or LGB Members'.

Master Funding Agreement – an agreement between the Department for Education and a multi academy trust for funding of the MAT. The agreement specifies the conditions and requirements of the DfE that the MAT must meet in order that funding from the DfE [via the ESFA] can be provided. See also 'Supplemental Funding Agreement'.

Multi Academy Trust – a group of individual Academies that are operated by an umbrella trust for mutual benefit

Principal – head teacher of Academy and leader of the Academy's Senior Leadership Team

Pupil Premium - The pupil premium is additional funding for publicly funded schools in England to raise the attainment of disadvantaged pupils of all abilities and to close the gaps between them and their peers. [Note – funding with a similar focus in 16-19+ Academies is called Bursary funding]

Senior Leadership Team – the group of senior teachers and non-teaching staff who are assigned to a particular Academy and who through their position lead the operations within that Academy. Led by the Academy Principal and supported, where relevant, by the Local governing Body, the Executive Team and the Board of Trustees [see Scheme of Delegation for the individual Academy]. The term used for this group may differ between academies depending on management structures previously in place.

Senior Post Holders – highly experienced staff of the Trust who, by dint of the seniority, wide-ranging importance and impact of their role have been designated as a senior post holder of the Trust and have their appointment and annual performance review and remuneration approved directly by the Trustees, e.g. the CEO.

Supplemental Funding Agreement - an agreement between the Department for Education and a single specific academy within a multi academy trust for funding of the academy. The agreement specifies the conditions and requirements of the DfE that the academy must meet in order that funding from the DfE [via the ESFA] can be provided. Any funding for an academy will be direct to the MAT that it is part of. See also 'Master Funding Agreement'.

Trustee – the Trustees have overall control of a charity [in this case the NHEA] and are responsible for making sure it's doing to the specified standards what it was set up to do. Trustees are the people who lead the charity and decide how it is run. They may be known by other titles, such as directors or board members.

Trustee Board – Often also referred to as the 'Board of Trustees'. This is collectively the Trustees/Directors of the charitable company.