



BDMAT
Birmingham Diocesan
Multi-Academy Trust

Birmingham Diocesan Multi-Academy Trust Governance Plan

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1. INTRODUCTION

The Birmingham Diocesan Board of Education (DBE) established the Birmingham Diocesan Multi-Academy Trust (BDMAT) in 2017 to provide an option for the family of Church Schools and academies in the Birmingham Diocese who were looking to join a multi-academy Trust, meeting the requirements for governance for Church of England schools. Both the DBE and BDMAT are committed to the provision of high-quality Christian education. BDMAT was established as a 'mixed-MAT', allowing non-Church of England schools to be members as long as they support the MAT's aims. BDMAT is operated by a Trust Board and is accountable to the Department for Education ('the DfE'). The Directors on the Trust Board are appointed by the Members of the Trust. BDMAT has been given 'sponsor' status by the DfE, allowing them to admit schools who have been classed as 'failing' by the DfE / Ofsted.

A current list of schools within BDMAT can be found at <https://bdmatschools.com/our-academies/>

Each school has its own Local Academy Board (LAB). The governors who serve on the Local Academy Board are appointed by the Trust Board (with the exception of parent and staff representatives and historical foundations in some schools such as the Lady Katherine Leveson Foundation and the Nethersole Foundation).

THE WAY IT WORKS

The Trust Board has overall legal responsibility for the operation of BDMAT and the schools within it; however, the Trust Board works in partnership with the leadership teams and LABs at its family of schools.

The Scheme of Delegation provides for certain functions to be carried out by one or more of the following:

- the Trust Board; and/or
- the Chief Executive Officer ('the CEO') or other members of the executive; and/or
- the Headteacher of the school; and/or
- the Local Academy Board of the school

The latest copy of the scheme of delegation can be located at:

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<https://bdmatschools.com/governance-policies/scheme-of-delegation/>

Current members, directors and chairs of governors can be located at:

<https://bdmatschools.com/our-team/>

All academies are required to operate in accordance with the Trust's policies and procedures, as well as demonstrating principles of good financial management. Academies are subject to annual external and internal audit, as well as other assurance work as required by the Trust. In the event that an academy is designated as "high-risk" (due to poor financial management or accumulated deficits etc.), then the academy's financial roles will be temporarily taken over by the Central Team until reassurances are gained that the senior leadership team is in a position to manage its finances. Academies know to escalate issues by consulting the scheme of delegation to determine when and where the LAB chair needs to raise an issue at Board level.

The Trust understands and will act appropriately in relation to statutory duties and all trustees (as company directors) will comply with their duties as set out in the Companies Act 2006. These comprise the duties to:

- act within their powers;
- promote the success of the company;
- exercise independent judgment;
- exercise reasonable care, skill and diligence;
- avoid conflicts of interest;
- not to accept benefits from third parties; and
- declare interest in proposed transactions or arrangements.

These duties are especially relevant when entering into transactions with connected parties. There is in place an effective Conflict of Interests Policy (Appendix 1) which will apply to all members, directors and local governors.

The Scheme of Delegation provides more details of the financial responsibilities of the Board of Trustees.

BDMAT maintains independent challenge by implementing the following:

- **Finance:** We appoint external and internal auditors;
- **Governance:** We undertake external review of governance on a regular basis;
- **Assessment:** We use commercial assessment systems to benchmark the progress and achievement of our pupils
- **Moderation:** Our schools engage in moderation of pupils' work with local schools, consortia and LAs
- **Ongoing:** While we are content with the skills and experience of the current members and directors, any future appointments will be based on where our analysis suggest we should add more capacity.

Both Trust and Local Academy Boards will undertake annual NGA skills audits that will inform the training for the following year.

THE TRUST BOARD

Many of The Trust Board responsibilities fall within the remit of the Terms of Reference for either:

- Finance & Resources Committee
- Audit Committee
- School Effectiveness Committee
- Admissions Committee

Where functions are to be carried out by a Committee this is identified in the Scheme of Delegation). If no Committee is mentioned the full Trust Board will deal with the matter.

THE CEO

A significant number of responsibilities under the Scheme of Delegation lie with the CEO. It is recognised that the CEO may choose to delegate some of their duties to other members of the executive, the Deputy CEO, the Chief School Effectiveness Officer and the Director of People and Communications and other staff with the BDMAT Central Team.

SCHOOL SUPPORT

When a school converts and joins the MAT it will be allocated to the appropriate support based on:

- its latest Ofsted Inspection Report; and BDMAT'S assessment of its historical performance and future prospects, undertaken through 'due diligence' before the school transfers into BDMAT.

Where there are significant concerns regarding a school it will be deemed to be a 'priority school'. This categorisation is very important because it may dictate the following:

- the 'make-up' of the Local Academy Board;
- the extent to which responsibilities are delegated to the school;
- the level of support the school receives, and
- the funding arrangements.

REVIEWING THE SUPPORT

The on-going support to schools will be linked to the performance of the school in relation to:

- the quality of teaching and learning;
- leadership;
- outcomes;
- safeguarding;
- finance; and
- buildings.

The support will be reviewed at least once a year and if required the school will be determined to be a 'priority school'.

The CEO reserves the right to determine a school requires 'priority status' at any time if he

believes this to be appropriate in the interests of both the school concerned and the wider MAT family. The decision regarding the School Status rests with the CEO in liaison for other members of the Executive Team. Any changes to school designation will be reported to the board of trustees and Local Academy Board chair.

LOCAL ACADEMY BOARDS

The make-up of Local Academy Boards will be guided by the designation of the school when it joined BDMAT. Therefore, all previously designated Voluntary Aided schools will have over 50% of their governors committed to withholding the Christian mission of the school as diocesan representatives; in previously designated Voluntary Controlled schools there will be at least 25% of diocesan appointed governors. All new Free Schools will be classed as Voluntary Aided schools for the purposes of the composition of the governing body. For non-church schools, the composition of the school's governing body on joining BDMAT will be maintained, as long as it meets the current requirements. All of our governing bodies should endeavour to include at least:

- two parents of students
- one staff member
- a community member

The headteacher and the local incumbent will be offered ex-officio roles on the governing body. If the incumbent does not wish to be a governor on the LAB then this place will be offered to a member of the Parochial Church Council (PCC).

The rights and obligations of the Local Academy Board are set out in the scheme of delegated authority. The aim is that whilst the school is operating in accordance with the performance criteria set by the Trust Board, there will be considerable autonomy to run the school on a day to day basis. If certain performance triggers are hit, the Trust Board and executive will take a more 'hands on' role until the issues have been rectified and the Local Academy Board may be reconstituted (for example into an Executive Governing Body led by a member of the executive) or retrained to ensure there is no repeat of the issues.

Each Local Academy Board will decide on its own committee structure as part of the autonomy that is given to the Local Academy Board through the Scheme of Delegation.

Some LABs have decided to undertake half-termly meetings of the full board instead of having full board meetings and committee meetings.

Working together as a family

In addition to the school improvement programme all schools within the MAT family will be asked as part of the 'generous heart' to contribute to one or more of the following:

- development and maintenance of school policies;
- sharing of best practice;
- provision of emergency cover;
- mentoring and coaching of staff; and
- recruitment, training and appraisal of Governors for the Local Academy Board

with Headteachers and Local Academy Boards.

Expanding the MAT

Plans will be based on maintaining an appropriate span of control within an appropriate geographical spread. The number of schools within the MAT will also correlate with demand and take into account local pupil place planning, and include close consultation with Diocesan board of Education, the DfE via the Regional Schools Director and the relevant Local Authority.

2. VISION

The aims, vision, values, strategic aims and key performance indicators can all be located in BDMAT's latest Strategic Plan which can be located at:

<https://bdmatschools.com/about/strategic-plan/>

3. SEVEN PRINCIPLES OF PUBLIC LIFE

In 1995 the DfE published guidance on the 7 principles of public life (referred to as the 'Nolan Principles') which are the basis of the ethical standards expected of public office holders.

The Trust subscribes to these standards and values and expects all Members, Directors, Governors and school leaders to abide by them at all times.

The 7 principles of public life are:

1. Selflessness

Holders of public office should act solely in terms of the public interest.

2. Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. Honesty

Holders of public office should be truthful.

7. Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

In meeting these principles, the Trust will be continually mindful of, and operate within the scope of the Articles, the DfE Funding Agreement, the Academies Handbook, Charities Commission stipulations and company law. Each schools' Special Educational Needs and Disabilities Co-ordinator (SENDCO), and Designated Safeguarding Leaders (DSLs) will ensure that statutory and best practice requirements are met in these areas. DSLs will be supported in their role by BDMAT's Head of School Support.

4. DEFINITION OF TERMS IN THIS BDMAT GOVERNANCE PLAN

The members of an academy trust have a different status from the directors or Governors.

The members are the subscribers to the trust's memorandum of association, and any other individuals permitted to become members under its articles of association. Members have an overview of the governance arrangements of the trust and have the power to appoint and remove directors. Members can amend the articles and may do so to support stronger governance arrangements. Members appoint the Trust's auditors and at least annually receive the auditors' accounts and management letters.

The DfE advocates that Academy trusts should be established with three members, although DfE encourages trusts to have at least five members in total, as this:

- ensures enough members can take decisions via special resolution (which requires 75% of members to agree) without requiring unanimity; and
- facilitates majority decisions being taken by ordinary resolution (which requires a majority of members to agree)

Structures in which members are also employees are not considered by DfE to be an effective model of governance for an academy trust.

The Trust currently complies with both of the above principles. A list of current members can be located at: <https://bdmatschools.com/staff-department/members/>

The role of **Director** (sometimes referred to in the sector as trustee) involves providing strategic direction for the trust, providing advice and sensitive challenge to ensure a progressive improvement in standards across the trust. This role contributes to the work of the board in raising standards of achievement for all students. A list of current directors can be located at: <https://bdmatschools.com/staff-department/directors/>

The role of **Governor** in a Local Academy Board is concerned with collective oversight, support and challenge, holding the academy leaders to account on a number of matters where the BDMAT Executive does not have this role. This 'holding to account' is undertaken in the manner of a critical friend, providing support, expertise and challenge to the headteachers, throughout the annual cycle of calendar activities from September to August.

Governors do not need to have qualifications but need to be aged 18 years and above and pass certain checks. Governors have a responsibility to work collaboratively with other members of the Local Academy Boards, the staff and students of the schools, the schools' wider communities and where they are representatives, to their particular constituency (parents; staff; teachers; church, historical foundation etc.). Although some governors may

represent particular constituencies, they are not delegates of that group and should reflect the best interests of the school as a whole in all decisions.

Maintaining a distinction between the Board of Directors and the Local Academy Boards ensures that members and directors maintain a more strategic focus, and provide, independent oversight and challenge to Governors. This is especially important in multi-academy trusts in which trustees are responsible for a number of academies.

The role of a **Local Academy Boards** includes the following:

LABs have a number of key roles in both a strategic and operational manner; some of these may be undertaken by the full board, others delegated to either a standing committee, a role specific group or an individual governor, all of which will report back to the full board. These roles include:

Vision and values

- For our church schools, ensuring that they preserve, develop and promote the Christian distinctiveness of the school, working closely with Church of England representatives;
- Monitoring the implementation of BDMAT's vision of 'life in its fullness for all', 'success for all' and 'positive well-being for all' and the Church of England's vision of education that allows for the development of wisdom, knowledge and skills; promotes dignity and respect; values community and living well together; and pupils having hope and aspiration;
- Monitoring the implementation of the school's own vision and aims, ensuring they are in sympathy with those of the BDMAT and in our Church of England schools the Church of England.
- Undertaking learning walks on a regular basis to ensure that the BMDAT and school's ethos is being promoted (including Christian ethos in our church schools),

Safeguarding and health and safety

- Liaise with the BDMAT Head of School Support, who oversees safeguarding across the Trust to ensure that there are no gaps in oversight for the school's safeguarding mechanisms
- Ensuring all Governors receive annual update training from a designated safeguarding leader at the school, including knowledge of PREVENT;
- Ensuring that the safeguarding governor receives more detailed training on a regular basis from the local safeguarding board;

- At least termly, analyse the school's data regarding number of pupils at risk and referrals made to Social Care for patterns and potential concerns;
- LABs should receive, discuss and challenge leaders annually on their section 175 audit return to the safeguarding board and the BDMAT safeguarding audit;
- Governors should termly check on progress towards all amber and red issues identified in the BDMAT safeguarding audit
- Ensuring that the school has in place an Educational Visits Coordinator who is adequately trained. They also need to oversee that the headteacher has followed procedures for educational visits as advised by the Evolve Educational Visits Advisor.
- Ensuring that leaders have in place effective risk assessments for the school and out of school activities;

Risk management

- Monitoring the school's specific risks and evaluating progress towards the school risk register at each main LAB meeting;

Financial probity

- Ensuring that governors and school leaders comply with the latest version of the Academies Handbook issued by the Department for Education;
- Receiving regular finance reports from the Central Team and use this information to guide discussions regarding the allocation of resources, and inputting to the development of the annual budget;
- Monitoring the spending of Pupil Premium, Sports Premium and Catch-up Premium to ensure that these restricted funds are having an impact, and ensuring the school's website accurately reflects the position regarding these funds;

Staff appointments and staff management

- Appointing all staff (with the exception of the headteacher and deputy, which is in partnership with the CEO), and ensuring their performance supported by school leaders. Governors should follow the correct BDMAT procedures for these;
- Monitoring the school's staff sickness and absence policy – meeting with staff as required when 'triggers' are reached;

School improvement

- Ensuring that the school improvement plan, once approved by the BDMAT Director of School Improvement is implemented and has impact;
- Ensuring that statutory requirements are being made regarding the support offered to SEND pupils, that they are having impact and that the school's SEN statement on its website is accurate;
- Receiving regular reports from the headteacher regarding the quality of teaching, monitoring improvements and reporting any concerns that you have to the CEO if you feel that the quality of teaching is not improving;
- Monitoring the school's curriculum statement on its website. Ensuring that it clearly identifies what children will learn and the skills they will develop and that it is guided by an 'intent' that aligns with the school's and BDMAT's visions and values;
- Set targets for pupil attendance for the whole school and vulnerable groups (SEND, pupil premium and other specific school vulnerable groups e.g. EAL) and monitor progress toward these targets; monitor authorised and unauthorised pupil leave in term time;

Pupil admissions

- Acting as the admission body, on behalf of BDMAT;
- Annually review the school's over subscription criteria, making any suggested amendments to the BDMAT Board of Directors.

Dispute management and resolution

- Dealing with complaints, disciplinary and grievance issues at the school in line with policies;
- Where necessary, issuing banning notices to parents or warning letters where their conduct on the premises is not acceptable;

Pupil behaviour

- Administering exclusion panels to hear all permanent exclusions and where required, fixed term exclusions (in line with regulations);
- Undertaking learning walks on a regular basis to ensure that the conduct of pupils is good and that the school provides a suitable learning environment;

Relationship with the Central Team

- Reporting any significant concerns to the BDMAT Central Team;

- Challenging the BDMAT Central Team if the services / support being provided by the BDMAT Central Team are not meeting the school's requirements;

Headteacher support and challenge

- Providing effective pastoral support for the headteacher – seeking additional assistance when it is felt that the headteacher requires this;
- Supporting the CEO / Director of School Improvement in monitoring and assessing the performance of the headteacher (this will involve the chair of governors, CEO and an additional governor);

Governor training

- Ensuring that an effective training programme is in place for governors and that an annual skills audit of all governors is undertaken to identify future training and gaps in the LAB's skills set;

Stakeholder and community engagement

- Regularly consulting with pupils, parents and staff regarding the school;
- Act as a link between the school, BDMAT and the local community – ensuring that the school is playing an active role with its local community, including other schools;
- Ensure that there is an effective and mutually productive relationship between the school, the church (church schools only) and, where appropriate, other local faith organisations.

Policies

- Review and monitor school specific policies that are not covered by generic BDMAT policies including safeguarding (which must be based on the annual BDMAT model policy) and subject specific policies.

Note – Members, Directors and Governors are expected to undertake an enhanced DBS check, an ID verification check and a section 128 check. Details of how to complete the checks are held by the Head of School Support. Directors and members are also expected to prove their right to work in the UK (this is not a requirement for local academy board governors).

5. OVERVIEW OF BDMAT GOVERNANCE

At the centre of the approach to governance at the Trust is a recognition and understanding that we must never lose sight of the fact that governance is about ensuring the best

educational outcomes for students. This principle will be applied to all aspects of governance.

The Trust acknowledges and agrees that the three core functions of a Local Academy Board are as set out in the 2020 version of the Department for Education's Governors' Handbook being:

- Ensuring clarity of vision, ethos and strategic direction;
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff; and
- Overseeing the financial performance of the organisation and making sure its money is well spent.

The Trust has also adopted the National Governor's Association Framework for Governance.

5.1 MAT Board of Trustees Roles and Responsibilities

Strategy

- a. Agree a long-term strategy, vision and mission for the Trust, and communicate this to stakeholders;
- b. Establish and monitor a strategic risk register and disaster recovery plan;
- c. Agree an asset management plan; and
- d. Develop a marketing and communication plan to promote the MAT and the individual schools as the destination of choice for local parents, and to increase income.

5.2 Governance

- a. Establish and maintain a register of business interests for the board;
- b. Confirm the appointment of contractors/let tenders;
- c. To review annually and consider the establishment, terms of reference and membership of committees and effectiveness;

- d. Approve the co-option, appointment and removal of persons and Chairs to the local Academy Boards;
- e. Elect (or remove) the Chair and Vice-Chair of the Board annually;
- f. Approve the Scheme of Delegation of powers and responsibilities; and
- g. Decide any changes in the times of school sessions and dates of terms and holidays;
- h. Ensure that the admission arrangements in all schools are compliant.

5.3 Finance

- a. Approve the annual budget, allocating finance to individual academies, using the funding formula allocations as a guide, but being sensitive to individual academy circumstances;
- b. Approve the annual audit report, returns and accounts;
- c. Ensure all insurances are in place;
- d. Informing the appropriate government agency if it suspects any irregularity affecting resources, and approvals of any write-offs and other requirements of the ESFA/DFE;
- e. Notify the ESFA when the post of chair of Board of Directors, and Accounting Officer become vacant.

5.4 People and Leadership

- a. Approve the Terms and Conditions of Employment
- b. Approve staff discipline, conduct, and grievance policy
- c. Review effectiveness of management structures
- d. Workforce remodelling/ seeking and ensuring cross-school collaborations for efficiency and effectiveness
- e. Establish and implement a performance review process for Board and Chair

- f. Ensure LABs conduct self-assessments and performance reviews

5.5 Standards

- a. Ensure that the achievement of standards is planned, resourced, tracked and continuously improved.

5.6 Policies

- a. Establish, monitor and review policies and procedures as per the Scheme of Delegation as follows

5.7 Schedule of Annual and Termly Activities for the Board Of Directors

The Board will establish an annual calendar of meetings for itself, all sub-committees and LABs (a current copy can be requested from the board clerk). It will also develop an annual business cycle planner, allocating key activities to specific meetings in the academic year. Matters that should be considered by directors at least once a year are:

- the Trust goals and how they are being met;
- review of the management structure to ensure it is operating effectively;
- review the performance of external providers/services provided under SLAs;
- review and approval of the annual accounts and report of the trustees;
- review and approval of the financial budget for the following year;
- review and approval of the levels of insurance cover for the trust's assets;
- findings made by the auditors and the auditor's management letter, and any other financial reviews, and consideration of what actions should be taken arising from their recommendations; and
- review regularly the strategic and operational risks to which the Trust is exposed and ensure systems are in place to mitigate those risks.
- Safeguarding procedures across the Trust

5.8 Committees of the Board of Directors

The Trust committee structure includes a Finance & Resources Committee; Audit Committee and a School Effectiveness Committee. The following requirements will apply:

- A Chair shall be elected from among the members of the committee at the first meeting in the Autumn Term.
- To be quorate, at least 3 directors including the committee Chair must be present (for the finance committee there must be three non-executive directors to be quorate).
- Meetings of the Committee will take place at least once per term. The Chair of the Committee will approve an agenda, which will be distributed at least 7 days before the meeting.
- Minutes of each meeting will be taken by the Clerk or the assistant clerk. The minutes will be distributed to all members of the board. The Clerk / assistant clerk will also collate all papers and discussion documents from the meeting with the minutes for filing and for distribution to absent members of the Committee. The Chair of the Committee will also report any significant items to the Full Board of Directors at the meeting held each term.
- The memberships will be reviewed annually by the Trust Board.

Board Performance

The Chair of the Trust will ensure that an annual review of each Director's contribution to the Board's performance is carried out and ensure each Director is investing in their own development.

6. OUTLINE OF KEY ROLES

CHAIR OF BDMAT TRUST BOARD

The Chair will be expected to undertake their role in accordance with best practice. In particular, they will deliver the following.

- Leading effective governance
- The Chair must ensure the directors understand the part they play in driving educational improvement and ensuring the Trust meets its aims.

- The Chair's overall purpose is to act as a critical friend to the Trust as a whole
- Building the team of directors
- Ensuring that the CEO receives an annual appraisal.

The Chair is responsible for building a cohesive team of directors, delegating tasks to ensure all members contribute and share responsibility. They must ensure that individuals' skills, knowledge and experience are well used, and that gaps are filled with training and recruitment.

Improving the Trust

The Chair must have a thorough knowledge and understanding of all aspects of the Trust. They should ensure that good quality and relevant information is available to the directors, such as the financial information, the Trust development plan and relevant information about the schools focusing on the strategic elements.

Leading the business

The Chair must work with the clerk to the directors to ensure the Trust board and the Local Academy Boards fulfil their respective statutory obligations and its responsibilities.

The Chair is responsible for chairing main board meetings. Each meeting should have a formal agenda. Meetings should be scheduled to reflect statutory tasks throughout the year.

The Trust will judge the success of the Chair against the following key duties:

1. Give a clear lead in organising the Trust board's work
2. Delegate roles and ensure other directors are fully involved
3. Manage meetings efficiently
4. Keep other directors fully informed
5. Co-operate with other agencies to support Trust improvement

VICE CHAIR OF THE BOARD OF DIRECTORS

The Vice Chair of the Trust Board is a vital role and the person holding this position will need to be ready and able to step into the role of Chair at any time. The Vice Chair should also be

available to the Chair as a 'sounding board' when the Chair requires a further opinion and should also be the Chair's critical friend.

The Vice Chair will:

- take on specific responsibility as required – for example, committee chair or development of directors;
- chair particular agenda items or some full board meetings as required;
- may act as a mentor for new directors;
- ensure directors' participation in and between meetings;
- deputise for the Chair in their absence; and
- listen and be a critical friend to the Chair.

The Vice Chair must work closely with the Chair to ensure that they are fully informed at all times.

DIRECTOR

Each Director has been and will be selected based on their skills, experience and knowledge. They will be given training to fulfil their duties.

Trust Directors will:

- ensure clarity of vision, ethos and strategic direction;
- hold the local academy boards to account for the performance of the schools and their students, and the performance management of the school staff;
- oversee the financial performance of the Trust and make sure its money is well spent;
- hear certain appeals and grievances in accordance with the Trust's policies;
- to agree the Trust improvement strategy and development plan.

CLERK TO THE TRUST DIRECTORS

The main purpose of role is to:

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- Provide advice to the Trust Board on governance, constitutional and procedural matters. Regulations require the Trust Board to have regard to advice from the clerk in regard to exercising the Trust board's functions;
- Provide effective administrative support to the Trust board and its committees;
- Ensure the Trust Board is properly constituted; and
- Manage information effectively in accordance with legal requirements.

Main responsibilities and tasks:

PROVIDE ADVICE TO THE TRUST BOARD

- Advise the Trust board on governance legislation and procedural matters, where necessary before, during and after meetings;
- Act as the first point of contact for Trust board Directors with queries on procedural matters;
- Have access to appropriate legal advice, support and guidance, and where necessary seek advice and guidance from third parties on behalf of the Trust board;
- Inform the Trust board of any changes to its responsibilities as a result of a change in school status or changes in the relevant legislation;
- Offer advice on best practice in governance, including on committee structures and self-evaluation;
- Ensure that statutory policies are in place, and are revised when necessary, with the assistance of staff;
- Advises on the annual calendar of Trust board meetings and tasks;
- Send new directors induction materials and ensure they have access to appropriate documents, including any agreed Code of Practice; and
- Contribute to the induction of directors taking on new roles, in particular Chair or Chair of a committee.

EFFECTIVE ADMINISTRATION OF MEETINGS

- With the Chair prepare a focused agenda for the Trust board meeting and committee meetings;
- Liaise with those preparing papers to make sure they are available on time, and distribute the agenda and papers as required by legislation or other regulations;
- Ensure meetings are quorate;
- Record the attendance of directors at meetings (and any apologies – whether they have been accepted or not), and take appropriate action in relation to absences, including advising absent directors of the date of the next meeting;
- Draft minutes of Trust board meetings, indicating who is responsible for any agreed action with timescales, and send drafts to the Chair and the CEO
- Circulate the reviewed draft to all directors (members of the committee) and other relevant bodies as agreed by the Trust board and within the timescale agreed with the Trust board; and
- Follow-up any agreed action points with those responsible and inform the Chair of progress.

MEMBERSHIP

- Advise directors and members in advance of the expiry of a director's term of office, so elections or appointments can be organised in a timely manner;
- Chair that part of the meeting at which the Chair is elected, giving procedural advice concerning conduct of this and other elections;
- Maintain a register of Trust board pecuniary interests and ensure the record of directors' business interests is reviewed regularly and lodged within the Trust;
- Ensure Disclosure and Barring (DBS) and Section 128 checks have been carried out on any director when it is appropriate to do so;
- Maintain a record of training undertaken by members of the Trust board; and

- Maintain Trust board meeting attendance records and advise the Chair of potential disqualification through lack of attendance.
- Advise the Trust board on succession planning (of all roles, not just the Chair).

MANAGE INFORMATION

- Maintain up to date records of the names, addresses and category of Trust board members and their term of office, and inform the Trust board and any relevant authorities of any changes to its membership;
- Maintain copies of current terms of reference and membership of any committees and working parties and any nominated directors e.g. Child-protection, SEND;
- Maintain a record of signed minutes of meetings at the registered office, and ensure copies are sent to relevant bodies on request and are published as agreed at meetings;
- Maintain records of Trust board correspondence; and
- Ensure copies of statutory policies and other documents approved by the trust board are kept at the registered office and published as agreed, for example, on the website.

PERSONAL DEVELOPMENT

- Undertake appropriate and regular training and development to maintain their knowledge and improve practice;
- Keep up to date with current educational developments and legislation affecting MAT and school governance;
- Participate in regular performance management.

ADDITIONAL SERVICES

The clerk may be asked to undertake the following additional duties:

- clerk any statutory appeal committees/panels the Trust board is required to convene;
- participate in, and contribute to the training of directors in areas appropriate to the clerking role;

- maintain archive materials;
- prepare briefing papers for the Trust board, as necessary;
- conduct skills audits and advise on training requirements and the criteria for appointing new directors relevant to vacancies; and
- perform such other tasks as may be determined by the Trust board from time to time.

CHAIR OF LOCAL ACADEMY BOARD (LAB)

The Trust will expect that the Chair of the local academy boards will perform the role to the same standard as the chair of the Trust board. In particular the Chair will:

LEAD EFFECTIVE GOVERNANCE

The LAB Chair must ensure the governors understand the part they play in driving school improvement and ensuring the school meets its aims. The LAB Chair must regularly assess whether the governors are doing their job effectively.

The LAB Chair's overall purpose is to act as a critical friend to the school.

BUILD THE TEAM

The LAB Chair is responsible for building a cohesive team of governors, delegating tasks to ensure all members contribute and share responsibility. The LAB Chair must ensure that individuals' skills, knowledge and experience are well used, and that gaps are filled with training and recruitment.

DEVELOP POSITIVE RELATIONSHIPS WITH THE HEADTEACHER

The LAB Chair's overall purpose is to act as a critical friend to the school, offering challenge, support, advice and encouragement as required. To do this, an effective working relationship with the Headteacher is important, and the LAB Chair and Headteacher should meet regularly.

IMPROVE THE SCHOOL

The LAB Chair must have a thorough knowledge and understanding of the school. They should ensure that good quality and relevant information is available to the governors, such

as exam results, results of lesson observations, Ofsted reports and the school development plan as well as records of visit from members of the Central Team.

ACCOUNTING OFFICER

Each multi academy trust **must** designate a named individual as its accounting officer. The individual **must** be a fit and suitable person for the role. The appointment of an accounting officer does not remove the responsibility of trustees, both individually and as a board, for the proper conduct and financial operation of the trust.

The role of accounting officer includes specific responsibilities for financial matters. It includes a personal responsibility to Parliament, and to ESFA's accounting officer, and in turn to the DfE's Principal Accounting Officer for the financial resources under the trust's control.

Accounting Officers **must** be able to assure Parliament, and the public, of high standards of probity in the management of public funds, particularly:

- Regularity – dealing with all items of income and expenditure in accordance with legislation, the terms of the trust's funding agreement and this handbook, and compliance with the trust's internal procedures. This includes spending public money for the purposes intended by Parliament;
- Propriety – the requirement that expenditure and receipts should be dealt with in accordance with Parliament's intentions and the principles of parliamentary control. This covers standards of conduct, behaviour and corporate governance; and
- Value for money – this is about achieving the best possible educational and wider societal outcomes, within the trust's objects, through the economic, efficient and effective use of resources, the avoidance of waste and extravagance, and prudent and economical administration. A key objective is to achieve value for money not only for the trust but for taxpayers generally.

The accounting officer **must** complete and sign a statement each year demonstrating how the trust has secured value for money, using the published template. Trusts **must** send it to ESFA by 31 December and publish it on the trust's website by the end of January following the financial year to which the statement relates. ESFA will also publish these statements.

The accounting officer **must** also complete and sign a statement on regularity, propriety and compliance each year and submit this to ESFA with the audited accounts.

Whilst the trust's accounting officer is accountable for the trust's financial affairs, for keeping proper financial records, and for the management of opportunities and risks, the delivery of the trust's detailed accounting processes will be delegated to a chief financial officer – in BDMAT this is the Deputy CEO.

The accounting officer **must** take personal responsibility (which **must not** be delegated) for assuring the board that there is compliance with the handbook and the funding agreement. The accounting officer **must** advise the board in writing if, at any time, in their opinion, any action or policy under consideration by them is incompatible with the terms of the articles, funding agreement or this handbook.

Similarly, the accounting officer **must** advise the board in writing if the board appears to be failing to act where required to do so by the terms and conditions of the handbook or funding agreement. Where the Trust board is minded to proceed, despite the advice of the accounting officer, the accounting officer **must** consider the reasons the board gives for its decision. If, after considering those reasons the accounting officer still considers that the action proposed by the board is in breach of the articles, the funding agreement or this handbook, the accounting officer **must** notify ESFA's accounting officer immediately, and in writing.

The chief executive should be appointed as accounting officer, under the guidance of the board, and **must** have appropriate oversight of financial transactions, by:

- Ensuring that all the trust's property is under the control of the Trust directors, and measures are in place to prevent losses or misuse, including maintenance of fixed asset registers;
- Ensuring that bank accounts, financial systems and financial records are operated by more than one person; and
- Keeping full and accurate accounting records; and preparing accruals accounts, giving a true and fair view of the trust's use of resources, in accordance with existing accounting standards.

CHAIR OF FINANCE & RESOURCES COMMITTEE

The Chair of the Finance & Resources Committee responsibilities are to ensure the committee does its job.

Specific duties of the Chair include:

1. Serving as the principal liaison between the committee and the full board of directors
2. Working with the clerk to the Trust Board and Deputy CEO to set an agenda for each committee meeting,
3. Notifying members about the meeting,
4. Ensuring handouts and reports are prepared and sent to committee members in advance.

The presence of a fully engaged Finance & Resources Committee is a strong indication that the Trust is committed to good stewardship and is actively building and preserving the financial resources necessary to support the accomplishment of its mission, both for the short and the long term.

DIRECTOR TRAINING

Directors undertake annual skills audit and will commission a training programme to address any areas of weakness.

Consideration to be given to:

- Director induction training
- Safeguarding
- Safer recruitment
- Finance

The Trust will also link in with the National Association of Governors and follow all updates and good practice guidance available.

7. INFORMATION FOR WEBSITE

www.bdmatschools.com

In addition to all statutory policy and information requirements, the Trust shall also make available in real time:

- *Up to date details of the structure of the Trust board and committees*
- *Names of Directors and their particular roles and responsibilities*

8. MEMBERSHIPS AND PARTNERSHIPS

The Trust board has joined professional bodies that will add value and assist in operating effectively and efficiently, for example the National Governors Association (NGA) and the Confederation of School Trusts (CST).

In terms of assessment schools will look to partner with other schools to externally validate baseline assessments of students and carry out moderation activities.

We will support the collaborative role of all schools within their local family of schools.

The Trust will form links with other successful Trusts, including those part of the Church of England family.

APPENDIX 1- RELATED POLICIES

CODE OF CONDUCT FOR DIRECTORS OF BIRMINGHAM DIOCESAN MULTI-ACADEMY TRUST (BDMAT)

<https://bdmatschools.com/documents/director-code-of-conduct/>

BDMAT CONFLICT OF INTEREST POLICY

<https://bdmatschools.com/documents/bdat-conflict-interest-policy/>

BOARD & LOCAL ACADEMY BOARDS' ALLOWABLE EXPENSES

<https://bdmatschools.com/documents/local-academy-board-update/>

DIRECTOR VISITS POLICY

<https://bdmatschools.com/documents/director-visits-policy/>

APPENDIX 2 – SKILLS MATRIX

Birmingham Diocesan Multi-Academy Trust (BDMAT) Trust Board Skills Audit

Introduction

This audit is a useful way of assessing the needs of the BDMAT Trust board. In the 2016 NGA/TES survey, 83% of respondents said their Trust board uses a skills audit. 64% used it to identify training needs; 54% used it for recruitment; 64% used it to assign committee members; and 47% used it for succession planning. This model can be used to help identify any knowledge, experience, skills and behaviours the CCSA Trust board still needs to deliver their functions effectively.

Overview

No individual is going to have all the skills listed in the audit. The Trust board is a team, and the purpose of the audit is to ensure that each skill below is covered by at least one of the trustees around the table. A skills matrix in which responses can be collated will be populated once all Trustee information has been recorded. If there are any gaps, these can be used to inform further recruitment to the board.

This exercise is designed to enable all members of the Trust board to set out their skills and experience whatever their backgrounds and make clear that the essential and desirable skills for governance can be acquired through a range of life experiences. The skills and knowledge sought, are those which enable Trustees to ask the right questions, analyse data and have focussed discussions which create robust accountability for school leaders.

Each Knowledge, experience, skill or behaviours should be rated on a scale of 1-5, with 1 indicating no experience or knowledge in this area, and 5 indicating strong expertise.

Birmingham Diocesan Multi-Academy Trust (BDMAT) Knowledge, experience, skills and behaviours	Level of knowledge or skills/behaviour: rate on scale of No → → → Yes				
Name of Trustee:	1	2	3	4	5
1. Strategic leadership					
I am committed to improving education and welfare for all pupils.					
I understand current national education policy and the local education context.					
I have experience of charity law and governance.					
I have experience of trusteeship or management of a complex organisation with multiple sites/subsidiaries.					
I have experience of chairing a board/governing board or committee.					
I am committed to the organisation's vision and ethos.					
I have experience of strategic planning and applying this to set and preserve the culture of the organisation.					
I have experience of working with executive leaders to agree and monitor operational plans.					
I am able to question and challenge, working as part of a team to identify viable options through collective decision making.					
I am able to work in a professional manner, avoiding conflicts, acting with transparency and integrity.					
I am confident I can identify when to seek independent/professional advice.					
I have experience of stakeholder management and engagement including communicating with and taking account of the views of parents and pupils.					
I have experience of promoting community cohesion.					
I understand school sector risk management including conflicts of interest/loyalty.					
I am proficient in prioritising, assessing and mitigating risk.					
I have experience of agreeing organisation expansion plans and conducting due diligence on other organisations prior to signing a legally binding contract.					
2. Accountability					
I understand the importance of collecting high quality data and have expertise using data to interpret/evaluate performance and identify trends to target improvement.					
I have experience of curriculum development, school assessment and progress/attainment.					
I have experience of working with executive leaders to establish expectations for improvement and outcomes.					
I have experience of agreeing the range and format of information and data needed in order to hold leaders to account.					
I have experience of providing challenge to leaders on strategies for monitoring and improving behaviour and safety.					
I understand the board's duties in relation to safeguarding including Prevent.					
I have an understanding of special education needs and disabilities (SEND).					

I have financial management expertise including funding allocation/budget monitoring, and financial solvency. I am able to contribute to financial self-evaluation and efficiency drives.					
I have experience of basing funding decisions on organisational priorities and the ability to interpret financial data and question financial performance against strategic priorities.					
I have experience ensuring that organisational financial obligations are met and adequate financial controls are in place, including submission of annual returns and accounts.					
I have business development experience/expertise.					
I have experience of procurement/purchasing.					
I have experience of property and estate-management.					
I have experience of HR policy and processes including employment legislation, executive recruitment, performance management and pay.					
I have experience of school sector HR policy and processes.					
I have experience of change management (overseeing a merger or an organisational restructure).					
I have experience of marketing, media and PR.					
I have experience of preparing for and responding to external oversight.					
I have experience of inspection and oversight in the school sector.					
3. People					
I am willing to devote time, enthusiasm and effort to the duties of and responsibilities of a trustee including duties of compliance, care and prudence.					
I'm a strong communicator and experienced in building strong collaborative relationships.					
I am able to discuss sensitive issues with experience of conflict resolution and influencing consensus.					
I am able to demonstrate a commitment to ethical behaviour and values, honesty, independence of thought and sound judgement.					
I am committed to equal opportunities and the promotion of diversity.					
I am willing to reflect, listen and learn from a diversity of views, to receive and provide feedback and accept impartial advice.					
4. Structures					
I am familiar with the strategic nature of the board's functions and how this differs from and works with others including executive leaders and academy or regional committees.					
I have experience of designing/reviewing/adapting governance structures appropriate to the size and complexity of the organisation, reflecting the diversity of stakeholders.					
5. Compliance					
I have experience of complying with legal, regulatory and financial frameworks and statutory guidance.					
I understand and accept the legal duties, responsibilities and liabilities of trusteeship.					
Governing boards are responsible for ensuring schools comply with a whole range of legal responsibilities. I have experience ensuring legal compliance in this way and a commitment to understanding the full range of legal responsibilities.					
I understand the importance of adhering to organisation policies e.g. on parental complaints or staff discipline issues.					
I am able to speak up when concerned about non-compliance.					

6. Evaluation

I am aware of my own strengths and weaknesses and committed to personal development.					
I have experience evaluating board decisions and am willing to contribute to board self-review.					

Existing MAT trustees only

What contribution do you feel you have made to the trust board over the past year?

Please give brief details of courses you have undertaken in the past year - include trustee training, work-based training/development and/or any other development/training activities.

Are there any additional areas of the Trust board's responsibilities to which you would like to contribute in the future?

