



NEWHAM COMMUNITY
SCHOOLS TRUST

NCST - SoD - Part 3: Governance Structure

Last updated: December 2021

Applies to: NCST

1. Part 3 - Governance Structure

1.1. Overall Structure

The nature of the Trust as a company running multiple schools means there are many governance and management layers.

The "Members" of the Trust are equivalent to shareholders of a trading company but as the Trust is charitable with no power to distribute profit to shareholders, the Members are best viewed as guardians of the constitution, upholding the vision and values of the Trust, changing the Articles if necessary and ensuring the charitable object is fulfilled. Each Member's liability is limited to £10 and, in view of the limited liability and therefore scope for accountability, they have limited governance responsibilities and no day to day management responsibilities.

Decision making and accountability rests with the Trustees [Trust Board] throughout, who are "governors" for the purposes of the Education Acts, "trustees" for the purposes of the Charities Act 2011 and company "directors" registered with Companies House. The Trustees are personally responsible for the actions of the Trust and the Schools, and are accountable to the Members, the Secretary of State for Education and the wider community for the quality of education and the expenditure of public money. The Trustees are required to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of NCST. The Trustees meet as a "Trust Board".

The Trustees delegate aspects of governance and the day to day oversight of school leadership in each school to a local governing body (referred to as the "Local Governing Body").

Other committees established by the Trust Board as and when required, and in line with the Trust's Articles of Association may be tasked with fulfilling particular functions or advising the Trustees on strategic matters.

To encourage collaboration and develop local leadership capacity particularly with the view to improving and sustaining standards of teaching and learning and deciding strategic vision, an "Executive Group" has been formed comprising the School Headteachers and those with executive responsibilities within the Trust. Some decision making responsibility may be delegated directly to the Executive Group or otherwise to the Headteachers by the Trust Board or the respective Local Governing Body.

A diagram setting out the Trust Federation's governance structure (Trust Structure Diagram) and a summary of how key decisions are made (Leadership and Governance Decision Planner) are included as part of the Scheme of Delegation suite of documents.

1.2. Role of Members

The Members are the guardians of the constitution, determining the governance structure of the Trust and providing oversight and challenge of the Trustees to ensure the charitable object of the Trust is being fulfilled. Whilst the Members have limited legal and financial responsibility for the affairs of the Trust Federation, the Department for Education recommends that there is some distinction between the Members and the Trustees as "this enables members who are independent of the Trustees to provide challenge and scrutiny to the board" (Governance Handbook January 2017).

The Members have responsibility for appointing and removing Trustees. This will be undertaken in accordance with any policy or practice adopted by the Trust Board from time to time.

1.3. Role of Trustees on the Trust Board

The Trustees have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and maintaining of the Schools (which includes taking existing schools into the Trust and opening new schools). The Trustees have the power to direct change where required but it is noted that this will be in exceptional circumstances and will be exercised in a manner consistent with the Trust's Vision and Values and Founding Principles.

There are no "terms of reference" for the Trust Board as the detail for the organisation of meetings of the Trustees is set out in the Articles of Association. These determine meeting frequency, quorum and the appointment of a chair and vice chair. For ease of reference, the Trust Board is required to meet at least 3 times a year and quorum for any meeting is the greater of 3 and a third of the Trustees appointed at any one time.

All Trustees must comply with the Trustee Code of Conduct adopted by the Trust from time to time which forms part of the Scheme of Delegation suite of documents.

1.4. Role of Governors on the Local Governing Body

The role of a Governor within the Trust is an important one. In developing a governance structure, the Trust has sought to ensure that as much as possible the responsibility to govern is vested in those closest to the impact of decision making and that such responsibility matches the capacity of those assuming responsibility. The Trust Board has established Local Governing Bodies for each of the Schools, for the most part made up of individuals drawn from the School's community, both as elected and appointed members.

Those serving on the Local Governing Body are accountable to the Trustees and must ensure that at all times they act in good faith and in the best interests of the Schools and the Trust, exercising reasonable care and skill having particular regard to personal knowledge and experience.

As a matter of general principle, the Local Governing Body will adopt and will comply with all policies adopted by the Trust Board and will comply with any direction issued by the Trust Board and have regard to any advice given.

A summary of the key responsibilities of the Governors, as well as the body's constitution and the way it goes about its business, is set out in the Local Governing Body Terms of Reference, part of the Scheme of Delegation suite of documents. For the purposes of contracting with third parties, the Local Governing Body has authority to act to fulfil its responsibilities and make the decisions it is authorised to make as set out in the Leadership and Governance Decision Planner (which also provides for the delegated responsibilities in the case of 'supported schools') and the Trust's Financial Regulations Manual (which will be compliant with the Education & Skills Funding Agency's Academy Trust Handbook in force at the time).

All Governors must comply with the Governor Competence and Conduct Overview, adopted by the Trust from time to time which forms part of the Scheme of Delegation suite of documents.

1.5. Committees and Further Delegation

Terms of Reference for the other committees established by the Trust Board, including the Resources Committee, the Standards Committee and the Executive Group Committee (also referred to as the Executive Group), form part of the Scheme of Delegations suite of documents.

The Local Governing Bodies are not expected to establish any sub-committees but may retain committees operating prior to joining the Trust. The Local Governing Body is encouraged to form working groups to deliver specific projects if required, whether in conjunction with the Trust Board or alone, and subject to any guidance offered by the Trust Board from time to time.

Those to whom delegated responsibility is given must acknowledge the limitations on their authority and must not act outside of their authority. Any wilful disregard of the matters expressed in this Scheme and in particular the relevant Terms of Reference is likely to lead to a removal of delegated authority. No alteration of the Articles or change to the Scheme or removal of delegated authority shall invalidate any prior act of the Local Governing Body (or other committee) which would have been valid if that alteration or withdrawal had not been made.

As a matter of general principle, the Local Governing Body and the School more generally will adopt and will comply with any policies adopted by the Trust Board.

1.6. Trust Executive Functions

As a non-executive body, the Trust Board must rely on others to fulfil the executive or management functions of the Trust. This responsibility is delegated to the CEO of the Trust, together with the Headteachers of the Schools and their respective school leadership teams. The implementation of certain strategic decisions made by the Trust Board will be delegated to the "Chief Executive Officer".

The Chief Executive Officer will be the "Accounting Officer" for the Trust, responsible to Parliament and to the Education & Skills Funding Agency's accounting officer for the financial resources under the Trust's control and to assuring Parliament of high standards of probity in the management of public funds, particularly regularity, propriety and value for money.

The need for and size of the Executive Team will be determined by the Trust Board, in consultation with the Executive Group, reflecting the degree of collaboration across the Trust. Where possible, resources will be drawn from the Schools themselves rather than the use of external consultants or through recruitment.

The cost of the functions undertaken by the Executive Team (and/or any associated Central Support Team) or actions at the request of the Trust Board are generally funded on a fair and equal basis by the Schools by the contribution of a percentage of the central government funding provided for each School. This contribution will be set each year against a budget for the shared costs approved by the Trust Board in consultation with the Executive Group and may vary according to the level of activities undertaken and costed on a menu type basis (developed to meet the evolving needs of Trust and its Schools).

1.7. Financial Delegation

The Trust's financial procedures and authorisations are set out in the "Financial Regulations Manual", which forms part of the Scheme of Delegation suite of documents. Except as provided for in this Scheme of Delegation and subject to the requirements and restrictions set out in the Financial Regulations Manual, budget responsibility is delegated to the respective School and expenditure will be authorised (in so far as necessary) and monitored by the Local Governing Body.

No Trust or School monies (whether or not authority to expend has been devolved to the Local Governing Body) shall be paid into any bank account other than a bank account authorised by the Trust's Chief Financial Officer.

The Trust is required to have in place systems to identify and properly manage risk. The Local Governing Body is expected to comply with any policy or guidance issued by the Trust and to ensure that proper procedures are put in place for the safeguarding of funds, including any voluntary funds or charitable funds obtained through fundraising activities.

The Local Governing Body is expected to report to the Trust Board on the management of the funds which are its responsibility and will notify the Trust Board (or as directed) as soon as reasonably practicable of the occurrence of any event or happening of any circumstance which might expose the Trust or the School to any loss or claim, including but not limited to any event which might be covered by the ESFA's Risk Protection Arrangement scheme or insured through the Local Authority.

The Trust Board will have regard to the interests of all the Schools in deciding and implementing any policy (including any reserves or contingency policy) or exercising any authority in respect of any one or all of the Schools for which it is responsible. Notwithstanding this, the priority for the Trust Board is to put in place measures to ensure that any of the Schools are supported when the need arises and remain

financially viable. Where this may have a significant financial impact on the funding of the support provided by or on behalf of the Trust Board, any policy shall first be discussed with the Executive Group and its views taken into account and considered in relation to the setting and implementation of any such policy.

1.8. Personnel

All staff employed by the Trust or in connection with any School or Schools are employees of the Trust. The Trust is required to adopt and ensure the consistent implementation of a series of HR policies and practices. The responsibility for the appointment and performance management of key members of staff is set out in the Leadership and Governance Decision Planner.

Any proposed changes to the staffing structure operated within a School must be approved first by the Trust Board, who may also require changes to be made, but who will consult first with the Local Governing Body before consulting more widely on any proposal.

Whilst the management of any claims and disputes involving staff (other than senior leaders) are expected to be dealt with at the local level in accordance with the Trust Disciplinary Policy, the Trust Board should be kept informed and any advice or guidance issued by or on behalf of the Trust Board should be followed.

1.9. Premises

The day to day maintenance and care of the buildings and facilities used in respect of the School is the responsibility of the Local Governing Body (with management responsibility being delegated to the Headteacher), who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of NCST as owner of such buildings and facilities.

The Trust is required to have and to keep under review a long term estate management strategy that will identify the suitability of buildings and facilities in light of anticipated curriculum needs and projected pupil numbers. The Local Governing Body will advise the Trust Board of the need for and availability of any capital investment and will work with the Trust Board to agree any capital priorities and the delivery of any significant capital project.

No disposal or acquisition of land will be undertaken without the consent of the Trust Board. Temporary use and short term lettings will be managed by the Local Governing Body, subject to any lettings policy issued by NCST from time to time.

1.10. Regulatory Matters

The responsibility to ensure that the School complies with all legal obligations and operates in accordance with any statutory guidance is a shared responsibility of the Trustee and the Governors, as well as leadership.

The Trust Board as the "admission authority" has the authority to determine any appeals against admission decisions made by the Local Governing Body, in line with the provisions of the statutory Admissions Code. The Local Governing Body has the authority to determine any appeals against any decision by the Headteacher to exclude any pupil.