



SOUTH DOWNS
— LEARNING TRUST —

Governance Charter and Scheme of Delegation

Date approved by Trustees	July 2023
Date of Next Review	September 2024
Status	Statutory

OUR VISION

A community of primary and secondary academies that are the first choice for students and families in Sussex, with an outstanding reputation for high aspiration and high achievement

The Governance Charter will:

- Ensure that the executive leadership is clear about which decisions the trust board remain in control of
- Ensure that the role of the executive is fully understood throughout South Downs Learning Trust
- Promote a culture of honesty and accountability
- Identify levels of responsibility and accountability

Principles of Governance

- This Governance Charter sets out the fundamental principles of the organisation and details the rules of governance. These are determined within:
 - The Articles of Association
 - The Scheme of Delegation
 - Terms of Reference
 - Associated guidance documents, policies, and job descriptions
- The principles are based on the concept of 'Earned Autonomy' which delegates the greatest level of responsibility and decision making to the individual academy school as is appropriate for their individual circumstance.
- South Downs Learning Trust commits to reviewing and developing the Governance structures to take into account the dynamic environment of education and best practice.
- Financial governance must be compliant with the regulations laid out in the Academies Financial Handbook.
- Effective governance is supported by the structure of:
 - Trust Members
 - Trust Board
 - LGCs
 - The Executive Team

The Trust Board retains overall responsibility and ultimate decision-making authority for all the work of the Academy Trust regardless of delegation outlined within this document; in line with the direct responsibility to the Department for Education and the Secretary of State for Education.

Working Principles:

Community schools for the community

- All academy schools will continue to engage and promote links with their local and regional community
- Academy schools will retain the school and Trust identity
- As South Downs Learning Trust we will be a beacon of excellent provision, learning and teaching
- All academy schools will be inclusive and responsive to their community needs through enshrining equality

Governance

- Local Governing Committees (LGCs) will be retained with their responsibilities clearly outlined in the Scheme of Delegation and Terms of Reference
- LGCs will be focused on Teaching and Learning, outcomes for pupils, and safeguarding
- Functions not related to Teaching and Learning, or pupil outcomes will be centralised where necessary to ensure best value and economies of scale

Finance and Administration

- South Downs Learning Trust core functions must be adequately resourced
- Budgets are delegated in line with the Scheme of Delegation to the appropriate level.
- South Downs Learning Trust and Academy schools will always seek to secure best value in services, supplies and procurement
- South Downs Learning Trust commits to seek an increase in the amount of 'real' money invested in Teaching and Learning at each site

Staff, pay, conditions and CPD

- South Downs Learning Trust will review and maintain policies as a central function with delegated ability for local amendment with the approval of the Board of Trustees
- South Downs Learning Trust will broker CPD for all staff through association with local Teaching School Alliances and other providers, seeking funding where applicable and ensuring that all CPD is cascaded appropriately.
- South Downs Learning Trust commits to protect staff pay and conditions against local government and national pay scales
- All Academy school staff will TUPE to South Downs Learning Trust with their current terms and conditions with any relevant measures discussed with Unions and staff during the TUPE process
- South Downs Learning Trust will create opportunities for a 'real' staff well-being programme

Powers of intervention

- The Trust Board and Executive Headteacher have ultimate responsibility to the DfE for Standards across the MAT
- In order to achieve this the Trust Board and Executive Headteacher have power of intervention regarding:
 - Safeguarding concerns
 - Local leadership, management, governance capacity and capability
 - Financial and Administrative performance
 - Attainment and progress concerns
 - Curriculum suitability and provision concerns
 - An adverse OFSTED inspection (although this is too late)

South Downs Learning Trust Vision and Virtues

Vision

A community of primary and secondary academies that are the first choice for students and families in Sussex, with an outstanding reputation for high aspiration and high achievement.

Our aims

We are a multi academy trust that nurtures our academies to be unique environments, providing robust and effective governance and strategic oversight, to enable each leadership team to be empowered to lead their own development and growth and to focus on their core areas of teaching and learning.

The Trust focuses on securing and maximising the best available resources for our academies, enabling them to provide safe, diverse and sustainable places of learning to support our students in achieving their potential.

Accountability for decisions

South Downs Learning Trust Board delegates authority to three key groups in order to ensure and achieve effective leadership and governance of the Academy Trust:

- The Executive Team and leadership of each academy school
- The Local Governing Committee The purpose of this delegation is to:
 - Avoid duplication of governance and reporting responsibilities
 - Enable governance to be as close as possible to point of impact.

The Terms of Reference and Scheme of Delegation provide clarity of where the decision-making takes place. The clarity surrounding this provides an environment suitable for effective leadership and management as well as effective governance.

Governance Members

Members of the Trust are the signatories to the Memorandum of Association and have agreed the Trust's Articles of Association (the document which outlines the governance structure and how the Trust will operate). The Articles of Association describe how Members are recruited and replaced and how many of the Trustees the Members can appoint to the Trust Board. The Members appoint Trustees to ensure that the Trust's Charitable Objects are carried out and so must be able to remove Trustees if they fail to fulfil this responsibility. Accordingly, the Trust Board submits an annual report on the performance of the Trust to the Members. Members are also responsible for approving any amendments to the Trust's Articles of Association.

Members are permitted to be appointed as Trustees. In order to retain a degree of separation of powers between Members and the Trust Board, and in line with DfE expectations, not all members are Trustees. Members are not permitted to be employees of South Downs Learning Trust.

Trustees

The Trustees are the Charity Trustees (within the terms of Section 177(1) of the Charities Act 2011) and 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 Board of Trustees is the accountable body for the performance of all the schools within South Downs Learning Trust and as such has a responsibility to:

- Ensure clarity of vision, ethos and strategic direction
- Hold the executive to account for the educational performance of the schools and their pupils, and the performance management of staff
- Oversee the financial performance of South Downs Learning Trust and make sure its money is well spent.

South Downs Learning Trust Board will achieve this through:

- Setting the vision, ethos and strategy for South Downs Learning Trust and work with the academy schools to reflect this at a local level
- Establish the governance structures for South Downs Learning Trust at all levels, in keeping with the Articles of Association
- Provide clarity, through the Terms of Reference and Scheme of Delegation, of where the governance functions are exercised.
- Setting the level of accountability and authority of each level of governance through the Scheme of Delegation
- Engaging with Academy schools' communities, parents, pupils and staff
- Contributing to developing collaborative relationships and partnerships beyond South Downs Learning Trust
- Ensuring that there is a strong and effective executive leadership structure and personnel in place across South Downs Learning Trust
- Overview and scrutiny of Academy schools' education performance data
- Overview and scrutiny of South Downs Learning Trust's financial capability and management systems to ensure compliance with the Academies Financial Handbook and delivery of best value for money.
- Ensuring senior leaders within Academy schools are challenged to improve the education of their pupils

- Developing South Downs Learning Trust's Board to ensure that it has the capacity, skills and succession plans to have a positive impact on outcomes for pupils

South Downs Learning Trust Board will set Trust-wide policy and principles.

South Downs Learning Trust Board will carry out regular skills audits of the Trustees. Where key skills are missing on the Board, expertise will be sourced to support the challenge and scrutiny of specialist area such as human resources or educational performance.

South Downs Learning Trust is permitted to exercise all the powers of the Academy Trust. South Downs Learning Trustees will delegate, to the Executive Headteacher and leadership teams, the responsibility for all the day-to-day operations of the Trust. This document outlines the determination of the delegation of governance functions.

The Trustees have the right to review and adapt the governance structure of South Downs Learning Trust at any time which may include removing delegation as deemed appropriate.

Executive Headteacher

The Executive Headteacher has delegated responsibility for the operation of South Downs Learning Trust and all of the academy schools and therefore has a role in the performance management of the Executive Team and the Academy Heads. Where there is delegation to the Local Governing Committee, this will usually be with the Chair of the LGC.

The Executive Headteacher is the accounting officer so has overall responsibility for the operation of South Downs Learning Trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability.

The Executive Headteacher is accountable to South Downs Learning Trust Board for the performance of the Executive Team and the academy schools.

The Academy Headteacher/Head of School

The Academy Head is responsible for the day-to-day management of the academy school. The Academy Head is managed by the Executive Headteacher. Where there is delegation, the Academy Head will report to the LGC on delegated responsibilities.

Local Governing Committee

Through the principle of 'Earned Autonomy' South Downs Learning Trust considers the role of the Local Governing Committee to be an important one. Wherever possible South Downs Learning Trust has sought to ensure that the responsibility of decision making is closest to the point of impact.

The full responsibilities of the LGC are detailed in the Scheme of Delegation and the Terms of Reference but in broad terms include:

- To contribute to and fulfil the vision and ethos of the academy school and South Downs Learning Trust as it relates to the academy school. LGCs have particular regard to the aims and ambitions for their pupils
- To monitor and review the school development plan for the academy school in conjunction with the Academy Head and Executive Headteacher. The LGC is focused on the academy school performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by South Downs Learning Trust Board.
- To act as a critical friend to the academy school leadership team; being ready to challenge and hold the school leaders to account for the performance of the academy school.
- Report to the South Downs Learning Trust Board as required

The LGC is considered, in legal terms, to be a committee of South Downs Learning Trust and, as such has clear Terms of Reference and delegations as detailed in the Scheme of Delegation.

Delegation can be removed from the LGC by South Downs Learning Trust Board if intervention is deemed necessary.

Composition of Governance

Structures Members

The minimum required by the Articles of Association is 3 (three) although the DFE's preference is for academy trusts to have a least 5 Members. An employee of the Trust cannot be a Member.

Appointment and removal of Members

The Members may agree by passing a special resolution to appoint such additional Members as they think fit.

The Members may agree by passing a special resolution to remove any Member. The Member whose proposed removal is the subject of the resolution is not entitled to vote on that resolution.

Meetings of Members

The Trust must hold an AGM each academy financial year and no more than 15 months must elapse between AGMs. So long as the first AGM is held within 18 months of incorporation, it need not hold it in the year of its incorporation or the following year.

The quorum of a general meeting is two (2) members. A Trustee may attend and speak at a general meeting or AGM. A Chair of a general meeting is elected by ordinary resolution of the Members present.

Trustees

South Downs Learning Trust has the opportunity for up to 9 (nine) Trustees.

The term of office for a Trustee is four (4) years. This time limit does not apply to Trustees who are appointed ex officio.

Subject to remaining eligible, any Trustee may be reappointed at the end of the term of office up to a maximum of 8 years. Requests to remain as a Trustee after this time will be assessed on an individual basis

1 x Executive Headteacher (Ex officio)

Appointment and Removal of Trustees

The Members may appoint up to 9 (nine) Trustees by ordinary resolution.

A person can be appointed a co-opted Trustee by Trustees who have not themselves been co-opted. A Trustee can resign by giving notice to the Academy Trust.

A Trustee can be removed by the person or persons who appointed or elected him/her. A Trustee can be removed by ordinary resolution of the Members.

Proceedings of the Trustees

The Trustees shall appoint, and may remove, a clerk, who shall not be a Trustee, Executive Headteacher or Principal.

Each school year the Trustees shall appoint a Chairman and Vice Chairman, neither of whom can be an employee of the Academy Trust. The Chairman and Vice Chairman may resign by giving written notice to the Clerk.

The Trust must have at least two (2) parent Trustees unless the Trust has established Local Governing Committees that provide for at least two (2) Parent Local Governors. South Downs Learning Trust has made such provision.

The Trustees may appoint Local Governing Committees and any other Committees. These other committees may include members who are not Trustees provided that Trustees form a majority of the membership and no vote is taken unless a majority of those present are Trustees. The membership and terms of reference of the committees shall be determined by the Trustees and reviewed each year.

The Trustees may delegate any of their powers or functions to any committee, Local Governing Committee, Trustee, Executive Headteacher or other holder of Executive Office. Any such delegation shall be in writing and subject to any conditions the Trustees may impose and may be revoked or altered.

The Trustees shall hold at least (3) meetings in every school year. Any three (3) Trustees may requisition a meeting of Trustees by giving written notice to the Clerk. Quorum at a meeting shall be three (3) or, if greater, one-third of the total number of Trustees.

Local Authority Associated persons shall never be able to exercise more than 19.9% of the votes at a meeting of Members. A Local Authority Associated Person cannot be appointed as a Trustee if that would mean that 20% or more of the total number of Trustees were Local Authority Associated Persons.

Local Governing Committee

Each LGC comprises the following members (Local Governors) 1 x staff member (elected)(Staff Local Governor)

2 x parents (elected)(Parent Local Governor)

Up to 6 x co-opted/community governors including trustees. Academy Head (ex officio)

(Joining academy schools may retain their existing governance structure, but it would be the intention to move towards this structure over time)

Trustees will appoint a Chair to the LGC

The length of service of all Local Governors will be four (4) years. Subject to remaining eligible, any Local Governor may be reappointed or re-elected at the end of the term of office up to a maximum of 8 years. Requests to remain as a governor after this time will be assessed on an individual basis.

Every person wishing to become a Local Governor must be eligible to do so (as determined by the DfE eligibility criteria for Governors) and carry out a criminal records check by the Disclosure and Barring Service (DBS)

Specific roles of the LGC will be determined by the LGC Chair, with reference to the Trustees, in order to effectively carry out their delegated responsibilities Local Governors are asked to:

- Prepare for and make an active contribution at meetings of the LGC and relevant roles/committees as assigned
- Champion the Academy School and MAT in the local community
- Familiarise themselves with the Academy School and MAT policies as appropriate
- Visit the Academy School both during school hours (with prior arrangement) and for evening events to get to know the Academy and to be visible to the Academy Community
- Attend training sessions for Local Governors as appropriate and convenient.

South Downs Learning Trust has the following Charitable Objects:

The Trust's object is, broadly speaking, the advancement of education in the UK by the provision of schools or other educational institutions. Specifically the Articles state the objects as:

“to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing a school offering a broad and balanced curriculum (“the **Academy**”), and to promote for the benefit of the individuals living in Eastbourne and the surrounding area who have need by reason of their age, infirmity or disability, financial hardship or social and economic circumstances or for the public at large the provision of facilities for recreation or other leisure time activities in the interests of social welfare and with the object of improving the condition of life of the said individuals.”

SOUTH DOWNS LEARNING TRUST BOARD – Terms

of Reference Core Values

The Board of South Downs Learning Trust will at all times:

- Observe the highest standards of impartiality, integrity and objectivity in relation to the governance of South Downs Learning Trust
- Be accountable to its stakeholders and regulatory bodies for its activities
- Engage in a challenging and supportive professional relationship with the Executive Team

Expectations of South Downs Learning Trust Trustees

All Trustees are required to:

- Follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as The Nolan Principles and set out in Appendix 7)
- Comply with:
 - The Articles of Association
 - These Terms of Reference
 - The scheme of delegation to the Executive Team
 - The conflicts of Interest Policy (Appendix 1)
 - The governor code of practice (set out in Appendix 8)
- Ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of South Downs Learning Trust
- Not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or seek those of connected persons, firms, businesses or other organizations
- Participate actively in the induction process and any relevant training

Powers, Functions and Responsibilities of Trustees

The Trustees are responsible for the governance and supervision of South Downs Learning Trust and its committees, including the Local Governing Committees.

The Trustees have a number of duties and responsibilities relating to the governance of South Downs Learning Trust and its finances. In summary, Trustees are responsible for:

- Establishing the vision, mission and values of South Downs Learning Trust
- Carrying on South Downs Learning Trust in accordance with the objects of South Downs Learning Trust as set out in the Articles of Association and safeguarding the assets of The South Downs Learning Trust.
- Approving the strategy and structure for the operation of South Downs Learning Trust.
- The delegation of the running of the academy schools and the direction of the education, pastoral care, financial and other policies of South Downs Learning Trust to the Executive Team.
- Ensuring sound management and administration of South Downs Learning Trust by the Executive Team and ensuring that the Executive Team is equipped with the relevant skills and guidance
- Financial controls and the financial management of South Downs Learning Trust in accordance with the provisions of the Academies Financial Handbook, which sets in detail provisions for the financial management of South Downs Learning Trust

- Setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon
- Risk management – identifying, quantifying and devising systems to minimise the major risks affecting South Downs Learning Trust
- Ensuring South Downs Learning Trust and the academy schools are conducted in compliance with the general law

Accountability of Trustees

The Trustees are accountable to:

- The beneficiaries of South Downs Learning Trust (pupils at academy schools, their parents and the local community) for the quality of education and pastoral care at the academy schools, for matters of health and safety and for safeguarding and promoting the welfare of the pupils
- The DfE, the Education Skills Funding Agency and specifically the Secretary of State under the terms of the Funding Agreement
- The Secretary of State for operating South Downs Learning Trust for the public benefit, for the prudent management of South Downs Learning Trust and its financial efficiency and for compliance with legislation including that relating to Charities
- The employees of South Downs Learning Trust for their working environment and for compliance with the contract of employment and employment law requirements and matters of health and safety
- Other regulatory authorities for compliance with regulated responsibilities to which South Downs Learning Trust and the academy schools are subject

Conducting Trustee Business

Trustees are required to:

- Act together and in person and not delegate responsibility of South Downs Learning Trust to others
- Act strictly in accordance with the Articles of Association
- Act in South Downs Learning Trust's interests only and without regard to their own private interests
- Manage South Downs Learning Trust's affairs prudently
- Not take personal benefit from South Downs Learning Trust unless expressly authorised by the Articles of Association or the Charity Commission
- Take proper professional advice on matters on which they are not competent

The Trustees should also hold the Executive Team to account. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed but also offer challenge, ask questions, seek information and improve proposals where appropriate and act in the best interests of South Downs Learning Trust

The Trustees shall have regard to the Ofsted Framework for inspecting schools.

The Trustees shall have regard to the Academies Financial Handbook which shall be circulated to all Trustees.

Further information relating to the roles and responsibilities of Trustees can be found in DfE documentation and Charity Commission advice and guidance.

Chair of Trustees

The Board will elect an individual from appointed Trustees to act as Chair. A change of Chair will require a notification to be made to the DfE including a DBS disclosure form to be submitted by the DfE.

The main role of the Chair is to chair meetings of the Trust Board; providing leadership to the Trustees and acting as the main point of contact between the Trustees and the Executive Team.

Apart from special responsibilities or powers given to the Chair in the Articles of Association (the right to chair meetings of the Trust Board and to have a second or casting vote in a situation of equality of votes at a meeting of the Trust Board) the Chair has no special powers or rights over any other Trustee. Any specific functions must be expressly delegated to the Chair by the Board.

Meetings of Trustees

Trustees of South Downs Learning Trust commit to meeting at least six (3) times per academic year. Meetings will be convened and conducted as detailed in the Articles.

In determining the agenda for Board meetings and committee meetings the Trustees will consider their requirements to:

- Ensure good financial management and effective internal controls
- Comply with the funding agreement and the current version of the Academies Financial Handbook (or successor documents)
- Receive and consider information on financial performance at least three (3) times per academic year
- Take appropriate action to ensure ongoing viability against agreed budgets

In consultation with the Clerk, the Chair of South Downs Learning Trust will prepare an annual plan for the meetings of the Trustees

Delegation of Powers of Trustees

Trusteeship and Directorship are personal offices of Trust and responsibility and this cannot be transferred to another individual. In order to ensure proper management of South Downs Learning Trust and academy schools, the Trustees are enabled to delegate specific tasks to assist them in carrying out their duties and obligations.

South Downs Learning Trust Board has decided which decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (The Chair) and what will be delegated to the Executive Team. The Trustees will also decide when, and from whom they will take professional advice.

In deciding on delegation, the Trustees will consider:

- Non-executive powers must be exercised by the Trustees personally and cannot be delegated
- Except where it is impractical to do so, executive powers should be delegated to the Executive Headteacher and the Executive Team who may authorise further delegation

- Every act of delegation is only a delegation of power and does not relieve Trustees of their responsibility.

Delegation can be made to:

- Board Committees
- The Local Governing Committees
- An individual Trustee
- The Executive Team (who may delegate to further individuals)

Stakeholder Voices

South Downs Learning Trust Trustees are committed to consider the voices of various stakeholders and to put in place arrangements to receive feedback and to respond appropriately. This will include pupils, parents and staff. Academy schools are expected to be involved in considering the voices of these and other stakeholders including the local community.

Risk Management

The Charities Statements of Recommended Practice (SORP) set out requirements for reporting risks to a charity. The Statements of Recommended Practice on Financial reporting for charities state that the Trustees' annual report must include "a description of the principal risks and uncertainties facing the charity and its subsidiary undertakings, as identified by the charity trustees, together with a summary of their plans and strategies for managing those risks."

The Trustees' report must include a description of the principle risks and uncertainties faced by South Downs Learning Trust and any subsequent undertakings as identified by the Trustees. The report must also include a summary of the plans and strategies for managing these risks. Trustees must be specific in identifying and addressing each risk and not use general statements regarding risk management.

This must include:

- Operational Risks – employment issues, health and safety, fraud, service quality and development
- Financial Risks – accuracy of financial information, cash flow, reserves, over reliance on funding sources
- External risks – changes in government policy, economic factors, demographic changes, adverse publicity
- Regulatory Risks – compliance with legislation, changes in policy, changes in regulator
Trustees must therefore include
- Decision making processes to respond to risks identified, including where appropriate seeking advice from professional advisors
- Appropriate statements regarding the management of risks in their annual report

Management of Conflicts of Interest

Trustees have a statutory duty to:

- Declare the nature and extent of an interest, which conflicts (or could conflict) with any matter relating to the Academy Trust
- Avoid any conflict of interest between that interest and the interests of South Downs Learning Trust

Charity law and guidance issued by the Charity Commission place obligations on the Trustees to manage any conflict between a Trustee's duty to South Downs Learning Trust and their own personal interests or for a Trustee to be influenced by conflicting duties to South Downs Learning Trust and a third party.

Recruitment of Trustees

It is essential that the Board of Trustees for South Downs Learning Trust have a mix of skills and experience. Trustees must therefore be able to identify potential new trustees in order to plan for succession, which incorporates continuity of experience and expertise with new ideas and energy.

The Board is responsible for ensuring that:

- Skills of a new or potential Trustee fit with South Downs Learning Trust's requirements in the short, medium and long term
- Each trustee (new and existing) is not disqualified from acting as a Trustee by any provision of the Academy Articles of Association, including the requirement that they are not disqualified as a company director or charity trustee.
- There is a robust system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new chair) is in place and checks are completed before or as soon as practical after a Trustee takes up position.
- New Trustees understand their responsibilities and consents to act as a Trustee.

New Trustees will be properly inducted to ensure that they have the understanding regarding the nature and extent of their roles and responsibilities. It is the duty of the new Trustee to ensure they are familiar with the Objects of South Downs Learning Trust; its history and ethos and the nature and extent of its activities; and the content of South Downs Learning Trust's Articles of Association.

The Trust will provide each Trustee with:

- The Articles of Association
- The Governance Charter and Scheme of Delegation
- These terms of reference

New Trustees will be required to sign declarations as appropriate and advised by our legal advisors.

The Clerk to the Trustees will ensure that any appointment of a new Trustee is notified to the ESFA within 14 days of the appointment (as required by the Academies Financial Handbook).

Stakeholder Voices

LGCs are expected to have regard to the voices of their various stakeholders (especially pupils, parents and staff) and to put in place arrangements to receive feedback and respond accordingly. This includes through elected parent and staff local governors and more broadly.

Appointment of Local Governors

Chair – the chair is appointed by the Trustees. The term of office of the Chair is for 1 academic year, but the Chair is eligible for reappointment at the end of that term assuming that they remain eligible to be a Local Governor. The Trust is entitled to remove the Chair from Office at any time although this would not necessarily affect the individual's position as a Local Governor.

The responsibilities of the Chair include:

- Chair meetings of the LGC
- Set the agenda for the meetings with the Academy Head(s) and Vice Chair
- Report to the Board of Trustees in writing following any LGC meeting if requested
- Provide verbal summaries of LGC deliberations, if requested at meetings of the Board of Trustees.
- Provide a direct link between the LGC and the Board of Trustees

In the event of a need to make genuinely urgent decisions between meetings, on matters falling within the remit of the LGC; the Chair of the LGC, (or Vice Chair in the absence of the Chair) in consultation with the Chair of Trustees, will take appropriate action on behalf of the LGC. The decisions taken in these circumstances and the reasons for the urgency must be explained fully at the next meeting of the LGC and Board of Trustees.

Vice-Chair is appointed by the Local Governors subject to the approval of the Trustees. The term of office of the vice-chair is one year but is eligible for reappointment at the end of that term assuming they remain eligible to be a Local Governor.

The Trust Board is entitled to remove the Vice-Chair from office at any time, although this would not necessarily affect the individual's position as a Local Governor.

The responsibilities of the Vice Chair include:

- To deputise for the Chair during a period of absence
- To set agenda for meetings of the LGC with the Chair, if requested
- To provide a link between the LGC and Board of Trustees.

In the absence of both the Chair and the Vice Chair at a meeting, the LGC will elect a temporary Chair from amongst those Local Governors present.

Staff Local Governor

The Staff Local Governor will be elected by the staff body of the Academy School. All staff who are paid to work at the school are eligible as Staff Local Governors. The Academy Head is automatically an ex-officio member of the LGC. Staff Local Governors cease to be a member of the LGC if they leave the employ of the Academy School. If moving to another Academy School within South Downs Learning Trust, they then become eligible for election to that specific Academy School LGC as a Staff Local Governor. The responsibility of the Staff Local Governor is

to be representative of Staff views and is not a delegate of the Staff Body (other staff cannot instruct them on how to vote or what to say at LGC meetings)

Parent Local Governor

Parent Local Governors are elected by parents/carers of currently registered pupils. They do not have to stand down if their child leaves the school during their time of office, but may do so if they wish. If insufficient parents stand for election, the LGC can appoint Parent Local Governors. A parent is not eligible to be a Parent Local Governor if they are an employee of the Academy School or South Downs Learning Trust. The responsibility of the Parent Local Governor is to be representative of Parent views and is not a delegate of the Parent Body (other parents cannot instruct them on how to vote or what to say at LGC meetings)

Community/Co-opted Local Governors

The Trustees of South Downs Learning Trust are keen that the LGCs are representative of the communities in which they operate. It is for the LGC subject to the approval of the Trustees to decide who is best placed to carry out their delegated duties and therefore appoint member of the community to support them.

Clerking

The LGC will appoint an appropriately qualified Clerk to the LGC and committees (if required). The responsibility of the clerk is to:

- Convene meetings of the LGC/Committees including sending notices and papers of the meetings
- Attend meetings of the LGC/Committees and ensure minutes are produced
- Maintain a register of member of the LGC including their terms of office and report any vacancies to the LGC
- Report to the LGC as required on the discharge of their duties as Clerk
- Perform other such duties and functions as determined by the LGC from time to time.

Ceasing to be a Local Governor

A Local Governor is appointed/elected for a four year term of office. A Local Governor's term of office will be terminated if:

- Any event of circumstance occurs which would disqualify them from holding the position of Local Governor
- Without the consent of the LGC, has failed to attend LGC meetings for a continuous period of 6 (six) months beginning with the date of the first such meeting failed to attend, and the Chair and Vice Chair agree that the term of office should be terminated. (Approval of this action would be sought from the Chair of Trustees prior to termination)
- He or she resigns from office by notice to the Chair of the Trust Board
- He or she is removed from office by the Trust Board

Convening Meetings of the LGC

Meetings of the LGC will be held a minimum of 3 (three) times per year.

The Clerk to the LGC will give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting, at least 7 clear days in advance of the meeting. In exceptional circumstances where urgent consideration is required, the Chair may determine a shorter time period, stating clearly the reason for urgency.

The Local Governors may invite people who are not Local Governors to attend the whole or part of any meeting for purposes connected with the meeting.

The convening of a meeting and proceedings conducted at meetings shall not be invalidated by reason of an individual not having received written notice or a copy of the agenda.

Voting at a meeting of the LGC

The quorum for meetings of the LGC and for any vote on a matter at such meetings is one half of the total number of Local Governors in office at that time (rounded to the nearest whole number).

A meeting will be terminated if the number of Local Governors present ceases to be quorate. Where a meeting is terminated or not held then the Clerk will reconvene a meeting within 7 days of the original meeting in order to discuss any outstanding agenda items or hold the full meeting accordingly.

Every question to be decided upon at a meeting shall be determined by a majority of the votes of Local Governors present and voting on the question. Votes tendered by proxy will not be allowed.

Where there is equal division of votes, the Chair has the casting vote.

Personal Interests of Local Governors

Local Governors will complete a register of their personal and business interests which will be reviewed annually.

Any Local Governor who has any duty of personal interest that conflicts or may conflict with this or her duties as a Local Governor will:

- Disclose the fact to the LGC as soon as he or she becomes aware of it. A Local Governor must absent themselves from any discussions of the LGC in which it is possible that a conflict may arise between his or her duty to act solely in the interests of the Academy and such duty or personal interest.
- Withdraw from any meeting for that item unless expressly invited to remain in order to provide information
- Not be counted in the quorum for that part of any meeting and
- Withdraw during the vote and have no vote on that matter

Appendix 1 – Decision Making Matrix



SDLT Trustees comprise the full Trust Board and any Trustee Committees that the Board establishes. The powers delegated to Committees are outlined in the Committees Terms of Reference. Where decisions and powers are delegated to Trustee Committees, they are reviewed and ratified by the full Board.

Governance

Strategy ✓ = Delegated authority /responsible i = Inform	DfE/ESFA	Trust Members	Trust Board	Local Governing Committee	Audit & Risk Committee	Standards Committee	Clerk	EHT	EBM	HT
Approval of new school/academies joining the Trust and bids to run Free school	✓		✓	<i>i</i>				<i>i</i>	<i>i</i>	<i>i</i>
Appointing and removing Members		✓	<i>i</i>							
Appointing and removing Trustees		✓	<i>i</i>							
Approving the committee structure for the Board			✓							
Appointing and removing the Clerk to the Board			✓							
Appointing and removing Co-opted Trustees			✓	<i>i</i>						
Appointing and removing Co-opted Governors (within usual function of the LGC)			✓	<i>i</i>						
Appointing and removing Co-opted Governors (where identified issues within LGC)			✓	<i>i</i>						
Electing and Removing Chairs of LGCs			✓	<i>i</i>						
Electing a Vice Chair of an LGC				✓						
Approving Trustee and Governor Terms of office extensions. Each extension over the maximum best practice term of office will be reviewed annually.			✓							
To change the name of the Academy Trust		✓								
Amend and approve the governance charter and scheme of delegation			✓							
Approve any amendments of the Articles of Association		✓	<i>i</i>							
Approve the annual report from the Trustees and Headteacher on		✓								

Appendix 1 – Decision Making Matrix



the Academy Trust’s performance at the AGM.										
Appointing and removing the Clerk to the LGC			✓	<i>i</i>						
Agreeing Terms of Reference for all committees and reviewing annually			✓	<i>i</i>						
Planning the schedule of work for the Board			✓	<i>i</i>						
LGC Chair to approve and monitor the schedule of work for LGCs for the academic year.				✓						
Setting the values, vision and strategic aims for the Trust			✓					<i>i</i>		
Contextualising the vision for each School								✓		
Establishing the Scheme of Financial delegation			✓					<i>i</i>	<i>i</i>	
Creating and developing a format for each school’s development and assessment documents (e.g., SDP, SEF)				<i>i</i>				<i>i</i>		✓
Creating and developing a format for The Trust development and assessment documents (e.g Trust Improvement Plan)			<i>i</i>	<i>i</i>				✓		
Publish governance arrangements on the Trust and schools’ websites							✓			
Provide an annual Report on Performance of the Trust: Submit to Members and publish			✓							
To submit ESFA required reports and returns.			<i>i</i>					✓		

Appendix 1 – Decision Making Matrix



Strategic Leadership and External Partnerships & Community

Strategy ✓ = Delegated authority /responsible <i>i</i> = Advise	DfE/ESFA	Trust Members	Trust Board	Local Governing Committee	Audit & Risk Committee	Standards Committee	EHT	EBM	HT
Approve the long-term strategy of the Trust and each School, ensuring the Trust’s strategic plan is robust and accountable.			✓				<i>i</i>		<i>i</i>
Creating a Trust school improvement offer							✓		
Promote collaboration within the Trust and identify and support the development of strategic partnerships that support the vision of the Trust.							✓	<i>i</i>	<i>i</i>
Consider strategic threats and opportunities in relation to the Academies, assessing the impact on premises, curriculum, resources and admissions. No expansion or contraction of any School will be permitted without the Board’s consent							✓		<i>i</i>
Consider strategic threats and opportunities in relation to the Academies, assessing the progress and improvement in relation to safeguarding, stakeholder engagement and standards.							✓		<i>i</i>
Intervene in the management of a School where necessary			✓	<i>i</i>			<i>i</i>		
Approve Key Performance Indicators to assess the quality of education.			✓	<i>i</i>		<i>i</i>	<i>i</i>		<i>i</i>
Appraisal and performance management of Executive Team (excluding EHT) including recommendations re pay							✓		
Appraisal of central SDLT Team							✓		✓
Appraisal of Headteachers including recommendations re pay				<i>i</i>			✓		

Appendix 1 – Decision Making Matrix



Reviewing recommendations re teachers' and support staff salaries in each school				<i>i</i>			✓		
--	--	--	--	----------	--	--	---	--	--

Appendix 1 – Decision Making Matrix



School Improvement

Strategy ✓ = Delegated authority /responsible <i>i</i> = Advise	DfE/ESFA	Trust Members	Trust Board	Local Governing Committee	Audit & Risk Committee	Standards Committee	EHT	EBM	HT
Responsible for the implementation of the SIP for each School.				<i>i</i>		<i>i</i>	✓		<i>i</i>
Quality assuring the SDP for each School							✓		✓
Validating or challenging grades in the SEF/SDLT Standard Evaluation			<i>i</i>	<i>i</i>		<i>i</i>	✓		
Review reports from internal reviews			✓						
Ensure delivery of agreed Actions from internal audit reports							✓		
Approving a Trust Improvement Plan			✓						
Monitoring and evaluating the Trust Improvement plans and ensuring that the plans and objectives meet national, regulatory and stakeholder needs			✓			<i>i</i>	<i>i</i>		<i>i</i>

Appendix 1 – Decision Making Matrix



Education

Strategy ✓ = Delegated authority /responsible <i>i</i> = Advise	DfE/ESFA	Trust Members	Trust Board	Local Governing Committee	Audit & Risk Committee	Standards Committee	EHT	EBM	HT
Approving the school day			<i>i</i>	<i>i</i>			✓	<i>i</i>	<i>i</i>
Approving the school year			<i>i</i>	<i>i</i>			✓	<i>i</i>	<i>i</i>
Approving significant variations to the curriculum				<i>i</i>			✓		✓
Making variations to the length and/or structure of the school day			<i>i</i>				✓		✓
Create, Implement and Monitor the School Development Plan				<i>i</i>		<i>i</i>	✓		✓
To set targets for pupil achievement and progress and monitor against targets			<i>i</i>	<i>i</i>					✓
Approve significant changes to education philosophy, policy, practice, or delivery with agreement of the Executive Headteacher			✓	<i>i</i>			<i>i</i>		<i>i</i>
Approve alongside the Chair of governors the removal of a student from the school roll without an onward destination and/or Elective Home Education				✓			✓		<i>i</i>
Permanently exclude a student				<i>i</i>			✓		<i>i</i>
Approve changes to school branding – e.g., logo, website, vision			✓	<i>i</i>			<i>i</i>		<i>i</i>
Approving statutory policies that require Trustee approval.			✓	<i>i</i>					
Approving non-statutory/statutory policies that don't require Trustee approval.				<i>i</i>			✓		✓

Appendix 1 – Decision Making Matrix



<p>Assist the school’s leadership teams in the development of the curriculum which meets the school’s specific needs and has regard to:</p> <ul style="list-style-type: none"> • The withdrawal of student from courses that would mean Progress 8 slots are not filled. • Any nationally recognised curriculum priorities and initiatives • The obligation to provide religious education, sex education and physical education. • Special educational needs • National testing and attainment targets and <p>Any teaching objectives and priorities adopted by the Trust Board for all Academies</p>				<i>i</i>			✓		
<p>Monitor the standards of teaching and learning in each of the Academies, ensuring that proper standards of professional performance are established and maintained</p>				<i>i</i>			✓		
<p>Banning a parent from entering the School site</p>							<i>i</i>		✓

Appendix 1 – Decision Making Matrix



Risk Management & Safeguarding

Strategy ✓ = Delegated authority /responsible <i>i</i> = Advise	DfE/ESFA	Trust Members	Trust Board	Local Governing Committee	Audit & Risk Committee	Standards Committee	EHT	EBM	HT
Approve the risk register for the school				<i>i</i>	<i>i</i>		✓		
Approve the risk register for the Trust			✓		<i>i</i>				
Approve that any writing off of debts complies with the financial procedures			✓		<i>i</i>				
Ensuring that all procurement processes and resulting contracts and agreements conform with the financial procedures					<i>i</i>		✓	✓	
Complying with VAT and CIT regulations			<i>i</i>		<i>i</i>		✓	✓	
To succession plan for South Downs Learning Trust Executive Team and Academy Heads			✓						
To ensure the Executive HT, Headteachers and all SLT are Safer Recruitment trained			✓						
Ensure that all any Trustees or governors that are involved in the recruitment of staff are Safer Recruitment trained.			✓						
Ensure that all academy school staff receive annual Safeguarding training							✓		
To maintain the single central register				<i>i</i>			✓		
Establishing Trust policies			✓	<i>i</i>			<i>i</i>		<i>i</i>

Appendix 1 – Decision Making Matrix

Staffing and HR									
Strategy ✓ = Delegated authority /responsible <i>i</i> = Advise	DfE/ESFA	Trust Members	Trust Board	Local Governing Committee	Audit & Risk & Pay Committee	Standards Committee	EHT	EBM	HT
Recruiting, Appointing, Suspending and dismissing members of the Executive Team			✓				<i>i</i>		
Recruiting and approving appointments of non-exec Trust Staff			<i>i</i>				✓		
Recommending the staffing structure for each School				<i>i</i>			<i>i</i>		✓
Suspend or dismiss teachers and support staff				<i>i</i>			✓		
Recruiting and approving teaching and non-teaching school staff									✓
Changing the SLT structure and non-exec staff of a Trust school			<i>i</i>	<i>i</i>			✓	✓	✓
Approving the overall staffing structure for each School			<i>i</i>	<i>i</i>				✓	✓
Executive Headteacher to lead to performance management of Headteachers review panel.			<i>i</i>	<i>i</i>			✓		
Facilitate discussion with staff representative bodies, including the Unions at both Trust Board level and within the School							✓		
Reviewing recommendations re teachers' and support staff salaries in each school (pay committee)					✓				
Approve applications for early retirement or leave of absence							✓		
Approve the use of an external HR provider and adopt a set of HR policies and contracts to be used by all Academies.			✓		<i>i</i>		<i>i</i>	<i>i</i>	

Appendix 1 – Decision Making Matrix



Pupils, parents and community and Admissions

Strategy ✓ = Delegated authority /responsible <i>i</i> = Advise	DfE/ESFA	Trust Members	Trust Board	Local Governing Committee	Audit & Risk Committee	Standards Committee	EHT	EBM	HT
Make changes to Admissions Policy, incl PAN changes		✓	<i>i</i>	<i>i</i>	<i>i</i>		<i>i</i>	<i>i</i>	<i>i</i>
To ensure that the LGC and School complies with all regulations re the publishing of information on school websites				✓			<i>i</i>		✓
To ensure that stakeholders have a voice in decisions that impact on them				<i>i</i>			<i>i</i>		✓
Be responsible for all consultations and engagement with the community			<i>i</i>	<i>i</i>			✓		✓

Appendix 1 – Decision Making Matrix



Financial management

Strategy ✓ = Delegated authority /responsible <i>i</i> = Advise	DfE/ESFA	Trust Members	Trust Board	Local Governing Committee	Audit & Risk Committee	Standards Committee	EHT	EBM	HT
Approving financial procedures in Accordance with legal and DfE requirements and best practice			✓						
Ensuring that any disposal of assets complies with the financial procedures and is reported			<i>i</i>		✓		<i>i</i>	✓	<i>i</i>
Approve the banking provider and bank mandate			<i>i</i>		<i>i</i>		✓		
Approve the opening and closing of bank accounts			✓		<i>i</i>		<i>i</i>	<i>i</i>	
Ensuring that all transfers between budget headings (virements) comply with the financial procedures			✓					✓	
Ensuring appropriate insurance arrangements in Accordance with the financial procedures			✓						
To approve the financial scheme of delegation and review on an annual basis for South Downs Learning Trust and for academy school delegations			✓						
To approve external auditors			✓						
To sign off statutory accounts at the AGM alongside the Chair of Trustees.		✓	✓						
Executive Headteacher to act as Accounting Officer							✓		
To recommend the approval of annual accounts and report to the Members AGM			✓						
To monitor and review the Trust’s financial performance throughout the year and at year end			✓		✓				

Appendix 1 – Decision Making Matrix

To maintain a register of pecuniary and business interests of governors, staff and the Executive Team								✓	
Establishing and maintaining procedures for effective audit in Accordance with legal and DfE requirements			✓	<i>i</i>				<i>i</i>	<i>i</i>
Produce and monitor monthly Budget and Key Performance Indicator Report			<i>i</i>				✓		
Ensure alignment between School Improvement Plan and Annual Budget							✓		
Monitoring procedures for effective audit in Accordance with legal and DfE requirements						✓			
Receiving reports from audit inspections and the resulting Action Plan			<i>i</i>			✓			
To approve the first formal budget plan each financial year in Accordance with DfE timeframes			✓		<i>i</i>		<i>i</i>	<i>i</i>	

Appendix 1 – Decision Making Matrix



Premises and Estates

Strategy ✓ = Delegated authority /responsible <i>i</i> = Advise	DfE/ESFA	Trust Members	Trust Board	Local Governing Committee	Audit & Risk Committee	Standards Committee	EHT	EBM	HT
To approve a Buildings Maintenance Strategy			✓				<i>i</i>	<i>i</i>	<i>i</i>
Approve grant applications put forward by the Exec HT or the School Committees			✓				<i>i</i>	<i>i</i>	
To ensure compliance with Health and Safety legislation			✓	<i>i</i>	<i>i</i>		<i>i</i>	<i>i</i>	<i>i</i>

