



Orchard Learning Trust

GOVERNANCE ARRANGEMENTS

June 2019

Orchard Learning Trust

Governance Arrangements

ORCHARD LEARNING TRUST

Contents

INTRODUCTION	3
VISION AND VALUES.....	4
OUR AIMS AND HOW WE ACHIEVE THEM.....	5
STRUCTURE DIAGRAM	8
GOVERNANCE PRINCIPLES	9
ADMINISTRATION	10
Scheduling	10
Clerking.....	10
Papers, reports and decision-making.....	10
COMMITTEES AND GROUPS.....	11
Trust Members	11
The Board of Directors	12
Finance & Audit Committee	14
People and Policies Committee	16
Local Governing Bodies	18
Sub-Committees	21
Organisations other than schools.....	22
APPENDIX ONE.....	23
Budgeting/financial management process.....	23
APPENDIX TWO.....	24
Evaluation.....	24

INTRODUCTION

Orchard Learning Trust (“the Trust”) is a multi-academy trust established by the Godmanchester Community Primary School Academy Trust on 1 February 2015, initially as Godmanchester Community Education Trust and subsequently changed to become Orchard Learning Trust.

The purpose of this document is to set out clearly the governance arrangements for the Trust, including the roles, responsibilities, membership and structure of the various committees and groups charged with ensuring the Trust’s objectives are met.

VISION AND VALUES

Our Vision Statement

Placing children at the heart of our communities as we work together to provide excellence in learning and unlock brighter futures.

Our Shared Values

Aspiration: In all areas of our work we will *aspire* to achieve the best that we possibly can.

Caring: We *care* about all members of our community and ensure everyone's well-being and safety is paramount.

Challenge: We will continually *challenge* ourselves and each other to improve in our work.

Determination: We will succeed in what we do through our *determination* and resilience.

Enjoyment: Our settings will be positive environments where we all *enjoy* what we do.

Honesty: We will always be truthful. If we have done something wrong we accept responsibility. We know when to say sorry.

Respect: We expect all who are involved in our settings to display *respect* to each other at all times.

Sharing: We will always work as a team, *sharing* experiences and working together to excel in everything we do.

OUR AIMS AND HOW WE ACHIEVE THEM

1. To ensure our learners achieve their potential, developing resilience and a love of learning and becoming responsible.

We do this by:

- Ensuring a focus on rapid development of the core skills of literacy and numeracy
- Monitoring the achievement and progress of each child individually
- Planning effective targeted interventions to ensure each child reaches his/her potential
- Delivering challenging but achievable learning programmes
- Instilling a culture of perseverance and determination
- Ensuring the curriculum includes education on good citizenship, taking responsibility, and also ensuring children are given opportunities to contribute to a better learning environment
- Creating fun, vibrant settings where children are happy and successful

2. To develop and support a motivated and engaged workforce who dedicate themselves to achieving the best outcomes for all learners, work together to develop outstanding practice, understand their roles and responsibilities and are accountable for their impact.

We do this by:

- Developing roles and responsibilities to empower, develop and motivate staff and governors
- Encouraging the sharing of expertise and development of specialisms amongst teaching staff

- Providing inspiring leadership and effective management support
- Prioritising the personal development of all staff to maximise their potential
- Having an effective reward system which acknowledges achievement and excellence and facilitates recruitment and retention of the best staff
- Using a robust and effective performance management process to ensure any concerns about performance are identified and addressed promptly and effectively, and that staff receive the support they need

3. To ensure our schools have an inclusive, high quality learning environment, and deliver teaching and learning that is consistently good or outstanding through an inspiring, relevant and engaging curriculum.

We do this by:

- Maximising the use of specialist teachers and peer support in curriculum delivery
- Making effective use of technology and other resources
- Capitalising on opportunities to use the local community to support the curriculum and maintain a local focus
- Prioritising the engagement of staff in the curriculum with active participation in its development and continuing review
- Implementing systems which monitor and audit the quality of all the Trust's learning environments
- Having due regard to our equality and diversity commitment and obligations when developing policy or making decisions. The impact of decisions or policy on protected groups in line with current legislation, will be considered at all times and reviewed on a regular basis

4. To establish and maintain high levels of achievement for all through effective evaluation and prioritising a culture of continuous improvement.

We do this by:

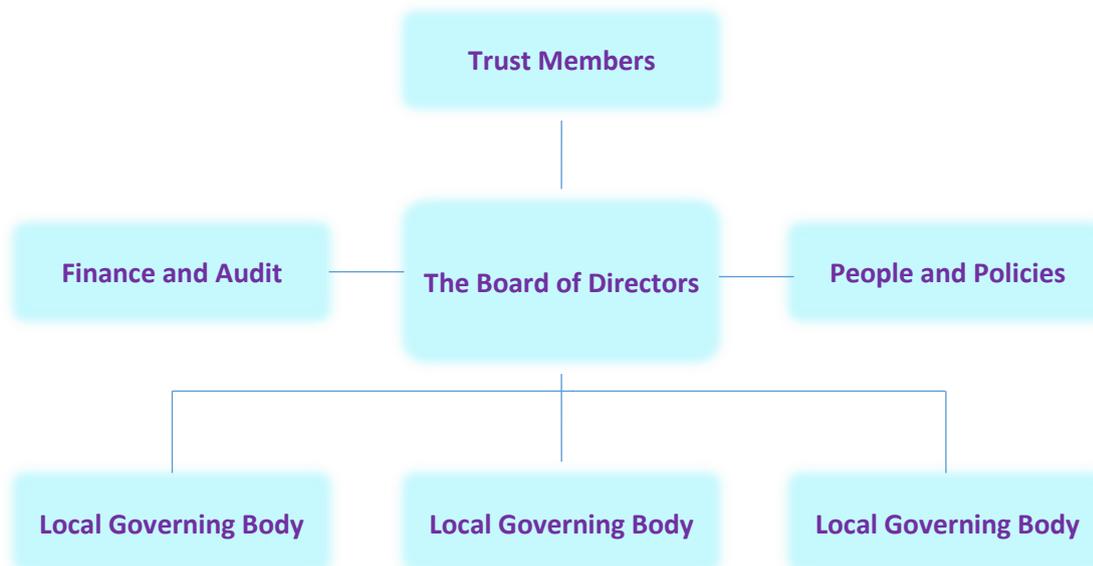
- Ensuring that internal systems are in place for effective self-evaluation of every aspect of our provision
- Seeking external scrutiny of activities and respond and react to feedback
- Seeking opportunities to share best practice with other schools/trusts and organisations

5. To ensure schools are an integral and inclusive part of their local community.

We do this by:

- Ensuring a local emphasis in the curriculum
- Ensuring schools play an active role in their local community
- Encouraging active participation in local events
- Inviting local organisations, businesses and community figures to participate in education of our children
- Prioritising community relationships and involving the community in decisions about future growth of the Trust

STRUCTURE DIAGRAM



GOVERNANCE PRINCIPLES

The following principles guide the effective management and accountabilities of the Trust

1. Whilst the Trust is the employer of all staff, the Board of Directors of the Trust has delegated certain powers to the Local Governing Bodies (LGBs) to exercise oversight of the staff in respective settings within the Trust. These powers are set out to Local Governing Bodies in a separate document: 'Scheme of Delegation'.
2. The Board of Directors' approval of appointments made by LGBs shall not be unreasonably withheld.
3. LGBs operate on a basis of earned autonomy. Where performance is consistently good or better the LGB agrees KPIs, targets, the curriculum and the development plan, taking into account the relevant expert data provided by the Schools Improvement Partner and the data dashboard. Where performance causes concern (historic results, Ofsted reports, etc.) the Board of Directors may intervene more.
4. Alongside any formal reporting processes, communication between the respective groups is strengthened and made as effective as possible through staff and other links.
5. Whilst the Trust's settings operate with as much autonomy as possible, the Board of Directors oversees the effective and efficient deployment and management of resources and staffing across all settings. This significantly reduces the demands on the LGBs with consistent policies and systems; efficiency savings in terms of leadership, management and financial economies of scale; the development of shared expertise in specialist areas, and the deployment and monitoring of resources to maximise impact on standards across the Trust.
6. A consistent approach to school improvement planning and self-evaluation is used across the academies and will be the responsibility of the LGBs and Senior Leadership Teams. These will be monitored by the CEO and reported to the Board of Directors.
7. All Directors act collectively in the best interests of the Trust despite any connection to a particular school or setting. All decisions will normally be made by consensus decision making. LGBs will be consulted fully on all major decisions being made by the Board of Directors which affect their setting particularly.
8. The Trust's Vision, Values and Aims apply universally, however, within those parameters each setting is expected and encouraged to develop its own identity.

ADMINISTRATION

Scheduling

All meetings of the various committees and groups are planned to ensure that routine governance functions can be managed efficiently across the Trust.

Trust/Board Meetings: An annual calendar of Director's and Trust meetings is coordinated by a Clerk appointed by the Board of Directors.

Local Governing Bodies and Committees: A calendar of meetings is proposed by the Chair of each LGB and approved by the Board of Directors in the summer term of the preceding year.

Clerking

The Central Administration team ensures that common practices and routines are used for clerking and administration of meetings. The Clerk is expected to liaise with the respective Chairs of the Board and its committees, advise on governance and reporting procedures, and produce minutes in a timely manner.

Draft minutes are circulated to the Board or committee within two weeks of a meeting, and in the absence of comments/amendments/corrections of errors, the Chair of the relevant committee will approve minutes as being final and circulate.

Papers, reports and decision-making

In order to maximise the efficiency of all meetings attendees are required to ensure they read and review in advance any papers, minutes or other items relevant to the agenda of the upcoming meeting and, where comments, suggestions or other feedback is requested, to provide those via email in advance of the meeting rather than during the meeting.

Any papers or minutes not available for review one week before a meeting is due to convene will not be discussed at the upcoming meeting other than in exceptional/urgent circumstances.

COMMITTEES AND GROUPS

Trust Members

Membership & Meetings

The Trust's membership is set out in the Memorandum and Articles of Association (as amended). The Members are appointed by the other Members and are from a variety of backgrounds and expertise. There must be a minimum of three Members, but there is no upper limit and no fixed term of office.

Membership	Attending
Members of the Trust	Chief Executive External invited parties for advice or other input as required Chair of Board of Directors Other director/s as nominated by the BoD

The Trust Members will usually meet twice a year. The agenda will be prepared by the Chair and circulated one week in advance of the meeting. Members will be directed to the shared folder containing minutes and other papers for their review in advance of the meeting.

Responsibilities

- Oversight of the effective management of the Trust by the Board of Directors
- Holding the Board of Directors to account
- Receiving the Annual Report and Audited Accounts approved by the Board of Directors
- Developing, approving and amending the Articles of Association
- Appointment of Directors

Reporting arrangements

Trust Members will have access to minutes of Board of Directors meetings and will receive an annual report from the Board of Directors. Trust Members will also receive an “academies data dashboard” alongside other strategic documentation.

When putting together the agenda, the Chair can identify/suggest whether anything on the Board of Directors annual report needs to be discussed and added to the agenda for the Trust Members meeting.

There will be a standing agenda item to note that the Board minutes and annual report have been received and the contents noted.

The Board of Directors

Membership & Meetings

Staff	LGB representatives	Other Directors
Chief Executive Company Secretary Other members of staff may be invited	LGBs shall nominate a Governor to attend Board meetings and be appointed as a Director.	Non-executive Directors

The Board will meet every six to eight weeks, usually during the school day. Meetings will be chaired by the Chair of the Board of Directors who will also, in conjunction with the Clerk, prepare and circulate the agenda one week in advance of the meeting, and direct attendees to the shared folder containing minutes and other papers for their review in advance of the meeting.

Where LGB representatives are unable to attend, for instance due to geographic location, a nominated Director will ensure that the views of the LGB are taken into account at Board meetings and that there is appropriate consultation and feedback provided.

The Board of Directors will arrange an annual conference for all members of LGBs and Board of Directors to share ideas and good practice as well as provide a forum for input into strategic matters relating to the Trust.

A representative of each LGB and the respective Head of School will attend at least one Board meeting per year to present the School Development and priorities for the year ahead, usually in the summer term.

Responsibilities:

STRATEGY IMPLEMENTATION

- Setting the strategy and overall direction of the Trust and determine the business strategies and plans that underpin the Trust's organisational strategy.
- Developing the vision and values.
- Ensuring that organisational structure and capability are appropriate for implementing the chosen strategies.
- Evaluating the achievement of the Trust's vision and values of each individual setting / LGB.
- Monitoring and ensuring achievement of the strategic objectives.

EFFICIENCY AND SYSTEMS

-
- Overseeing the effective and efficient deployment and management of resources and staffing across the Trust whilst enabling the Trust's schools and other settings to operate with as much autonomy as possible.
 - Monitoring the efficiency and effectiveness of leadership and services across the Trust.
 - Determining and approving consistent policies and systems across the Trust to support and monitor governance.
 - Determining which authorities shall be delegated to LGBs or committees at any time and reviewing delegated authorities on an annual basis.
 - Business continuity planning.
 - Reviewing and approving significant IT/premises, infrastructure projects.
 - Approving the appointment of the Chair and Deputy Chairs of LGBs following proposal by the relevant LGB.

STANDARDS

- Ensuring standards and achievements across the Trust's schools by holding each setting to account through its monitoring of the performance data and reports.
- Development of shared expertise across the Trust.
- Ensuring curriculums reflect national statutory requirements.
- Appointment and performance management of the Chief Executive.

FINANCIAL

- Approving annual audited accounts for individual settings and the Trust as a whole.
- Maintaining all adequate and appropriate insurances.
- Approving procurement policy.
- Approving/authorising significant expenditures, contracts awarded, invitations to tender issued and quotations of over the respective financial levels as specified in the procurement policy from time to time.
- Confirming opening or closure of bank accounts.
- Hold overall responsibility for the Trust's Risk Register.

LEGAL

- Statutory duties.
- Ensuring compliance with any and all relevant legislation.
- Appointing legal advisers where appropriate.
- Setting, maintaining and developing the Trust's position in any legal dispute or potential dispute.
- Ensuring the terms and conditions of funding agreements are adhered to.

Reporting arrangements

The Board will receive the minutes from all LGBs/ alternative settings, the People & Policies committee, and the Finance & Audit committee at each meeting.

When putting together the agenda, the Chair can identify/suggest whether anything in the minutes needs to be specifically discussed at the meeting. The Chairs of any of these committees may suggest items they wish to be included on the next BoD agenda.

There will be a standing agenda item to note that minutes have been received from the LGBs and committees and the contents noted.

Finance & Audit Committee

Membership & Meetings

Membership	Attending	Key links
Chief Executive Finance Manager Responsible Officer Non-executive directors as nominated by the Board of Directors (minimum of 2)	Representatives from each LGB Accountants/auditors as required	To Board of Directors through CEO and directors To LGBs through LGB representative, Finance Manager and CEO To People and Policies through CEO

The Finance and Audit committee will meet at least each term usually during the school day. Meetings will be chaired by a Director who will, in conjunction with the Clerk, prepare and circulate the agenda one week in advance of the meeting.

Responsibilities:

- Providing guidance and assistance to the Chief Executive, Heads of School and Local Governing Bodies in any matters relating to the Trust's financial responsibilities.
- Overseeing long-term financial planning and resourcing in the context of: individual School Development Plans, policies and objectives of the Trust.
- Financial planning and probity, and resource management across the Trust.
- Drafting procurement policy for approval by the BoD.
- Agree a programme of work to be undertaken by the Trust's Responsible Officer on behalf of the Board of Directors.
- Receiving reports following audits carried out by the Responsible Officer and agreeing necessary actions.
- Recommending to the Board of Directors an annual budget for each setting that reflects strategic objectives and priorities.
- Recommending to the Board of Directors a capital investment budget for each setting and recommend approval of proposed capital spending plans.
- Ensuring compliance with procurement policy.

- Monitoring spending of funds against budget during and after the close of the financial year and report on any significant issues to the Board of Directors.
- Receiving annual audited accounts for all settings and combined accounts for the Trust as prepared by the appointed accountants, and recommend these for approval by the Board of Directors.
- Maintaining awareness of financial regulations, including the Academies Financial Handbook, notifying the Board of Directors of any relevant changes and making any recommendations for changes to procedures in accordance with financial regulations.
- Recommending to the Board of Directors appointment or reappointment of the auditors.
- Recommending to the Board of Directors appointment or reappointment of the Responsible Officer.
- Oversee the management of the Risk Register and report to the BoD regarding the Risk Register.

Reporting arrangements

The minutes of each meeting will be sent to the subsequent Board of Directors meeting.

People and Policies Committee

Membership & Meetings

Membership	Attending	Key links
Chief Executive	External HR adviser when required	To Board of Directors through CEO and directors
Heads of School		To F&A through CEO
Non-executive directors as nominated by the Board of Directors (minimum of 2)		To LGBs through Heads of School

The People and Policies Committee will meet at least once per term usually during the school day. Meetings will be chaired by a Director appointed by the Trust who will, in conjunction with the Clerk, prepare and circulate the agenda one week in advance of the meeting, and direct attendees to the shared folder containing minutes and other papers for their review in advance of the meeting.

Responsibilities:

- Identifying a list of policies and procedures needed to ensure the Trust functions efficiently and effectively, taking into account legal obligations and best practice.
- Ensuring that policy-writing is delegated to the appropriate person or committee and that policies are reviewed at regular intervals for effectiveness, and updated to take into account legislative or other changes.
- Monitoring and reviewing a strategic staffing plan for the Trust.
- Developing terms and conditions of employment designed to enable effective recruitment and retention of staff, whilst meeting the needs of the Trust.
- Recommending a Pay Policy for adoption across the Trust. Ensure the policy is implemented in a fair and transparent manner in accordance with staff contracts of employment and employment law, giving regard to the fact that any decisions with a significant financial implication can only be made subject to the approval of the governing body and following advice from the Finance & Audit Committee.
- Recommending to the Finance & Audit Committee the annual budget for pay and possible staff salary adjustments, in line with appraisal and staff training developments.
- Reporting to the Board of Directors on all staff matters which relate to conditions of service and on general staffing trends/areas of concern.
- Ensuring relevant information and actions regarding employment law/best practice developments are communicated to the Board of Directors.

- Determining and monitoring the appointments procedure on behalf of the Board of Directors.
- Setting and monitoring a learning and development strategy each year to ensure that adequate staff training and director/governor training is taking place.
- Delegating to the Heads of School/setting managers all matters relating to the day to day management and supervision of the staff employed at their school.
- Ensuring that all staff have an effective induction programme, and ensure compliance with the induction requirements for newly qualified teachers.
- Ensuring that there is an effective performance management system in place and that staff have appropriate support with implementing this.
- Forming a Pay Review Committee to receive a staffing structure and (after recommendations from CEO/Heads of School) making decisions regarding the pay and progression for all staff with exception of the Heads of School/Chief Executive.
- Nominating a Director to take part in the Head of Schools' performance review alongside LGB representative and the CEO, making recommendations to the Board of Directors regarding pay and progression for Heads of School.
- Forming a salary appeals committee when required.
- Implementing policies to ensure best practice with regard to safeguarding and safer recruitment.
- Having final approval on decisions regarding termination of employment following recommendations by the Chief Executive.
- Further to the recommendations of the Chief Executive, having final approval on decisions regarding the delegation of HR responsibilities to internal staff and/or external providers in enabling the committee to fulfil its responsibilities as outlined above.
- Forming a CEO Performance Management Committee, such committee to seek the views of Heads of School and LGB representatives and make recommendations to the BoD regarding pay and progression of the CEO.

Reporting arrangements

The minutes of each meeting will be sent to the subsequent Board of Directors meeting.

Local Governing Bodies

Membership & Meetings

The committee structure, organisation and meeting schedules are to be decided by the Local Governing Body and subject to the approval of the Board of Directors.

It is anticipated that an LGB should be a maximum of 10 in number (including the Head of School) as follows:

Membership	Also attending	Key links
Head of School	Invited staff members for presentations or similar as requested	To Board of Directors through nominated LGB representative's attendance at BoD meetings, minutes of LGB meetings and CEO
At least 2 Parent Governors	Any Director may attend	
Up to 3 Staff Governors	Chief Executive may attend	Annual attendance at Board of Directors or more regularly, if required
Remainder as Appointed Community Governors		

Chairs and Deputy Chairs of Local Governing Bodies are appointed for a term of up to three years for a maximum of two consecutive terms of office. There will be an annual review/confirmation of each appointment by the Local Governing Body in the summer term for the following year, approved by the Board of Directors.

Responsibilities

LGBs are sub-committees of the Trust. The LGB should support and strengthen their Head of School's leadership and, by working with the CEO/Trust, hold them accountable for the performance of pupils and staff.

LGBs are focused upon teaching and learning, individual school contexts, monitoring standards and achievement and how the school meets the local community's needs and aspirations. This includes:

- Developing strategic priorities and plans for the individual academy with the SLT in line with the Trust's Vision and Values.
- Ensuring that the levels of progress and achievement the Trust expects are maintained.
- Monitoring and challenging standards within the school.
- Ensuring Trust policies are implemented.
- Engaging with all stakeholders to improve outcomes for pupils.
- Ensuring that quality assurance procedures within the academy are accurate and moderated.

- Monitoring the use of Pupil Premium funds and ensure outcomes improve.
- Evaluating pupil attendance, admissions, exclusion, well-being, preparation for their future and views by analysing a range of data; and taking action to ensure the academy fulfils the Trust's objectives.
- Appointment of Governors.
- Recommendation of the Chair and Deputy Chair to the Board of Directors.
- Local admissions matters including appeals.
- Ensuring policies are implemented at a local level to adhere to best practice in respect of safeguarding.
- Maintaining an oversight in respect of SEND.
- Participating in the appointment of staff at a local school level, where appropriate.
- Monitor the annual budget performance and agree changes required to remain within the agreed budget. Report any significant variances to F&A.
- Propose an annual spending plan for capital projects and submit for consideration and approval by F&A and BoD.

Reporting arrangements:

LGBs must report to the Board of Directors in relation to the key strategic objectives, including but not limited to:

- Efficiency and effectiveness of leadership and services across the schools, including but not limited to; health and safety, financial performance, site management and development.
- The achievement, attainment and progress of pupils (Data Dashboard), reflecting the cycle of school improvement planning and self-evaluation.
- The financial performance of the school against budget.

All minutes of LGB (Full and sub-committee) meetings will be made available to all members of the LGB and the Board of Directors.

There will be a standing agenda item to note the minutes from Board of Directors meetings have been received and the contents noted.

The minutes of each LGB meeting will be sent to the Board of Directors prior to each subsequent Board meeting.

Sub-Committees

Each LGB may decide how best to discharge its responsibilities and whether the use of sub committees/working groups is necessary.

The Board of Directors may intervene and designate committees or working groups if it feels responsibilities are not being adequately met.

Organisations other than schools

Governance:

Activities such as Pre-schools, nurseries and wrap around childcare that are located on Trust sites, and are part of the Trust, will come under the governance oversight of the relevant local governing body.

The manager of the provision will report to the relevant Head of School(s). The CEO will liaise with the Head of School with regards to the day-to-day running of the provision and central support services offered.

Reporting Arrangements:

Each setting will report to the Local Governing Body in relation to the key strategic objectives, including but not limited to:

- Efficiency and effectiveness of leadership and services, as appropriate to the setting.
- The achievement, attainment and progress of pupils, if applicable.
- The compliance with relevant policies and procedures, including but not limited to safeguarding, health and safety financial and HR.
- Monitor the annual budget performance and agree changes required to remain within the agreed budget. Report any significant variances to F&A.
- Propose an annual spending plan for capital projects if applicable and submit for consideration and approval by F&A and BoD.

Parent Representation:

The Trust supports the formation of Parents' Forums to give a voice to the parents of the children who use such provision.

Representatives from the Local Governing Body will meet with the parents' representatives at least once per term.

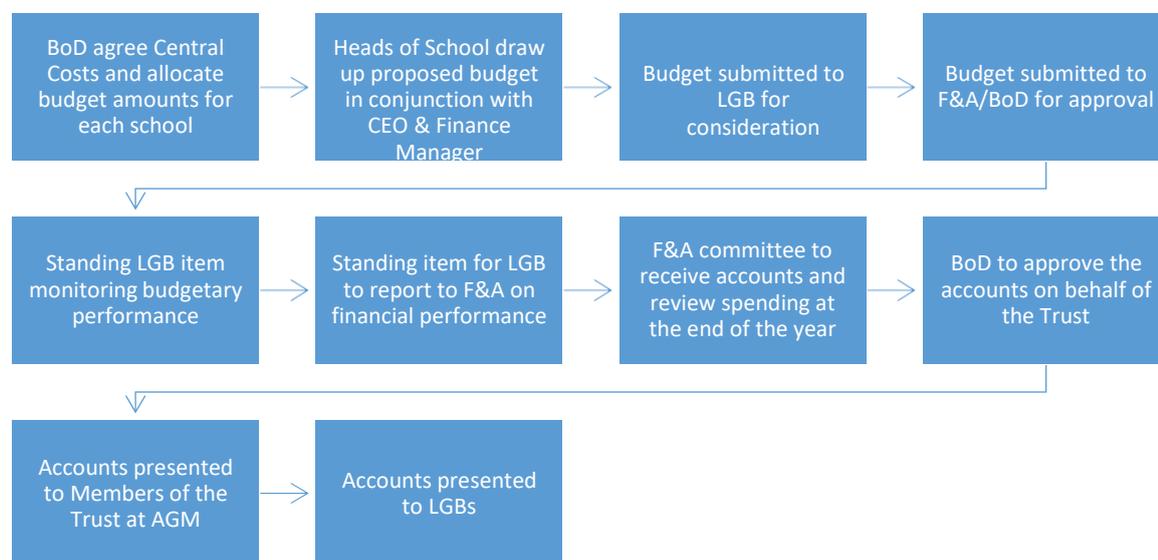
The Parents Forum will:

- Act as a 'critical friend' to the relevant Local Governing Bodies (LGBs) with regard to the day to day operation of the provision.
- Be consulted on the level of fees including any proposed increases.

N.B. Any complaints from parents/carers are dealt with swiftly and effectively in line with the normal Complaints Procedure in operation at the School.

APPENDIX ONE

Budgeting/financial management process



APPENDIX TWO

Evaluation

