Jigsaw Learning Trust

Governance Charter

&

Scheme of Delegation

Overview

Education is undergoing significant change in terms of structure, policy and delivery. Jigsaw Learning Trust (JLT) was established as a result of opportunities that were presented by these changes; and through its vision, aims and principles it provides its Academy Schools with the opportunity to work with autonomy in a strong, supportive structure. It is a company limited by guarantee and a charity.

We are in no doubt that the education sector faces more challenges in future years; at the very least increased outcomes and expectations with limited resources. The need for creativity, collaboration and school to school support has never been greater, and Head Teachers and Governors are seeking out strong structures to ensure that that their schools remain viable, feasible and relevant to their local communities. Jigsaw Learning Trust aims to provide that environment whilst offering a broad curriculum, collaborative working and the opportunity for every child and adult involved in their schools to meet their potential.

Vision and Ethos

The Company's vision is as follows:

The child is at the heart of every decision we make and all that we provide for them. This will enable them to become life- long learners, compassionate, responsible citizens and develop beyond their own and others expectations.

The Company's ethos is as follows:

To create a stimulating environment in which staff will facilitate the holistic development of each and every child. Children will feel safe, secure, happy and valued. This will enable them to take risks and meet challenges, securing success for all.

Our core principles reflected throughout this Scheme of Delegation, in our practice and in our academy schools consist of:

- **Partnership and collaboration**
- **Mutual respect through effective challenge**
- **Autonomy for member schools**

The following pages outline how this is to be achieved in practice.

This Governance Charter will:

- Ensure that the executive leadership specifically (CEO, heads of school and Finance Director) is clear about which decisions the trust board remain in control of
- Ensure that the role of the executive is fully understood throughout
- Promote a culture of honesty and accountability
- Identify levels of responsibility and accountability

Overview of Documentation for Governance

All Tiers of Governance	Governance Charter: Outlines the tiers and principles of governance Scheme of Delegation: Details the tier at which a decision or function sits
Members	Articles of Association: The Constitution of Jigsaw Learning Trust Guidance on the role of a Member
Trustees	Articles of Association Terms of Reference for the Trust Board Guidance on the role of a Trustee Conflict of Interest policy (Appendix 1) Code of Practice (Appendix 2)
Trust Board and Sub-Committees	Terms of Reference
Local Governing Bodies (LGB)	Constitution and Terms of Delegation Scheme of Delegation Election procedures Conflict of Interest policy (Appendix 1) Code of Practice (Appendix 2)
LGB Intervention Board	Terms of Reference
Executive Team (SLT)	Scheme of Delegation

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
- 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.
- Jigsaw 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 Trust Handbook.
- Effective governance is supported by the structure of:
    - Trust Members
    - Trust Board
    - Local Governing Bodies
    - The Executive Team (SLT)

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.

The Trust Board has absolute discretion to review and amend this document at any time.

In any conflict between this document and the Trust's Articles of Association, the Articles of Association shall prevail.

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 their school identity
- As Jigsaw 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

Learning, teaching and assessment (Teaching, Standards & Achievement))

- All academy schools will be represented on the Teaching, Standards & Achievement Committee
- The Teaching, Standards & Achievement committee will lead curriculum developments and monitor impact of initiatives
- Models of best practice will be freely shared throughout The Trust and beyond
- Academy Schools will share models of reporting, recording and evaluating of attainment, progress and wellbeing amongst other elements
- The CEO will support the writing of SDP and SEF documentation with local heads to ensure The Trust and school priorities are reflected and that resource are effectively and efficiently allocated and managed.

Governance

- Local Governing Bodies (LGBs) will be retained with their responsibilities clearly outlined in the Scheme of Delegation and Terms of Reference
  LGBs will be representative of their own school community and parents
- LGBs will be focused on Teaching and Learning, outcomes for pupils, resource allocation 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
- LGBs will provide nominations to fill vacancies on the Board of Trustees (The Members, retain the power of appointment other than for Co-opted Trustees, for whom the Trustees retain the power of appointment)

Finance and Administration

- Jigsaw Learning Trust core functions must be adequately resourced
- Budgets are delegated in line with the Scheme of Delegation to the appropriate level. The Record of Financial Responsibility, Statement of Internal Control and Finance Policies detail the allocation process.
- The Trust has appointed a **Finance Director** to fulfill roles of support and development
  The Trust and Academy schools will always seek to secure best value in services, supplies and procurement.

Staff, pay, conditions and CPD

- The Trust will review and maintain policies as a central function with delegated ability for local amendment with the approval of the Board of Trustees

Powers of intervention

- The Trust Board has ultimate responsibility to the DfE for Standards across the MAT and has delegated the day to day responsibility for Standards to the CEO
- In order to achieve this, the CEO has 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

Accountability for decisions

The Trust Board delegates authority to two key groups in order to ensure and achieve effective leadership and governance of the Academy Trust:

- The Executive Team (CEO & Head teachers, Finance Director
- The Local Governing Body

The purpose of this delegation is to:

- Avoid duplication of governance and reporting responsibilities
- Enable governance to be as close as possible to the point of impact

Delegation is based on the principle of Earned Autonomy.

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.

Intervention

The Trust Board remains ultimately responsible for Jigsaw Learning Trust and the conduct of all member academy schools. There may be circumstances when the Trust Board may need to intervene and may withdraw or amend delegated authority of a particular element of Governance. The Trust Board retains absolute discretion to withdraw or amend delegated authority at any time.

Intervention may take place relating to:

- 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

An LGB Intervention Board may be established in exceptional circumstances.

Key Elements of Governance

Members

Members of the Trust 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 fulfill 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 Jigsaw Learning Trust.

Trustees

The Trustees are the directors of the Trust and 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 Articles of Association. The Board of Trustees is the accountable body for the performance of all the schools within The 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 The Trust and make sure its money is well spent.

The Trust Board will achieve this through:

- Setting the vision, ethos and strategy for The Trust and work with the academy schools to reflect this at a local level
- Establish the governance structures for The 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 The Trust
- Ensuring that there is a strong and effective executive leadership structure and personnel in place across The Trust
- Overview and scrutiny of Academy schools' education performance data
- Overview and scrutiny of The 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 The Trust's Board to ensure that it has the capacity, skills and succession plans to have a positive impact on outcomes for pupils

Jigsaw Learning Trust Board will set Trust-wide policy and principles.

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

The Trust is permitted to exercise all the powers of the Academy Trust. Trustees will delegate, to the CEO/Headteacher 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 The Trust at any time which may include removing delegation as deemed appropriate.

Trust Board Sub-Committees

Jigsaw Learning Trust has constituted four Sub-Committees of the Trust Board

- Teaching, Standards & Achievement
- Personnel
- Finance/Audit & Premises
- Complaints

The Trust Board Sub-Committees, though their Terms of Reference, provide the overview and high-level scrutiny of their remit.

The Finance /Audit & Premises Committee will pay particular attention to the Academy Trust Handbook in carrying out its duties.

Executive Team

The CEO/Headteacher, Academy Head teachers and Finance Director constitute the core Executive Team. Operating under the direction and leadership of the CEO/Headteacher the Executive Team works directly with the staff in each Academy school, to ensure that the required outcomes are achieved in accordance with the direction and vision of The Academy Trust Board. The school improvement lead will attend meetings in an advisory capacity.

CEO/Headteacher

The CEO/Headteacher has delegated responsibility for the operation of Jigsaw 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 Body, this will usually be with the Chair of the LGB.

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

The CEO/Headteacher is accountable to The Trust Board for the performance of the Executive Team and the academy schools.

The Academy Head

The Academy Head is responsible for the day to day management of the academy school. The Academy Head is managed by the CEO/Headteacher. Where there is delegation, the Academy Head will report to the LGB and the CEO on delegated responsibilities.

Local Governing Body

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

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

- To contribute to, and fulfill the vision and ethos of the academy school and The Trust as it relates to the academy school. LGBs have particular regard to the aims and ambitions for their pupils
- To implement and review the strategic plan for the academy school in conjunction with the Academy Head and CEO/Headteacher. The LGB is focused on the academy school performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by The 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.
- To oversee the management of the finances of the academy school, assessing the annual budget prepared by the Academy Head and submitting this for approval by The Trust's Finance/Audit & Premises Committee for ratification at The Trust Board. Deadlines for preparation are detailed in financial documentation. The LGB ensures that the academy school works within its allocated and agreed budget and adopts and implements the appropriate financial management policies and procedures as determined by The Trust and the Academy Trust Handbook.
- Engage with local communities and stakeholders
- Report to the Finance/Audit & Premises, Teaching, Standards & Achievement and Personnel Committee and The Trust Board as required.

The LGB is considered, in legal terms, to be a committee of Jigsaw 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 LGB by The Trust Board in any one or more or all areas at any time at the Trust Board's absolute discretion.

Composition of Governance Structures

Members

Jigsaw Learning Trust has up to 5 (five) Members. The minimum required by the Articles of Association is 3 (three). 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.

Any Member may resign provided that after such a resignation the number of Members is not less than three (3)

Meetings of Members

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

Trustees

Jigsaw Learning Trust has the opportunity for up to 9 Trustees appointed by the Members and any number of Co-opted Trustees appointed by the Trustees. The minimum number is three (3). No more than one-third of the Trustees may be employees of the Academy Trust.

As the Trust has Local Governing Bodies which each have at least 2 parent local governors appointed/ elected in accordance with the Articles, the Trust Board does not need to include parent 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.

1 x CEO/Headteacher (Ex officio)

Appointment and Removal of Trustees

The Members may appoint up to 9 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, so long as the number of Trustees remains at least three (3).

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, CEO or Headteacher.

Each school year the Trustees shall appoint a Chair and Vice Chair, neither of whom can be an employee of the Academy Trust. The Chair and Vice Chair 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 Bodies that provide for at least two (2) Parent Local Governors.

The Trustees may appoint Local Governing Bodies 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 at least once each year.

The Trustees may delegate any of their powers or functions to any committee, Local Governing Body, Trustee, CEO 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 three (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 (rounded up to a whole number) of the total number of Trustees, present at the meeting and entitled to vote. The quorum for the purposes of any vote on the removal of a Co-opted Trustee and any vote on the removal of the chairman of the Trustees shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Trustees, present at the meeting and entitled to vote.
"Local Authority Associated Persons" are defined in the Articles as "any person associated (within the meaning given in section 69(5) of the Local Government and Housing Act 1989) with any local authority by which the Academy Trust is influenced". Local Authority Associated Persons shall never be able to exercise more than 19.9% of the votes at a meeting of Members or Trustees. 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. The appointment or election of a Local Authority Associated Person as a Trustee must be authorised beforehand by the local authority to which that person is associated.

If at any time the number of Trustees or Members who are also Local Authority Associated Persons would represent 20% or more of the relevant total number of Trustees or Members, then enough Trustees or Members who are Local Authority Associated Persons shall be deemed to have resigned as Trustees or Members immediately before the 20% threshold would have been hit. Trustees or Members who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment or election date, the most recently appointed or elected resigning first.

Local Governing Body

Academy Head (ex officio)
1 x staff member (elected)
2 x parents (elected)
Up to 9 x co-opted/community governors

Employees of the Academy Trust may sit on the LGB as long as they represent no more than 20% of the LGB membership (including elected staff members).

The LGB will elect from its members, a Chair and Vice-chair.

Specific roles of the LGB will be determined by the LGB in order to effectively carry out their delegated responsibilities.

Members (5)
Ben Middleton
Lynne Culkin
Philip Robson
Susan Bell
Terry Hambleton

Directors (9)
Wendy Angus (CEO)
Hilary Akien
Glenn Batten
Doug Green
Louise Lavelle (H/T Ouston Primary)
Anthony Jackson
Lucy Hill
Beverley Robson
Kelly Senior

Jigsaw Learning Trust

MEMBERS – General Guidance

The Members of the Trust have a different role to that of the Trustees. They have agreed the Trust's Articles of Association. The Articles of Association outlines the governance structure and how the Trust will operate. The Articles of Association also 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 fulfill this responsibility.

The Trust Board submits an annual report on the performance of the Trust to the Members.

Members are also responsible for approving any amendments made to the Trust's Articles of Association.

Members are permitted to be appointed as Trustees, but, in order to maintain a degree of separation and transparency of decision making between Members and Trustees, and in line with DfE expectations, not all Members are Trustees.

Members are not permitted to be employees of Jigsaw Learning Trust.

The Trust has up to 5 (five) Members. The minimum required by the Articles of Association is 3 (three). An employee of the Trust cannot be a Member.

Appointment and removal of Members

The Academy Trust must not appoint any new or replacement members until it has first informed them, and they have agreed, that their names will be shared with the Secretary of State to enable him to assess their suitability.

Before his or her appointment, a Member must sign a written consent to become a Member and he or she must sign the register of Members on becoming a Member.

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.

Any Member may resign provided that after such a resignation the number of Members is not less than three (3).

Meetings of Members

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

Jigsaw Learning Trust has the following Charitable Objectives:

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 schools offering a broad and balanced curriculum.

To promote for the benefit of the inhabitants of the areas in which the Academies are situated the provision of facilities for recreation or other leisure time occupation of individuals who made have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.

The Academy Trust's Headteacher activities are to provide each child with an education that will equip them to become responsible citizens, to make informed choices having both self-respect and respect for others. In addition to this we firmly believe in providing all children with a wide range of opportunities, sporting, musical, cultural, recreational and social. Our mission is to create a safe, stimulating and happy learning environment within which every child is able to realise their potential.

In order to achieve this, we will:

- Deliver a broad and balanced curriculum, with an emphasis on the core subjects that supports the development of every child towards fulfilling their potential
- Encourage children to be respectful, compassionate and honest in all their relationships
- Encourage children to develop an understanding and respect of individual differences
- Consistently apply our policies in support of the above.
- Develop the partnership with all Parents and the community in the life of the Academy
- Create and maintain good links with Pre-school Providers, Fulwell Junior School, Secondary and feeder schools to provide a seamless education for our children.
- Provide opportunities for personal and professional development for all who work in the Academy

Jigsaw Learning Trust

THE BOARD OF TRUSTEES – General Guidance

Jigsaw Learning Trust is a company limited by guarantee and a charity. It can be referred to as a company and also as a Trust, an Academy Trust or a Multi Academy Trust. Trustees are the directors of the company for the purposes of company law, and are also the charity trustees (within the Terms of Section 177(1) of the Charities Act 2011). They are responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Articles of Association.

The Board of Trustees is the accountable body for the performance of ALL academy schools within Jigsaw Learning Trust and as such must:

- Ensure clarity of vision, ethos and strategic direction
- Hold the Executive Team to account for the educational performance of the academy schools and their pupils
- Oversee the financial performance of Jigsaw Learning Trust and make sure that monies are well spent.

The Trust Board is permitted to exercise all the powers of Jigsaw Learning Trust, subject to the provisions of the Companies Act 2006, the Articles of Association and to any directions given by the Members of the Trust via a Members' special resolution; the Trust Board will delegate to the CEO/Headteacher the responsibility for the day to day operation of the Trust. The Trustees can determine whether to delegate any governance functions, and retain the right to remove that delegation at any time if deemed appropriate to do so.

The Trust Board has the right to review and adapt its governance structure at any time which includes removing or changing delegation.

Jigsaw Learning Trust has opportunity for up to 9 Trustees. The minimum number is three (3). No more than one-third of the Trustees may be employees of the Academy Trust.

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

1 x CEO/Headteacher (Ex officio)

Appointment and Removal of Trustees

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

The total number of Trustees including the Chief Executive Officer if they so choose to act as Trustee under Article 57 who are employees of the Academy Trust shall not exceed one third of the total number of Trustees.

A Trustee can resign by giving notice to the Academy Trust, so long as the number of Trustees remains at least three (3).

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, CEO or Headteacher.

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 Bodies that provide for at least two (2) Parent Local Governors.

The Trustees may appoint Local Governing Bodies 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 Body, Trustee, CEO 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 three (3) meetings in every school year. Any three (3) Trustees may request 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. (rounded up to a whole number), present at the meeting and entitled to vote. The quorum for the purposes of any vote on the removal of a Co-opted Trustee and any vote on the removal of the chairman of the Trustees shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Trustees, present at the meeting and entitled to vote.

Local Authority Associated Persons shall never be able to exercise more than 19.9% of the votes at a meeting of Trustees. 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. The appointment or election of a Local Authority Associated Person as a Trustee must be authorised beforehand by the local authority to which that person is associated.

If at any time the number of Trustees who are also Local Authority Associated Persons would represent 20% or more of the total number of Trustees, then enough Trustees who are Local Authority Associated Persons shall be deemed to have resigned as Trustees immediately before the 20% threshold would have been hit. Trustees who are Local Authority Associated Persons shall be deemed to have resigned in order of their appointment or election date, the most recently appointed or elected resigning first.

JIGSAW LEARNING TRUST BOARD – Terms of Reference

Core Values

The Board of Jigsaw Learning Trust will at all time:

- Observe the highest standards of impartiality, integrity and objectivity in relation to the governance of Jigsaw 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 Jigsaw 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 2)
- 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 2)
  - Their duties as directors under company law
  - Their duties as trustees under charity law
- Ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of The 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 organisations.
- 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 Jigsaw Learning Trust and its committees, including the Local Governing Bodies.

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

- Establishing the vision, mission and values of Jigsaw Learning Trust
- Responsible for the appointment of the CEO/Headteacher
- Carrying on The Trust in accordance with the objects of The Trust as set out in the Articles of Association and safeguarding the assets of The Trust
- Designing the strategy and structure for the operation of Jigsaw Learning Trust
- The delegation of the running of the academy schools and the direction of the education, pastoral care, financial and other policies of The Trust to the Executive Team
- Ensuring sound management and administration of Jigsaw 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 The Trust in accordance with the provisions of the Academy Trust Handbook, which sets in detail provisions for the financial management of Jigsaw Learning Trust, approving spend over £75,000.
- 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 The Trust
- Ensuring The Trust and the academy schools are conducted in compliance with the law.

Accountability of Trustees

The Trustees are accountable to, amongst others:

- The beneficiaries of The 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 Funding Agency and specifically the Secretary of State under the terms of the Funding Agreement
- The Secretary of State for operating The Trust for the public benefit in accordance with the Trust's charitable objects, for the prudent management of The Trust and its financial efficiency and for compliance with legislation including that relating to Charities
- The employees of Jigsaw 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 The Trust and the academy schools are subject.

Conducting Trustee Business

Trustees are required to:

- Act together and in person and not delegate responsibility of Jigsaw Learning Trust to others, unless permitted by and in accordance with the Articles of Association
- Act strictly in accordance with the Articles of Association
- Act in The Trust's interests only and without regard to their own private interests
- Manage The Trust's affairs prudently
- Not take personal benefit from Jigsaw 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 The Trust

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

The Trustees shall have regard to the Academy Trust 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 Jigsaw Learning Trust commit to meeting at least three (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 Academy Trust 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 Jigsaw 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 The Trust and academy schools, the Trustees are enabled to delegate specific tasks to assist them in carrying out their duties and obligations.

The Trust Board has decided which decisions it will take for itself, what will be delegated to committees, (including any Local Governing Bodies), 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 CEO/Headteacher and the Strategic Leadership Team of 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.

The matters listed as Reserved Matters are reserved decisions of the Trustees and are not delegated to a Local Governing Body

Delegation can be made to:

- Board Committees
  - Finance/Audit & Premises
  - Personnel
  - Teaching, Standards & Achievement
- The Local Governing Bodies
- The Executive Team (who may delegate to further individuals)

Stakeholder Voices

Jigsaw 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 Headteacher 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 The 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 (through the Companies Act 2006) 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 The 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 Jigsaw Learning Trust and their own personal interests or where a Trustee may be influenced by conflicting duties to The Trust and a third party.

Further obligations are set out in the Conflicts of Interest Policy (Appendix 1) which Trustees are obliged to comply with.

Recruitment of Trustees

It is essential that the Board of Trustees for Jigsaw 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 The 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 The Trust; its history and ethos and the nature and extent of its activities; and the content of Jigsaw Learning Trust's Articles of Association.

The Trust will provide each Trustee with:

- The Articles of Association
- The Governance Charter and Scheme of Delegation
- Terms of reference
- The Conflicts of Interest Policy

The Clerk to the Trustees will ensue that any appointment of a new Trustee is notified to the EFA within 14 days of the appointment (as required by the Academy Trust Handbook)

Training and Development of Trustees

The Trustees will ensure that the Board has the skills and experience needed to perform its functions properly and effectively. Trustees will be kept up to date with developments in the legal and regulatory framework in which The Trust operates.

The Trustees will conduct an annual self-evaluation with a view to identifying gaps in their skills and any requirements for training.

Teaching, Standards & Achievement – Terms of Reference

The Board of Trustees of Jigsaw Learning Trust has established a Standards & Achievement Committee with the following Terms of Reference:

Membership

The Committee will be appointed by the Trust Board and will comprise of no fewer than three (3) non-ex officio members, all of whom will be Trustees.

The Committee will appoint one of its members as the Chair of the Committee. The Trust Board will appoint a clerk to the Committee.

Attendance

The Committee may as any Executive Team member to attend meetings of the Committee either regularly or by invitation in order to provide information. This invitation may be extended to other individuals associated with Teaching, Standards and Achievement as appropriate. Invited attendees will not hold voting rights on the Committee.

Voting

The quorum for each meeting will be one half of the numbers of the Committee (rounded up). Decisions of the Committee will be taken by majority of those present and voting. The Chair will have a casting vote in the situation of equality of votes.

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Meetings
The Committee will meet termly as standard and will convene for additional meetings as appropriate and deemed necessary. Unless otherwise agreed, notice for meetings will be sent to members and any other person invited or required to attend, with a minimum of 7 days- notice of the date of the meeting.

Minutes
The Clerk will minute the meeting and resolutions of the Committee, determining at the beginning of the meeting whether any Member has a conflict of interest. This will be minuted accordingly.

Authority
The Committee is authorised by the Trust Board to carry out activities as detailed within the Terms of Reference. It is authorised to seek any information it requires from employees through appropriate channels (line management) and there is an expectation that employees will co-operate with any request in a timely and appropriate manner.

The committee is authorised by the Trust Board to obtain outside legal or other professional advice and to secure attendance of any person at any meeting with relevant experience and expertise if it considers this necessary.

Teaching, Standards and Achievement Committee Duties

- To ensure that the highest possible standards are set and maintained across the Academy Trust and Academy Schools
- To receive a termly report from about the performance of the Academy Trust and Academy Schools against key performance indicators
- To identify any areas of concern in respect of standards and performance and to implement an action plan
- To ensure that the Academy Trust's curriculum is balanced and broadly based
- To scrutinise and review relevant Academy Trust policies for recommendation to the Trust Board
- To ensure that effective processes are in place for the quality assurance of teaching, learning and assessment; the curriculum; inclusion and the sharing of good practice across The Trust and beyond.
- To support the CEO/Headteacher in the creation, implementation and monitoring of The Trust's self-evaluation, development plan and any post-Ofsted Action plan.
- To ensure that effective arrangements are in place and being implemented across The Trust for pupil support and representation, for monitoring pupil attendance and pupil discipline
- To ensure that effective arrangements are in place and being implemented across The Trust for staff performance management.
- To review, on a regular basis, its own performance, constitution and terms of reference to ensure its operating at maximum effectiveness.

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Finance/Audit Committee– Terms of Reference

The Board of Trustees of Jigsaw Learning Trust has established a Finance/Audit & Premises Committee with the following Terms of Reference:

Membership
The Committee will be appointed by the Trust Board and will comprise of no fewer than three (3) non-ex officio members, all of whom will be Trustees.

The Committee will appoint one of its members as the Chair of the Committee. The Trust Board will appoint a clerk to the Committee.

Attendance
The Committee may ask any Executive Team member to attend meetings of the Committee either regularly or by invitation in order to provide information. This invitation may be extended to other individuals associated with Standards and Excellence as appropriate. Invited attendees will not hold voting rights on the Committee.

Voting
The quorum for each meeting will be one half of the numbers of the Committee (rounded up). Decisions of the Committee will be taken by majority of those present and voting. The Chair will have a casting vote in the situation of equality of votes.

Meetings
The Committee will meet termly as standard and will convene for additional meetings as appropriate and deemed necessary. Unless otherwise agreed, notice for meetings will be sent to members and any other person invited or required to attend, with a minimum of 7 days-notice of the date of the meeting.

Minutes
The Clerk will minute the meeting and resolutions of the Committee, determining at the beginning of the meeting whether any Member has a conflict of interest. This will be minuted accordingly.

Authority
The Committee is authorised by the Trust Board to carry out activities as detailed within the Terms of Reference. It is authorised to seek any information it requires from employees through appropriate channels (line management) and there is an expectation that employees will co-operate with any request in a timely and appropriate manner.

The committee is authorised by the Trust Board to obtain outside legal or other professional advice and to secure attendance of any person at any meeting with relevant experience and expertise if it considers this necessary.

Duties

Finance/Audit

- Consider The Trust indicative funding, once notified by the EFA, and to assess its implications for The Trust, in consultation with the CEO/Headteacher and the Business and Finance Director, in advance of the financial year, drawing any matters of significance or concern to the attention of the Trustees
- Consider and recommend acceptance/non acceptance of The Trust budget to the Trustees including the delegated budgets to Academy Schools
- Monitor any variances from budget and ensure the EFA is notified as required
- Receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in The Trust development plan. Approval of spend between £25,000 and £75,000
- Monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and, where appropriate to make recommendations for improvement
- Prepare the financial statement to form part of the annual report of the Trustees
- Ensure the Trust's commercial and fundraising activities are carried out effectively
- Examine and review new initiatives for financial development, including fund raising
- Oversee significant investment and capital financing decision
- Approve and keep under review The Trust's investment policy
- Approve and keep under review The Trust's reserves policy
- Promptly notify The Trust Board of all financial matters of which the Committee has knowledge and which may materially affect the current of future position of The Trust.
- Advise generally on the provision of resources and services to The Trust

Risk and Audit

The committee will ask a representative from external auditors to attend meetings as deemed appropriate.

The Committee will have at least one annual meeting, or part of the Finance meeting, which will consider risk and audit and be attended by the appropriate internal and external auditors without the Executive Team being present.

- To consider the appointment of the external auditor, the audit fee and any questions of resignation or dismissal
- Discuss with the external auditor before the audit commences, the nature and scope of the audit
- Review the annual financial statements before submission to The Trust focusing on:
    - Any changes in accounting policies and practices
    - Areas involving a significant degree of judgement
    - Significant adjustments resulting from the audit
    - The going concern assumption

- Compliance with accounting standards
- Compliance with legal requirements
- The clarity of disclosures
- Consistency of accounting policies from year to year

- Discuss problem and reservations arising from the audit and any maters the external auditor may wish to discuss (in the absence of Executive Team members where necessary)
- Act as the receiving committee for internal audit reports and any issues that an internal audit raises.
- Review the internal audit function, consider the findings and management responses and to ensure co-ordination between the internal and external audit functions
- Keep under review the effectiveness of internal control systems and in particular review the external auditor's management letter and the management's response
- Review the action and implementation of risk management policy across The Trust
- Consider the Trust's risk profile relative to current and future strategy and identify any such trends, concentrations or exposures and any requirement for policy change
- Receive and review risk management and relevant regulatory information and reports

Premises

- To provide support and guidance on all matters relating to the development of Trust premises and grounds including Health and Safety.
- Ensure all statutory inspections and health and safety procedures and policies are implemented and that all academies are compliant with statutory legislation.
- To review, adopt and monitor a Health and Safety Policy.
- To establish and keep under review an Accessibility Plan and a Building Development Plan

Personnel Committee – Terms of Reference

The Board of Trustees of Jigsaw Learning Trust has established a Personnel Committee with the following Terms of Reference:

Membership

The Committee will be appointed by the Trust Board and will comprise of no fewer than three (3) non-ex officio members, all of whom will be Trustees.

This will also include Academy Heads from each member school.

The Panel will appoint a clerk to the Committee.

Attendance

The Panel may request any Executive Team member to attend meetings of the Panel either regularly or

by invitation in order to provide information. This invitation may be extended to other individuals associated with teaching, learning and assessment as appropriate. Invited attendees will not hold voting rights on the Committee.

Voting

The quorum for each meeting will be one half of the numbers of the Panel (rounded up). Decisions of the Panel will be taken by majority of those present and voting. The Chair will have a casting vote in the situation of equality of votes.

Meetings

The Panel will meet termly as standard and will convene for additional meetings as appropriate and deemed necessary. Unless otherwise agreed, notice for meetings will be sent to members and any other person invited or required to attend, with a minimum of 7 days-notice of the date of the meeting.

Minutes

The Clerk will minute the meeting and resolutions of the Panel, determining at the beginning of the meeting whether any Member has a conflict of interest. This will be minuted accordingly.

Authority

The Panel is authorised by the Trust Board to carry out activities as detailed within the Terms of Reference. It is authorised to seek any information it requires from employees through appropriate channels (line management) and there is an expectation that employees will co-operate with any request in a timely and appropriate manner.

The Panel is authorised by the Trust Board to obtain outside legal or other professional advice and to secure attendance of any person at any meeting with relevant experience and expertise if it considers this necessary.

<u>Personnel</u>

- Consider, determine and keep under review any strategies and policies for human resources and organisational development
- Consider, determine and keep under review effective arrangements for consultation with staff as a whole and for negotiation and consultation with appropriately recognised Trade Unions and/or other representatives
- Undertake the role of the disputed resolution panel to consider appeals against the CEO/Headteacher or The Trust decisions
- Ensure effective measures are in place to promote equality and diversity in employment
- Consider the details of restructuring programmes following any necessary approvals in principle by The Trust Board
- Develop strategy and policy in all matters relating to the recruitment, reward, retention, motivation and development of The Trust's staff

To consider the outcome of the performance management of the CEO/Headteacher and other

members of the Executive Team

- To make recommendations to the Trust Board as to the remuneration, benefit and incentives that should be paid to the CEO/Headteacher and Executive Team ensuring that the package is fair and appropriate.
- To consider the outcome of the performance management of the Strategic Leadership Team of The Trust and others as determined by the Personnel Committee, and make recommendations to the Trust Board for the remuneration, benefit and incentive package; rewarding individual contributions to the success of The Trust and their individual Academy School as determined by their Performance Management targets
- To determine the policy for and scope of pension arrangements, service agreements for the Executive Team, termination payments and compensation commitments

To review on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

LOCAL GOVERNING BODY - Terms of Reference

The role of a Local Governing Body is an important one. It is to provide focused governance at a local level and it is the intention of The Trust that LGBs will have the highest level of autonomy appropriate to their Academy School. The LGB monitors the Academy's development plan and key performance indicators. It acts as a critical friend to the Academy Head and Senior Leadership Team, offering challenge and support.

The LGB carries out its duties on behalf of the Board of Trustees in accordance with policies determined by the Trust Board. The act of delegation from the Trust Board to LGBs is a delegation of powers and duties and not a delegation of responsibilities.

The LGB will work closely with the Executive Team and will implement any advice or recommendations made.

Suspensions and Permanent Exclusions

The LGB will, where delegated by the Trust Board, be responsible for considering representations from parents in relation to decisions to suspend or permanently exclude a pupil, and for reviewing such decisions in accordance with the relevant statutory guidance and any procedures agreed by the Trust Board. The LGB will ensure that any representations are considered fairly, impartially and within the required statutory timescales.

The Trust Board retains the right to review or remove any power or responsibility delegated to the LGB under this constitution and terms of reference at any time and in the Trust Board's sole discretion , in particular, in circumstances where serious concerns in the running of the Academy School are identified, including (but not limited to) where:

- There are concerns about financial matters
- There is insufficient progress being made against educational targets (including where intervention by the Secretary of State is being considered or carried out)
- There has been a break down in the way in which the Academy School is being

managed or governed or

- The safety of pupils or staff is threatened, including a breakdown of discipline

Where necessary, the Trust Board will put in place, for an appropriate period of time, an intervention board, which will be responsible for addressing the areas of weakness.

Composition of LGBs

Each LGB comprises the following members:

Academy Head (ex officio)

1 x staff member (elected) (Staff Local Governor)

2 x parents (elected) Parent Local Governor

9 x co-opted/community governors

Employees of the Academy Trust may sit on the LGB as long as they represent no more than one third of the LGB membership (including elected staff members).
Each LGB will elect a Chair and Vice-chair.

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.

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

Specific roles of the LGB will be determined by the LGB 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 LGB and relevant roles/committees as assigned
- Champion the Academy School 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 as appropriate and convenient.

<u>Stakeholder Voices</u>

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

<u>Appointment of Local Governors</u>

<u>Chair</u> – the chair is appointed by the Local Governors and cannot be a Trust employee. 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 LGB
- Set the agenda for the meetings with the Academy Head(s) and Vice Chair
- Report to the Board of Trustees in writing following any LGB meeting if requested
- Provide verbal summaries of LGB deliberations, if requested at meetings of the Board of Trustees.
- Provide a direct link between the LGB 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 LGB; the Chair of the LGB, (or Vice Chair in the absence of the Chair) in consultation with the Chair of Trustees, will take appropriate action on behalf of the LGB. The decisions taken in these circumstances and the reasons for the urgency must be explained fully at the next meeting of the LGB and Board of Trustees.

Vice-Chair is appointed by the Local Governors and cannot be a Trust employee. 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 LGB with the Chair, if requested
- To provide a link between the LGB and Board of Trustees.

In the absence of both the Chair and the Vice Chair at a meeting, the LGB will elect a temporary Chair from amongst those Local Governors present, who are not Trust employees.

Staff Local Governor

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

Parent Local Governor

Parent Local Governors are elected by parents/ individuals exercising parental responsibility 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/individuals parental responsibility exercising

stand for election, the LGB or the Trustees can appoint Parent Local Governors. A parent/individual exercising parental responsibility is not eligible to be a Parent Local Governor if they are an employee of the Academy School or The 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 LGB meetings)

Community/Co-opted Local Governors

The Trustees of Jigsaw Learning Trust are keen that the LGBs are representative of the communities in which they operate. It is for the LGB to decide who is best placed to carry out their delegated duties and therefore appoint member of the community to support them. Employees of the Academy School are eligible to be appointed as Community/Co-opted Local Governors as long as they represent no more than one third of the LGB membership (including elected staff members). Parents/individuals exercising parental responsibility of children at the school are eligible to be appointed and their appointment is not conditional on their child remaining a pupil at the Academy School.

Responsibilities

Each LGB will appoint Local Governors with the following specific responsibilities:

- Special Educational Needs /Inclusion
- Children Looked After
- Health and Safety
- Safeguarding
- Pupil Premium

They may wish to consider appointing Local Governors to curriculum subject areas, assessment and specific government grants.

Clerking

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

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

Minutes of LGB meetings and committees will be held by the Academy School and, with the exception of confidential items which are to be minuted separately and filed by the Academy Head, will be publicly available on request.

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 LGB, has failed to attend LGB 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 or by the person who appointed him of her

Convening Meetings of the LGB

Meetings of the LGB will be held at least termly.

The Clerk to the LGB 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.

Any two (2) Local Governors may call a meeting by giving written notice to the clerk which includes a summary of the business they wish to carry out.

The Local Governors may invite people who are not Local Governors to attend the whole of 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 LGB

The quorum for meetings of the LGB 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.

Any Local Governors shall be able to participate in, and be counted as present for the purposes of quorum (regardless of committee membership) meetings by telephone of video conferencing or other technological solutions, providing that:

- Notice of the intention has been detailed at least 48 hours in advance
- The LGB has access to the appropriate equipment
- That, if, after reasonable efforts, it does not prove possible for the Local Governor to participate, the meeting proceeds with business providing it is quorate to do so.

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 interests that conflicts or may conflict with this or her duties as a Local Governor will:

- Disclose the fact to the LGB as soon as he or she becomes aware of it. A Local Governor must absent themselves from any discussions of the LGB 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

Committees

The LGB may establish committees to carry out certain functions of the LGB. The LGB must determine the constitution, membership and terms of reference of any committee it decides to establish and review them annually.

The establishment of any new committees other than temporary, ad hoc committees required to deal with specific issues must be agreed in advance with the Chair of Trustees.

Minutes

Attendance at each LGB, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next LGB meeting. The written record, once approved by the Chair, will be forwarded by the Clerk of the LGB to the Clerk of the Trust Board as soon as it is reasonably practicable.

Delegation to the LGB

The LGB has specific delegation, as detailed in this document. The LGB agrees to this delegation. This constitution and terms of reference may be altered by a majority resolution of the Trust Board at any time.

The Trust Board and the LGB acknowledge that they each play a crucial role in the governance of the Academy and commit to working together in the best interest of the Trust and Academy school. They also acknowledge that the duties and responsibilities in relation to the operation of the Trust sit with the Trust Board and as such the Trust Board is entitled to:

- Over rule a decision of the LGB and/or
- Remove delegated powers from an LGB if, in their absolute discretion, they consider it to be in the best interests of the Academy School or the wider Academy Trust.

Local Governing Body Intervention Board

In exceptional circumstance the Trust Board may determine the removal of an LGB by majority resolution.

The Chair of Trustees will convene an LGB Intervention Board comprising of a Chair (from the Board of Trustees and the Executive Team. There will be no fewer than three (3) and no more than five (5) members on an Intervention Board.

The Intervention Board will have a specific remit, based on the circumstances leading to the removal of the LGB. The Intervention Board will be tasked with the formation of a new and robust LGB within one term of convening.

The Intervention Board will submit an action plan to the Board of Trustees detailing the issues that need to be addressed, actions to address the issues, and timescale and resource allocation.

The Intervention Board will cease to be responsible for the Academy School on establishment of an LGB although may retain supportive roles for up to a further term if required.

The terms of reference for an Intervention Board will be specific to the Academy School.

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APPENDICES

1. Conflict of Interest Policy
2. Nolan Headteachers/Governor Code of Conduct
3. Summary of Changes

APPENDIX ONE

Conflict of Interest Policy

Background

What is a CONFLICT OF INTEREST?

A conflict of interest arises when the best interests of an individual Member, Trustee, Local Governor or volunteer are, or could be, different from the best interests of Jigsaw Learning Trust (The Charity itself, or any of the Academy Schools).

This may be something that affects the individual directly for example:

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

Or it may be something that affects the individual indirectly, through a family member, friend, business partner or other close associate for example:

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

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

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

For example:

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

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

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Duty to the Academy School and Jigsaw Learning Trust.

There is a duty to put the best interests of the Academy School and Jigsaw Learning Trust first and to safeguard the assets and reputation of the Charity. There is also a duty to avoid conflicts of interests.

Where conflicts do arise, there is an obligation to declare that conflict.

Benefit is not limited to financial benefit, but includes favourable treatment of any kind which could be said to have a financial value. This includes biased access to services or employment opportunities.

In practice, this almost always means that individuals cannot receive benefit for their work as a Trustee, Local Governor or volunteer, in many instances they can be paid for additional services which are not part of their trustee/governance/volunteer role such as the example of the building work given prior, provided that it is in the best interests of Jigsaw Learning Trust or Academy School and specific procedures are followed, as set out in the Articles of Association.

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

The no benefit requirement also does not mean that an individual or their friends and family cannot receive services from The Trust, providing that they receive them on exactly the same basis as everyone else.

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

What Problems Can Arise?

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

- Result in decisions or actions that are not in the best interest of Jigsaw Learning Trust or Academy School
- Risk the impression that the organisations have acted improperly
- Prevent frank and open discussion

Even the appearance of a conflict of interest can damage the reputation of the Trust, or Academy school, so any conflicts need to be managed carefully and transparently.

Jigsaw Learning Trust

Conflict of Interest Policy

The attached policy makes it clear that Jigsaw Learning Trust is committed to ensuring its decisions and decision making processes are, and are seen to be, free from personal bias and do not unfairly favour any individual connected with it.

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

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

Definition

A conflict of interest arises when the best interests of an individual are, or could be different from the best interests of Jigsaw Learning Trust and Academy Schools.

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

Statement of Intent

Jigsaw Learning Trust and the Academy Schools are committed to ensuring its decisions and decision making processes are, and are seen to be, free from personal bias and do not unfairly favour any individual connected with them.

Policy

It is the policy of Jigsaw Learning Trust and Academy Schools and to:

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

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

the minutes should state:

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

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

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

Jigsaw Learning Trust

APPENDIX TWO

The Code of Practice for Members of the Governing Body

This is an abbreviated form of the HM Treasury Guidance for Codes of Practice for Board Members of Public Bodies. The full version can be found in the Academy Trust Handbook.

We are responsible for over £1million of public money and must therefore take care in how we behave and conduct ourselves. These guidelines are intended to help us do that.

1. The Seven Principles of Public Life, which should underpin the work of every public body:
Selflessness: holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefit for themselves, their family, or their friends.
Integrity: holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
Objectivity: in carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merits.
Accountability: holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
Openness: holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
Honesty: holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interests.
Leadership: holders of public office should promote and support these principles by leadership and example.

2. Responsibility: the Board is ultimately responsible to the Secretary of State for Education, who in turn is answerable to Parliament for our policies and performance, as laid down in the company Memorandum of Understanding and Articles of Association and through our Funding Agreement with the DFE.

3. Use of financial and other resources: Board Members must at all times observe the highest standard of propriety, maximise value for money and be accountable to the users of the services and its staff for its activities and performance. Board members

have a duty to ensure the safeguarding of public funds. They must take appropriate measures to ensure that the body at all times conducts its operations as economically, efficiently and effectively as possible.

4. Responsibilities of the chair: the chair has particular responsibility for providing effective strategic leadership and ensuring that the board meets at regular intervals throughout the year, and that the minutes of meetings accurately record the decisions taken and, where appropriate, the views of individual board members. The chair should ensure that all members of the board, when taking up office, are fully briefed on the terms of their appointment and on their duties, rights and responsibilities. The chair should encourage new board members to attend an induction course on the duties of board members.

5. Members of the Board have corporate responsibility for ensuring that the public body complies with any statutory or administrative requirements for the use of public funds, and

ensuring that high standards of corporate governance are observed at all times. Like others who serve the public, they should follow the Seven Principles of Public Life set out at paragraph 1 above. They must undertake on appointment to comply at all times with this Code of Practice, act in good faith and in the best interests of the Academy, not misuse information gained in the course of their public service for personal gain or for political purpose. Board members are expected not to occupy paid party political posts or hold particularly sensitive or high profile unpaid roles in a political party.

6. Conflicts and declarations of interest: Members of the Board should not seek to use their membership to promote their private interests or those of connected persons, firms, businesses or other organisations. They should declare publicly any personal, private or business interests which may be perceived to conflict with their responsibilities as Board Members and ensure that they comply with the board's rules on the acceptance of gifts and hospitality. The clerk will maintain a register of interests which will list direct or indirect pecuniary interests which members of the public might reasonably think could influence a Members' judgement. Members should also register non-pecuniary interests which relate closely to the body's activities, and the interests of close family members and persons living in the same household. The register of interests will be open to the public. Members of the Board should not participate in discussions or determination
of any matters where they have a pecuniary interest.

7. Personal Liability of Board Members: although any legal proceedings are likely to be brought against the board, in exceptional cases proceedings may be brought against individual board members. For example, a board member may be personally liable if he or she makes a fraudulent or negligent statement which results in loss to a third party.

Board members who misuse information gained by virtue of their position may be liable for breach of confidence under common law. However, the Government has indicated that individual board members who have acted honestly and in good faith will not have to meet out of their own personal resources any personal civil liability which is incurred in execution or purported execution of their board functions, save where the person has acted recklessly.

8. Publicity and annual reports and accounts: Board Members should conduct all their dealings with the public in an open and responsible way. They should, where practical and appropriate, hold open meetings, release summary reports of meetings, and invite evidence from members of the public on matters of public concern. They will need to act consistently with the nature of the body's business and the possible need for confidentiality on commercial or other grounds. There should be well publicised and easy-to-use complaints procedures. As part of its responsibilities for the stewardship of public funds, the Board must ensure that it includes a full statement of the use of its resources in its Annual Report and Accounts. The Annual Report and Accounts should be published as a single document and should be publicised. It should provide a full description of the board's activities; state the extent to which key strategic objectives and agreed financial and other performance targets have been met; list the names of the current members of the board and senior staff; and provide details of remuneration of board members and senior staff.

9. The CEO/ Head teacher has responsibility, under the board, for the overall organisation, management, and staffing and for its procedures in financial and other matters, including conduct and discipline. This involves the promotion by leadership and example of the values embodied in the Seven Principles of Public Life. The CEO/Head teacher will be designated as the accounting officer. The essence of the role is a personal responsibility for the propriety and regularity of the public finances for which they are answerable; for the keeping of proper accounts; for prudent and economical administration; for the avoidance of waste and extravagance; and for the efficient and effective use of all the resources in their charge. The

accounting officer has a responsibility to see that appropriate advice is given to the board on all these matters.

10.The Board has a responsibility to monitor the performance of the CEO/ Head teacher and other senior staff. In determining the level/s of performance related pay of the Head teacher/s and other staff, the Board Members should ensure that they have access to the information and advice required to make the necessary judgements.

11. The Board as employer should ensure that it complies with all relevant legislation and that it employs suitably qualified staff who will discharge their responsibilities in accordance with the high standards expected of staff. The Board should ensure that the organisation adopts management practices which use resources in the most economical, efficient and effective manner; that the rules for the recruitment and management of staff provide for appointment and advancement on merit on the basis of equal opportunity for all applicants and staff; that its staff, and the boards own members have appropriate access to expert advice and training opportunities in order to enable them to exercise their responsibilities effectively. The board should adopt a code of conduct for its staff and ensure that it covers arrangements enabling members of staff to raise concerns about propriety with a nominated official or Board Member.

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APPENDIX THREE

Summary of amendments – 2026/27

Section / Page	Changes made
Page 27 – Suspensions and Permanent Exclusions	Updated to include specific reference to the delegation of responsibilities and decision-making authority in relation to pupil suspensions and permanent exclusions. This clarifies the respective roles and responsibilities of the Trust Board, Local Governing Body and Headteacher.
Financial Delegations – Spending Limits	Reviewed and updated the financial thresholds for delegated spending limits to ensure they reflect the Trust's current financial arrangements. The thresholds have also been aligned with the updated Financial Procedures Manual to ensure consistency across the Trust's financial governance documents and clarity regarding approval and authorisation levels..

Purpose of changes
The amendments have been made to strengthen clarity around delegated responsibilities, ensure appropriate oversight of pupil suspensions and permanent exclusions, and provide clearer financial approval thresholds for delegated expenditure.