

GALILEO

MULTI ACADEMY TRUST

GOVERNANCE STATEMENT AND CHARTER

Last Reviewed: September 2021

Document Control			
Review period	12 Months	Next review	September 2022

Table of Contents

1. INTRODUCTION	3
2. PRINCIPLES	4
3. VISION AND VALUES.....	4
4. STRATEGIC AIMS	5
5. ACCOUNTABILITY FOR DECISIONS.....	6
6. INTERVENTION.....	6
7. OVERVIEW OF KEY ELEMENTS OF OUR GOVERNANCE	6
8. GOVERNANCE COMPOSITION.....	9
9. GOVERNANCE ELEMENTS	9
10. RECRUITMENT OF TRUSTEES.....	14
11. TERMS OF REFERENCE – TRUST BOARD.....	15
12. TERMS OF REFERENCE - EDUCATION STANDARDS, INCLUSION AND CHURCH COMMITTEE ESIC.....	16
13. TERMS OF REFERENCE - FINANCE AND RESOURCES COMMITTEE.....	17
14. TERMS OF REFERENCE - REMUNERATION COMMITTEE	19
15. TERMS OF REFERENCE - AUDIT AND RISK COMMITTEE.....	20
16. THE CHAIRS LIAISON ADVISORY GROUP.....	23
APPENDIX 1: 21 QUESTIONS.....	25
APPENDIX 2: THE SEVEN PRINCIPLES OF PUBLIC LIFE	28
APPENDIX 3: CODE OF CONDUCT FOR DIRECTORS, TRUSTEES AND GOVERNORS.	29
APPENDIX 4: TRUSTEE/GOVERNOR DECLARATION FORM.....	38

1. Introduction

This document sets out the principles and formal arrangements for governance across Galileo Multi Academy Trust. As a charitable Trust we are accountable for:

- ten schools; Coatham CE Primary, Galley Hill Primary, Green Gates Primary, Ings Farm Primary, JE Batty Primary, Lakes Primary, New Marske Primary, Westgarth Primary, St Peter's CE Primary and Wheatlands Primary.
- the educational outcomes and welfare of more than 3,000 children;
- the livelihoods of more than 500 employees;
- the prudent management of tax payers' money each year; and
- the stewardship of public buildings and land.

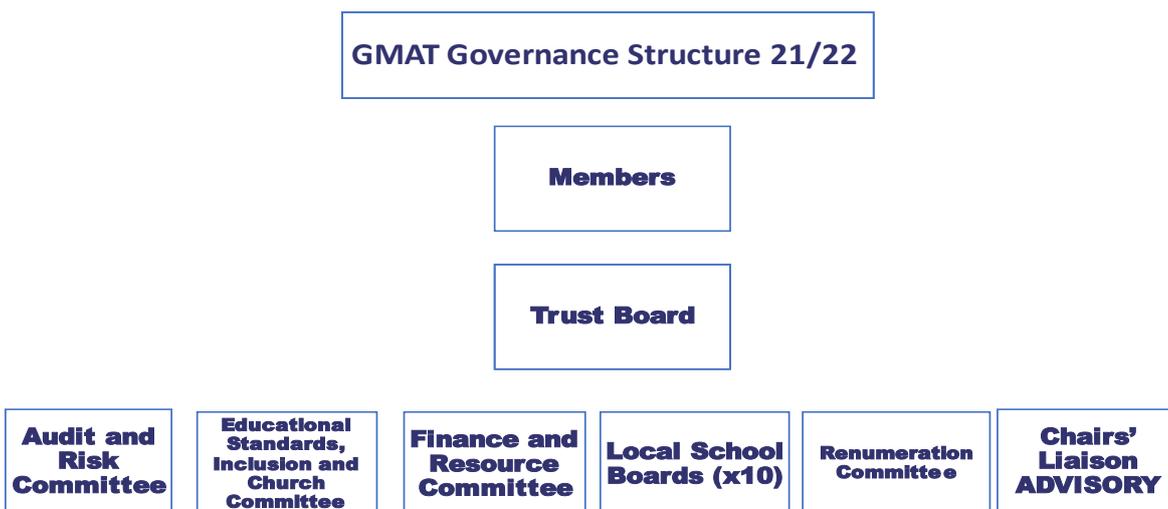
The quality and effectiveness of our governance is pivotal to effectively delivering exceptional learning opportunities for children and best value to the tax payer.

At the heart of governance in a charity like the Galileo MAT is the non-executive team. By non-executive, we refer to those people who volunteer. Our volunteers bring their experiences and judgement and accept accountability not for personal material benefit but for the greater public good and, in particular, to improve the life chances of the pupils in all of our schools.

The law places accountability for the educational outcomes and financial diligence of the Trust firmly with the Trustees and the CEO, as Accounting Officer. However, a fundamental principle for the Galileo Trust is that effective governance is best delivered as close as possible to the point of impact of decisions. For this reason, we have developed a governance structure that delegates levels of accountability to our LSBs.

The purpose of this document is to provide clarity on the structure by which the different elements of governance work together for the benefit of the whole Trust. We have based our model on the lessons learnt and will review the detail of these governance arrangements annually.

Galileo MATs Governance Structure and Lines of Accountability.



2. Principles

2.1 The Galileo MAT Charter sets out the fundamental principles of the organisation and lays down the rules for its governance. The Charter consists of the principles set out here, the School Trust Articles of Association and the detail set out in the Scheme of Delegation and Terms of Reference.

2.2 The governance principles of the Galileo MAT recognise the importance of developing relationships with common purpose and they are about developing processes and structures.

2.3 We will continue to develop our governance arrangements to shape and take account of best practice in the sector. The '21 questions that every Multi-School Trust ask itself' (Appendix 1), set out by the All-Party Parliamentary Group on Education Governance and Leadership, provide a foundation by which we will assess the effectiveness of our governance.

2.4 Financial governance must, as a foundation, be compliant with the principles and regulations set out in the School Trust Handbook. Galileo aims to go beyond this foundation to provide excellence in its governance.

2.5 Our Governance is underpinned by a common understanding about who is responsible for providing valuable input to decision making and who has the decision-making responsibility.

2.6 Effective governance in our School Trust is supported by the following:

- a. Trust Members – the guardians of the constitution
- b. Trust Board – the Trustees
- c. Trust sub-committees
- d. Local School Boards (LSBs) – the Local Governors
- e. The Executive Team - the Chief Executive Officer (the CEO) and the Chief Financial Officer together with their support staff.

2.7 The Trust Board has overall responsibility and ultimate decision-making authority for all the work of the School Trust, including the establishment and maintenance of the Schools.

2.8 The governance of each School shall be delegated to the relevant Local School Board.

3. Vision and Values

The overarching aim for all schools in our Trust:

Our Strategic Plan sets out a shared vision and mission and identifies the values to which we are all committed. We have agreed immediate and medium-term priorities to meet the longer term aims and objectives for the Trust.

Our mission is to embed a holistic culture of outstanding education across the Trust so every child has high aspirations and can reach their ambitions, while we lead the way in inspirational learning and teaching.

Our Vision is to make Galileo Multi School Trust a leading provider of education, recognised for its core values, ensuring each and every pupil thrives, develops a love for learning, and is prepared to take their next steps in life.

Our Values are Integrity, Inclusion and Ambition:

Ambition

Integrity

Inclusion

We are **AMBITIOUS** and want every child and colleague to reach their full potential with confidence and to enjoy their learning and work.

We are **INCLUSIVE** so everyone has an opportunity to shine whatever their talents or interests, and no one is left behind.

We act at all times with **INTEGRITY** ensuring that the children in our trust are at the centre of everything we do, and every decision we make.

4. Strategic Aims

Pillar 1

Provide leadership and growth across all aspects of the Galileo MAT to ensure that we realise the maximum potential of our pupils, staff and governing bodies. This will be achieved collaboratively through providing equal opportunities, personal and professional development, appropriate challenge and support in an open equitable manner. We will strive for continuous improvement.

Pillar 2

We will create value for our Schools from the 'whole being greater than the sum of the parts' in providing wider opportunities to all our pupils, staff and governing bodies. Together we will learn, share and support to ensure that we 'talk together and nobody is left behind'.

Pillar 3

All Schools will meet and strive to exceed expectations whether they be set by external agencies such as the Department for Education (DfE) and Ofsted or by our own leadership and governance. We will continuously improve all aspects of governance through the sharing of best practice, training and open and honest challenges.

Pillar 4

Galileo MAT will continue to be financially stable in short, medium and longer term across all Schools, maximising the value of working together to enhance the value for our pupils of today and in the future. Every decision will be taken with our pupils benefit as it fundamental driver.

Ambition, inclusion and integrity underly all our decisions and actions.

The shared vision and values of Galileo MAT and all our Schools underpins the governance arrangements of the Academy Trust. We fully support the independence and distinguishing characteristics of each of the Schools. We have a commitment to support the schools within the Galileo family for the benefit of the communities served by the schools.

The relationship between the Academy Trust and LSBs is one of partners sharing a common goal, drawing on each other's strengths in order to overcome any weaknesses and respond robustly to any challenges. As a Trust we want to develop partnerships, where each partner school can celebrate and recognise each other's strengths and learn with and from each other.

Our Local School Boards are the champions of our values in our individual Schools.

5. Accountability for decisions

The Trust Board delegate authority to three key groups in order to ensure the effective leadership and governance of the School Trust. The three key groups are:

- Board sub-committees
- Executive leadership and management team (the Executive Team)
- Local School Boards.

The relationship between the Trust Board, the Executive Team and the Local School Boards is characterised as a partnership to realise a common vision and a common purpose. In the case of sub committees and the Local School Boards the relationship between the tiers of governance is also based on the principles of:

- no duplication of governance.
- governance should be as close as possible to the point of impact of decision-making. The Terms of Reference and the Scheme of Delegation provides clarity as to who the decision makers are for different levels of decisions. Effectiveness of both management and governance is supported through clarity over who holds the decision-making responsibility and who supports and advises the decision makers.

6. Intervention

The Trust Board remains ultimately responsible for the Trust and the conduct of the individual Schools. The operation of the various elements of governance outlined in this Charter are crucial to the success of Galileo MAT. However, there will be circumstances (more the exception than the norm) where the Trust Board might need to intervene and, for example, withdraw delegated authority a particular element of governance.

In such circumstances, the Trust Board, along with the Executive Team, would work closely with any Schools concerned and those involved in their governance who would be expected to promptly implement any advice or recommendations made by the Trust Board and the Executive Team. The Trust Board reserves the right to review or remove any power or responsibility which it has delegated. This will include circumstances where serious concerns in the running of an individual School (or Schools) are identified. Examples of such concerns are outlined below:

- there are concerns about financial matters;
- insufficient progress is being made against educational targets;
- there has been a breakdown in the way the School is managed or governed; or
- the safeguarding, well-being, safety of pupils or staff is threatened.

7. Overview of key elements of our governance

7.1 Members

Galileo MAT has “Members” who are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. The Members appoint the Trustees and can exercise reserve powers to appoint and remove Trustees. Galileo MAT has five Members.

7.2 Trust Board

The corporate management and trustee responsibility for the actions of the company “Galileo MAT” is vested in the “Trustees” of the Trust (together, referred to as “the Trust Board”), who are

Ambition

Integrity

Inclusion

company directors registered with Companies House. The Trustees are personally responsible for the actions of Galileo Multi Academy Trust and the individual Schools, and are accountable to the Members, to the Secretary of State for Education and to the wider community for the quality of the education received by all pupils within the Trust and for the expenditure of public money. The Trustees are required, as trustees and pursuant to the Funding Agreements, to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of Galileo Multi Academy Trust. The role of the Trust Board is reflected in the '21 questions that every Multi-School Trust should ask itself' identified by the All-Party Parliamentary Group on Education Governance and Leadership (January 2015) and set out in Appendix 1.

- Setting the vision, ethos and strategy for the Galileo MAT and its Schools over the next three to five years;
- Establishing the governance structures for Galileo MAT, from Members to individual School level, in keeping with the Articles of Association;
- Providing clarity, through the published Terms of Reference and setting the level at which the LSBs will have authority and accountability through the scheme of delegation;
- Engaging with the Schools' communities, parents, pupils and staff;
- Contributing to developing collaborative relationships beyond the School Trust;
- Ensuring that there is strong, skilled and effective executive leadership structure and personnel in place across the Trust;
- Overview and scrutiny of Schools' education performance data;
- Overview and scrutiny of the Trust's financial capability and management systems to ensure compliance with the Academy Trust Handbook, and deliver best value for money;
- Ensuring senior leaders within Schools are challenged to improve the education of pupils;
- Developing the Trust Board to ensure that it has the capacity, skills and succession plans to have a positive impact on outcomes for pupils.

The Trust Board sets Trust-wide strategy and policy. The Board will carry out a regular skills audit of its Trustees. Where key skills are missing on the Board, expertise will be procured to support the challenge and scrutiny of specialist areas such as human resources or educational performance.

7.3 Trust Board Sub-Committees

Trust Board Sub-Committees will provide the overview and high-level scrutiny of the prioritised risks. The Trust Board Sub-Committees will be:

- Educational Standards, Inclusion and Church Committee (ESIC)
- Finance and Resources; covering Finance and Human Resources
- Remuneration committee for determining senior executive salaries and performance criteria. Senior executives include the CEO and CFO.
- Audit & Risk Committee.

7.4 Executive Team

The Galileo MAT "Executive Team" is the executive management arm of the Trust, focusing on business operations and the educational performance of the Schools, including Headteachers. They operate under the leadership and direction of the CEO. The Executive Team work directly with the staff and the LSBs in each School to ensure that the required outcomes are achieved in accordance with the direction and vision of the Trust Board.

7.5 Local School Boards (LSB)

Each LSB will develop and maintain appropriate relationships and common purpose with their individual School. The role of a Local Governor within Galileo MAT is an important one. In developing our governance arrangements, the Trust Board has sought to ensure that the responsibility to govern is vested in those closest to the impact of decision making and that such responsibility matches the capacity of those assuming responsibility. The Trust Board establishes LSBs for each of the schools, for the most part made up of individuals drawn from the School's community, both as elected and appointed governors. The Local Governors are accountable to the Trust Board (who in turn is accountable to the Department for Education) and to the communities they serve. The broad duties of the LSB are summarised as:

- To contribute to and fulfil the vision and ethos of the Trust, ensuring that the school achieves the aims and ambitions it has for its pupils, having regard in particular to the benefits of being part of a family of schools which stresses the importance of partnership, collaboration and mutual support;
- To implement and review regularly the strategic plan for the school, focussing on the School's 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 school's senior leadership team, being ready to challenge and hold senior leaders to account for all aspects of the School's performance;
- To oversee the management school finances, ensuring that the School works within its approved budget, and that the School's senior leadership team adopts and implements the Trust's risk and financial management policies and practices;
- To support the Trust Board in ensuring that insurance or equivalent risk protection is put in place and maintained for all risk areas including damage to property, employer liability, public and third-party liability and director liability in accordance with any policy issued by the Trust Board from time to time;
- To support the school's Headteacher in the development and review of an appropriate staffing structure for the school, ensuring there is robust and accountable monitoring of the performance of staff and implementing all policies relating to staff adopted by the Trust Board;
- To support the Trust Board in its monitoring and evaluation of the delivery of any central services and functions provided or procured by Galileo MAT for the Schools, reporting any issues or concerns to the Chair of the Trust Board;
- To promote within the organisation and externally the benefits of collaboration with the other Schools and to actively seek opportunities to work together either with the aim of improving economic efficiencies within the Schools or identifying and implementing best practice;
- To develop effective links within the School's community, communicating openly and frequently as appropriate and ensuring that the School meets its responsibilities to the community and serves the community's needs in relation to the safeguarding and education of its pupils; and
- To engage fully and openly with any inspection of the School, whether by the Trust Board, Ofsted or any other appropriate public body to whom the School is accountable.

7.6 Pupil, Parent and Staff Voice

Accessing and responding to pupils' collective concerns is an important part of the operations and governance of Galileo MAT. All Schools have active Pupil Councils with representatives from most year groups. Each LSB is expected to give due regard to issues that are raised through the Pupil Council and the management actions taken in response to the issues.

Parental voice is formally built into the governance structure with the election by parents of two parent Governors to each LSB.

Staff voice is similarly built into the governance structure with the election of two employees to each LSB, by employees of the School.

8. Governance Composition

8.1 Trust Members

- Janet Dack
- Maurice Jones
- Tom Havelock
- Andrew Smith
- Vacancy

8.2 Trust Board

- Graeme McGregor (Chair)
- Jane Spence (Chief Executive Officer – executive not Trustee)
- 6 or 7 x Trustees appointed by the Members: Claire Graham-Brown, Julie Deville, Andrew Thom, Darren Ditchburn, Mark Fletcher, Ashleigh Lees, Philomena Marshall, John Hind.

8.3 Local School Boards

- Headteacher
- 2 x elected Parents
- 2 x elected Staff
- Up to 5 Trust Board Appointed Local Governors

For Church of England schools, 2 Diocesan appointed Governors

9. Governance Elements

9.1 Members

The Members of Galileo MAT are the equivalent of the shareholders in a commercial company (save that they do not receive dividends). In simple terms the Members "own" the Trust. They have a number of statutory rights and rights set out in the School Trust's Articles of Association (the Articles).

The Academy Trust Handbook 2021 (September 2021) issued by the Education & Skills Funding Agency ("ESFA") provides as follows:

Every trust has members who have a similar role to shareholders of a company limited by shares, they:

- are the subscribers to the memorandum of association (where they are founding members)
- may amend the articles of association subject to any restrictions created by the funding agreement or charity law

- may, by special resolution, appoint new members or remove existing members other than, where there is one, the foundation/sponsor body and any members it has appointed
- have powers to appoint trustees as set out in the trust's articles of association and powers under the Companies Act 2006 to remove trustees
- may, by special resolution, issue direction to the trustees to take a specific action
- appoint the trust's external auditors and receive (but do not sign) the audited annual report and accounts (subject to the Companies Act)
- have power to change the company's name and, ultimately, wind it up.

Members must not be employees of the Trust nor occupy staff establishment roles on an unpaid voluntary basis.

The appointment of any new Member must be notified to ESFA (via GIAS) within 14 calendar days of the appointment.

9.2 Trust Board

9.2.2 Core Duties

The Trustees are responsible for the governance and supervision of the Galileo MAT and its committees, including its LSBs. The Trustees have a number of duties and responsibilities relating to the governance of the School Trust and its finances.

In summary, the Trustees are responsible should focus on three core functions:

- ensuring clarity of vision, ethos and strategic direction
- holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
- overseeing and ensuring effective financial performance.

9.2.3 Core Values and Responsibilities

The Board of Galileo MAT will apply the highest standards of conduct and ensure robust governance, as these are critical for effective financial management. They will follow the DfE Governance Handbook, which describes the following features of effective governance and will aid compliance with the Academy Trust Handbook:

- strategic leadership that sets and champions vision, ethos and strategy
- accountability that drives up educational standards and financial performance
- people with the right skills, experience, qualities and capacity
- structures that reinforce clearly defined roles and responsibilities
- compliance with statutory and contractual requirements
- evaluation of governance to monitor and improve its quality and impact

The Board of the Galileo MAT will at all times: observe the highest standards of impartiality, integrity and objectivity in relation to the governance of the Trust;

- be accountable to its stakeholders and regulatory bodies for its activities;
- engage in a partnership with the Executive Team

9.2.4 Expectations of Galileo's 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,
 - the conflicts of interest policy,
 - the code of practice appended at Appendix 3 of these terms of reference.
- Ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of Galileo MAT;
- 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 those of connected persons, firms, businesses or other organisations;
- Participate actively in the induction process and any relevant training.

9.2.5 Accountability of Trustees

The Trustees are chiefly accountable to:

- the beneficiaries of the Trust (pupils at the Schools, their parents and the local community) for the quality of education and pastoral care at the 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 (in his or her role as principal regulator in respect of charity matters) for operating the Trust for the public benefit, for the prudent management of the Trust and its financial efficiency, and for compliance with legislation including charities legislation;
- the employees of the Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and
- other regulatory authorities for compliance with regulated responsibilities to which the Trust and the Schools are subject.

9.2.6 Conducting Trustees' business

The Trustees are required to comply with the trust's charitable objects, with company and charity law, and with their funding agreement. Company directors' duties are described in sections 170 to 181 of the Companies Act 2006, but in summary are to:

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

The Trustees must ensure regularity and propriety in use of the trust's funds, and achieve economy, efficiency and effectiveness – the three elements of value for money.

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 will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of Galileo Trust. The Trustees shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted). The duties and responsibilities of Trustees are explained in further detail in the DfE Governors Handbook (January 2015 updated March 2019). The Trustees shall have regard to the most up to date Academies Financial Handbook, which shall be circulated to all Trustees.

9.2.7 Chair of Trustees

The Board shall appoint an individual from among their number to act as Chair. A change of Chair will require a notification to be made to the DfE, including a Disclosure and Barring Service (DBS) disclosure form to be submitted via the DfE. The main role of the Chair is to chair meetings of the Trust Board. The chair is responsible for ensuring the effective functioning of the board and for setting professional standards of governance and accountability for the board.

9.2.8 Meetings of Trustees

There will be a minimum of three meetings of the full Board of Trustees each academic year. As the full board meets less than six times a year it is described in the governance statement, accompanying the annual accounts, how the Trust has maintained effective oversight of funds. Meetings of the Trustees shall be convened and conducted as provided by the Articles. In determining the agenda for Board meetings and committee meetings, the Trustees will have regard to the requirement on them 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 times a year; and
- take appropriate action to ensure ongoing viability against agreed budgets.

In consultation with the Chair and CEO, the Clerk to the Trust Board shall prepare an annual plan for the meetings of the Trustees which will include a detailed business schedule

9.2.9 Delegation of powers of Trustees

Trusteeship (and directorship which necessarily follows) is a personal office of trust and responsibility and this cannot be transferred to another individual. However, in order to ensure the proper management of the Schools, the Trustees are able to delegate specific tasks to assist them in carrying out their duties and obligations. It is for the Trust Board to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (e.g. the Chair) and what will be delegated to the Executive Team.

The Trustees must also consider when and from whom they should take professional advice.

In determining whether delegation is appropriate, the Trustees will have regard to the following principles:

- non-executive powers must be exercised by the Trustees personally and may not be delegated;
- except when it is impracticable to do so, executive powers should be delegated to the Chief Executive Officer and Chief Financial Officer, who may authorise further delegation; and
- every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

Delegation can be made to:

- Board committees including the following committees: Finance & Resources, and Educational Standards, and Inclusion.
- the LSBs;
- any individual Trustee;
- the Executive Team (which in turn may delegate to further individuals).

9.2.10 Stakeholder voices

Trustees are asked to have regard to the voices of their various stakeholders and to put in place arrangements to receive feedback and to respond appropriately. This shall include the following, as they are involved in other elements/tiers of trust governance and more broadly:

- a) Pupils
- b) Parents
- c) Staff.

9.2.11 Risk Management

The charities statements of recommended practice ("the SORP") set out requirements for reporting on the risks to a charity. The Trustees' report therefore must include a description of the principal risks and uncertainties facing Galileo and any subsidiary undertakings, as identified by the Trustees. The report must also include a summary of the Trustees' plans and strategies for managing these risks. The Trustees must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management.

The Trustees are therefore responsible for: identifying the major risks that apply to Galileo MAT, including:

- operational risks (employment issues, health and safety, fraud, service quality and development etc.);
- financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.);
- external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.); and
- regulatory risks (compliance with legislation, changes in policies of the regulators etc.).
- making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
- making appropriate statements regarding the management of risks in the annual report.

9.2.12 The Management of Conflicts of Interest

The Companies Act 2006 and the Academies Financial Handbook 2019 - 5.35, imposes a statutory duty on the Trustees to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of Galileo Trust. The duty is to:

- a) declare the nature and extent of any interest in any matter relating to the Trust;
- b) avoid any conflict of interest between that interest and the interests of the Trust;
- c) contracts or other agreements with related parties are declared to ESFA in advance.

In addition, charity law and guidance issued by the Charity Commission confers obligations on the Trustees to manage any conflict between a Trustee's duty to Galileo and their own personal interests or for a Trustee to be influenced by conflicting duties to the Trust and a third party.

10. Recruitment of Trustees

It is essential that the Trust Board has a proper mix of skills and experience. The Trustees must therefore be able to identify potential new Trustees in order to plan for succession, which combines continuity of experience and expertise with new ideas and energy. The Board as a whole is responsible for ensuring that:

- the skills of any new Trustee fit in with the Trust's requirements in the short, medium and longer term;
- each new Trustee is not disqualified from acting as a Trustee by any provision of the Trust's Articles of Association (including the requirement that he is not disqualified as a company director or charity trustee);
- there is a 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), are completed before or as soon as practicable after a Trustee takes up position; and
- the new Trustee understands the responsibility he / she is taking on and consents to act as a Trustee. Each new Trustee will be properly inducted to ensure that he / she understands the nature and extent of his role and responsibilities.

It is the duty of a new Trustee to ensure that he / she is familiar with the Objectives of Galileo; its history and ethos and the nature and extent of its activities; and the content of Galileo MAT's Articles of Association. The Trustees shall provide each new Trustee with:

- the Trust's Articles of Association
- the terms of reference
- the scheme of delegation

New Trustees shall be required to sign the declaration set out in Appendix 4. The Trust CEO or their appointed representative shall ensure that any appointment of a new Trustee is notified to the ESFA (via the GIAS) within 14 calendar days of the appointment (as required under the School Trust Handbook).

10.1 Training and Development of Trustees

The Board should identify the skills and experience it needs, including financial knowledge, and address gaps through recruitment, and/or induction, training and other development activities. The Board should also address this for local governing bodies. The Governance Handbook will be used by the Board to help trustees develop and engage fully with their role. The Board will refer to the competency framework for governance in determining whether they have skills gaps. its

functions effectively. Trustees shall also be kept up to date with developments in the legal and regulatory framework in which the Trust operates.

11. Terms of Reference – Trust Board

11.1 Membership

All individuals as appointed by the Members/subscribers to the Trust's Articles of Association.

11.2 Quorum

The quorum necessary for the transaction of business shall be 5 Trust Board members present in person or by telephone/video conference

11.3 Frequency of Meetings

The Trust Board shall meet at least three times a year at appropriate times and otherwise as required.

11.4 Minutes

The Clerk to the Board or their nominee shall minute the proceedings and resolutions of meetings of the Board.

Draft minutes of the Board meetings shall be circulated, once agreed, to all members of the Board. Minutes will be made publicly available unless the press and public are excluded for reasons of commercial sensitivity or personal information.

11.5 Notice of Meetings

Meetings of the Trust Board shall be called by the Clerk to the Board at the request of the Chair.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with agenda of items to be discussed, shall be forwarded to each member of the Board and any other person required to attend, giving 7 working days' notice.

- Approval of the Trust's mission, strategy and long-term business plans;
- Approval of the Key Performance Indicators;
- Approval of systems of control and accountability, including financial and operational controls and risk assessment; and procedures for handling internal grievances and managing conflicts of interest;
- To receive annual audited accounts and financial reports
- Monitoring of the Trust's performance against approved plans and KPIs;
- To agree constitutional matters, including procedures where the Board has discretion;
- To hold at least three Board meetings a year;
- To appoint or remove the Chair and Vice Chair;
- To establish the committees of the Board and their terms of reference;
- To appoint the Chair of any committee;
- To appoint, suspend or remove a Board member;

- To decide which functions of the Board will be delegated to committees, groups and individuals, including the Chief Executive;
- To receive reports from any individual or committee to whom a decision has been delegated and to consider whether any further action by the Board is necessary;
- To approve the strategic budget plan and the formal budget plan of the financial year;
- To keep the Health and Safety Policy and its practice under review and to make revisions where appropriate;
- To review the delegation arrangements annually.
- Approve policies, delegate to committees as appropriate

12. Terms of Reference - Education Standards, Inclusion and Church Committee (ESICC)

The board of Trustees (the Trust Board) of the Galileo MAT has established a committee of the Trust Board to be known as the Education Standards, Inclusion and Church Committee.

12.1 Membership

Members of the ESICC shall be appointed by the Board and shall be made up of at least 3 trustees. Additionally, up to two external co-opted members may be appointed.

Only members of the ESICC have the right to attend ESICC meetings. However, other individuals such as the Chief Executive and representatives from Schools may be invited to attend all or part of a meeting as and when appropriate, but not vote.

Appointments to the ESICC shall be for a period of up to three years, which may be extended for further periods.

The Board shall appoint the Chair of the Committee.

12.2 Quorum

The quorum necessary for the transaction of business shall be 2 trustees present in person or by telephone/video conference. No vote on any matter shall be taken at a meeting of the committee unless the majority of members present are trustees.

12.3 Frequency of Meetings

The Committee shall meet at least three times a year at appropriate times and otherwise as required.

12.4 Minutes

The Clerk to the Board or their nominee shall minute the proceedings and resolutions of meetings of the Committee.

Draft minutes of the Committee meetings shall be agreed by the Chair, then circulated to all members of the Committee. Minutes will be made available to the Trust Board, and publicly available on request, unless the Trust Board is satisfied that part or all thereof should remain confidential due to the nature of the matters discussed.

12.5 Notice of Meetings

Meetings of the Trust Board shall be called by the Clerk to the Board at the request of the Chair.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee and any other person required to attend, giving 7 working days' notice.

12.6 Role of the Chair of the committee

- To drive and lead the business of the Committee and ensure meetings are conducted properly, in accordance with legal requirements;
- To ensure meetings are run effectively, focusing on priorities and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision-making.

12.7 Terms of Reference

- Consideration of the evidence in meeting the Key Performance Indicators set by the Trust and to hold the Leadership Team to account.
- Consideration of evidence about the academic attainment and progress of students over time
- Consideration of evidence relating to Church of England schools in the Trust about the distinctiveness and effectiveness of the schools as church schools.
- Consideration of the evidence about attendance and behaviour of students
- Consideration of evidence about the quality of teaching and learning provided to students
- Evaluate the impact of specific and/or additional funding streams relevant to ESICC
- Consideration of the evidence about the range and quality of extra-curricular provision experienced by students
- Oversight of the Trust's talent management strategy
- To consider the views of parents and students about the quality of provision
- Consideration and approval of the curriculum and extra curriculum provision and the teaching and support staff resources required to deliver the entitlement curriculum in the Schools
- Consideration and approval of the of the Schools Improvement Plans – short and medium term

13. Terms of Reference - Finance and Resource Committee

The board of Trustees of Galileo MAT has established a committee to be known as the Finance and Resources Committee.

13.1 Membership

Members of the Finance and Resource Committee shall be appointed by the Board and shall be made up of at least 3 members. Additionally, up to two external co-opted members may be appointed provided there is not an even number of members.

Members of the Finance and Resource Committee shall have recent and relevant financial, HR, estates or school resourcing/staffing experience.

Only members of the Finance and Resource Committee have the right to attend Finance and Resource Committee meetings. However, other individuals such as the Chief Executive, Chief Financial Officer and other individuals (including representatives of external advisers) may be invited to attend all or part of any meeting as and when appropriate, but not vote.

Appointments to the Finance and Resource Committee shall be for a period of up to three years, which may be extended for further blocks of three years.

13.2 Quorum

The quorum necessary for the transaction of business shall be 2 members present in person or by telephone.

13.3 Frequency of Meetings

The Committee shall meet at least three times a year at appropriate times and otherwise as required.

13.4 Minutes

The Clerk to the Board or their nominee shall minute the proceedings and resolutions of meetings of the Committee.

Draft minutes of the Committee meetings shall be circulated and, once agreed, to all members of the Committee. Minutes will be made available to all Schools within the Trust.

13.5 Notice of Meetings

Meetings of the Committee shall be called by the Clerk to the Board at the request of the Chair.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, giving 7 working days' notice.

13.6 Role of the Chair of the Committee

- To drive and lead the business of the Committee and ensure meetings are conducted properly, in accordance with legal requirements;
- To ensure meetings are run effectively, focusing on priorities and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision-making.

13.5 Terms of Reference

- To consider/approve Trust/School annual budgets and three-year plans making recommendations where necessary
- To consider/approve Trust/School capital funding
- To hold School Headteachers and Chairs of Local School Boards to account for financial planning and performance
- To recommend to the Trust Board, the adoption of a three-year business plan and annual budgets.

- To review arrangements for securing value for money, solvency and safeguarding of assets.
- To investigate, or commission investigations into, variations in financial performance from budgeted targets.
- To consider in detail reports from the Chief Executive on issues related to assets, liabilities and capital.

14. Terms of Reference - Remuneration Committee

The board of Trustees of Galileo MAT has established a committee to be known as the Remuneration Committee(RC). These are its terms of reference:

14.1 Membership

Members of the RC shall be appointed by the Board and shall be made up of at least 3 trustees.

Additionally, up to two external co-opted members may be appointed. Members of this committee will usually be the same as the Finance and Resource Committee given the respective terms of reference being interrelated.

Only members of the RC have the right to attend RC meetings. However, other individuals such as the Chief Executive and Chief Financial Officer may attend but not vote.

Appointments to the RC shall be for a period of up to three years, which may be extended for further periods.

The Board shall appoint the Chair of the Committee.

14.2 Quorum

The quorum necessary for the transaction of business shall be 2 trustees present in person or by telephone/video conference. No vote on any matter shall be taken at a meeting of the committee unless the majority of members present are trustees.

14.3 Frequency of Meetings

The Committee shall meet at least once per year usually following on from the Finance and Resource Committee and to fit with the performance management schedule of headteachers and senior central staff.

14.4 Minutes

The Clerk to the Board or their nominee shall minute the proceedings and resolutions of meetings of the Committee.

Draft minutes of the Committee meetings shall be agreed by the Chair, then circulated to all members of the Committee. Minutes will be made available to the Trust Board, and publicly available on request, unless the Trust Board is satisfied that part or all thereof should remain confidential due to the nature of the matters discussed.

14.5 Notice of Meetings

Meetings of the Committee shall be called by the Clerk to the Board at the request of the Chair.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee and any other person required to attend, giving 7 working days' notice.

14.6 Role of the Chair of the committee

- To drive and lead the business of the Committee and ensure meetings are conducted properly, in accordance with legal requirements;
- To ensure meetings are run effectively, focusing on priorities and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision-making.

14.7 Terms of Reference

- To determine salaries of senior staff: Headteachers, senior staff with central or cross-Trust roles in line with Trust Pay policy
- To ensure salaries recommended by the line managers of senior staff are justified and in line with sector averages and affordable to the Trust
- Consider and determine any pay increases recommended by the CEO for other senior Trust staff both centrally and school based. Senior staff shall include headteachers, members of school leadership teams who are paid £60,000 or more and any central Trust staff with a salary of £40,000 or above.
- To review business cases/rationales for pay increases of senior staff in line with pay policy
- Set remuneration of the Chief Executive Officer and consider the annual performance management review of the CEO carried out by the Chair of the Trust which considers performance against key objectives

15. Terms of Reference - Audit and Risk Committee

The Board of Trustees of the Galileo MAT has established a committee of the Board to be known as the Audit and Risk Committee.

The role of the Audit and Risk Committee is advisory and will address the adequacy and effectiveness of the Trust's systems of internal control and its arrangements for risk management, control and governance purposes. The advice of the committee will primarily be formed through a consideration of the work of the Trust's internal and external audit services. These are its terms of reference.

15.1 Membership

Members of the Audit and Risk Committee shall be appointed by the Board and shall be made up of at least 3 members. Additionally, up to two external co-opted members may be appointed provided there is not an even number of members.

The majority of all members of the Audit and Risk Committee shall have recent and relevant financial experience. The Chair may not be a member of any other sub-committee. The Board shall appoint the Audit and Risk Committee Chair.

Only members of the Audit and Risk Committee have the right to attend Audit and Risk Committee meetings. However, other individuals such as the Chief Executive, Chief Financial Officer and

other individuals (including representatives of external advisers) may be invited to attend all or part of any meeting as and when appropriate, but not vote.

The external auditors will have a right to attend meetings of the Audit and Risk Committee on a regular basis.

The internal auditors may attend by invitation.

Appointments to the Audit and Risk Committee shall be for a period of up to three years, which may be extended for further blocks of three years.

15.2 Quorum

The quorum necessary for the transaction of business shall be 2 members present in person or by telephone.

15.3 Frequency of Meetings

The Committee shall meet at least three times a year at appropriate times and otherwise as required.

15.4 Minutes

The Clerk to the Board or their nominee shall minute the proceedings and resolutions of meetings of the Committee.

Draft minutes of the Committee meetings shall be circulated and, once agreed, to all members of the Committee. Minutes will be made available to all Schools within the Trust.

15.5 Notice of Meetings

Meetings of the Committee shall be called by the Clerk to the Board at the request of the Chair.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, giving 7 working days' notice.

15.6 Role of the Chair of the Committee

- To drive and lead the business of the Committee and ensure meetings are conducted properly, in accordance with legal requirements;
- To ensure meetings are run effectively, focusing on priorities and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision-making.

15.7 Terms of Reference

15.7.1 Role

- The role of the Audit & Risk Committee is to maintain an oversight of the Trust's governance, risk management, internal control and value for money framework. It will report its findings annually to the Board and the Chief Executive as a critical element of the Trust's annual reporting requirements.
- The Audit Committee has no executive powers or operational responsibilities/duties.

15.7.2 Internal Control

- The Committee shall ensure that the internal control systems, including audit activities, of the Trust
- and any of its subsidiaries is monitored actively, independently and objectively in order to:
 - improve the effectiveness of the Trust's internal controls
 - reinforce the independence and effectiveness of the internal audit function
 - provide a sounding board for Trust management on issues of concern in connection with the Trust's internal control systems
 - advise on the reliability of the Trust's information systems and processes
 - review Trust financial statements and budgets (Revenue & Capital)
 - Advise the Trust Board on the appointment of internal and external auditors and providers of key financial systems i.e. Bank and General Ledger
 - Approve/consider procurement recommendations in line with Financial Regulations
 - underpin the objectivity and independence of the external auditors
 - increase stakeholder confidence in the objectivity and fairness of the Trust's financial reports and in the quality of the Trust's corporate governance.
- To provide a medium of communication from the Trust's auditors to the Trust, which is seen to be independent of Trust management.
- To ensure that financial transactions are undertaken in accordance with the Trust's financial regulations.

15.7.3 Risk Management and Value for Money Framework

The Audit and Risk Committee shall:

- Act as the Trust's Risk Management Group;
- Review the procedures for risk assessment of health and safety matters in Schools and to ensure that health and safety issues are appropriately prioritised for action;
- Report on value for money of the Trust on a regular basis taking into account relevant comparators;
- Review the timeliness of, and reports on, the effectiveness of corrective action taken by the Trust's management;
- Review and approve the statements to be included in the annual report concerning internal controls and risk management, prior to consideration by the Board;
- Receive reports from external bodies (for example the ESFA) and consider any issues raised along with management responses and action plans;
- Review the Trust's codes of conduct, ethics and related corporate responsibility policies and how these are communicated and monitored;
- Review staff pension arrangements.

15.7.4 Whistleblowing

The Audit and Risk Committee shall:

- Review the adequacy and security of the Trust's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters;

15.7.5 Delegated Authority

- The Audit Committee is a Committee of the Trust Board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee, external audit, internal audit or other assurance provider.
- The Audit Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Chief Executive and/or Chair of the Trust. However, the Audit Committee may not incur expenditure in excess of £5,000 in doing so without the prior approval of the Board.

16. The Chairs Liaison Advisory Group

The Board of Trustees of the Galileo MAT has established a committee of the Board to be known as the Chairs Liaison Group. Here are its terms of reference.

16.1 Context

The Chairs' Liaison Advisory Group is not a committee of the Trust Board as it does not include at least two Trustees in its composition. It was established in 2021 in agreement with the Trust Board to improve operation and communication between the Trust and its schools, particularly the Local School Boards (LSBs), the Trust's executive, its Board and committees. It is chaired by the CEO of the Trust and attended by the Chair to the Trust Board. An LSB Chair of Governors will be invited as an observer to each Trust Board meeting. The advisory group meets termly, is administered, and clerked in line with Trust Board and committee protocols.

16.2 Aim

To provide synergy between the trust board and local school boards

16.3 Objectives

- To promote and facilitate liaison between the trust board and local school boards
- To monitor stakeholder engagement and support local governing bodies in delivering stakeholder engagement
- To support and share best practice and to identify opportunities for cross Trust working
- To review and approve admissions policy.

16.4 Terms of Reference

- Review and approve admissions policy, monitor the fair administration of the admissions policy and liaise across LSBs regarding appeals and in-year admissions;
- Report effectiveness of LSBs in relation to size, structure, composition and remit;
- Advise on training for governors;
- Monitor and review appointment of Safeguarding Governors at all Schools.

- Receive and review reports on pupil voice and pupil surveys, determine and agree the surveys so they are consistent across all Trust schools;
- Receive and review reports on parent fora and parent/carer surveys;
- Review complaints policy and reports on the nature and any trends in complaints;
- Receive and review reports on teaching and support staff surveys, determine and agree the surveys so they are consistent across all Trust schools;
- Review website, social media presence and app content and functionality for school communities and local stakeholders;
- Report to the Trust Board on LSB priorities and receive items from the Trust Board to consider and disseminate among LSBs.

APPENDIX 1: 21 questions that every Multi-School Trust should ask itself' identified by the All-Party Parliamentary Group on Education Governance and Leadership (January 2015)

Revised by NGA December 2020

Reviewing board effectiveness is good practice and self-review is one of the main methods that governing boards use to monitor and improve the quality and impact of their governance.

The below questions were developed by NGA and the All-Party Parliamentary Group (APPG) on Education Governance to support multi academy trust (MAT) board self-review.

We recommend that those governing in a maintained school refer to [twenty questions for governing boards](#).

We encourage governing boards to:

- allocate sufficient time to the process of self-review
- make these questions an integral part of review and reflection on current practice
- adapt the questions to cover all aspects of effective governance in their context
- use independent, expert support and facilitation to make the process effective - NGA has extensive experience of carrying out [external reviews of governance](#)
- draw upon guidance and training provided by NGA and a range of other organisations to support development and strengthen governance

MATs tend to have multiple layers of governance where respective roles must be well defined. Different MATs can and will have different structures but in all cases, the structure should support better outcomes for children and young people. These questions can be used by MAT boards to help ensure that their governance structure is fit for purpose.

Throughout these questions, we refer to the 'trustee board' - this includes those governing at a regional or academy level.

Vision, ethos and strategy

1. Does the trustee board have a clear vision and strategic priorities for the next three to five years, to which all academies contribute, and which is understood by each of its academies?
2. How effectively do these strategic priorities drive the governance structure, activities and agenda setting at all levels of the trust?
3. What vision does the trustee board have for the size of the trust and how does the strategy ensure that there is the capacity to support any additional academies well?

Governance structures

4. Is the structure of the trust from its members to academy level governance conducive to effective working, ensuring check and balances but avoiding duplication at different levels, and delivering good two-way communications?
5. How does the trustee board ensure that its governance structure is clear, in keeping with its Articles of Association, and that those at regional, cluster and academy level understand their roles and responsibilities compared to those of the trustee board?

6.a) Does the trustee board have a scheme of delegation, is it published on its website and those of its academies, and does the scheme make clear where the following key governance functions are exercised:

- Determining each individual academy's vision, ethos and strategic direction?
- Recruiting each academy's Principal/Head of school?
- Performance management of each academy's Principal/Head of school?
- Determination of Human Resources policy and practice?
- Oversight of each academy's budget?
- Assessment of the risks for each academy?

b) Is the principle of earned autonomy applied to individual academies or local clusters and if so, do all involved at all levels of governance within the MAT understand how?

Trustee board effectiveness and conduct

7. **Right skills:** Has the trustee board adopted a robust and transparent process for the recruitment both of trustees and those at local governance level, including role specifications, skills audits and interview panel to ensure those carrying out governance functions have the full range of experience, qualities and skills necessary to discharge all the trustee board's responsibilities?

8. **Clerking:** Does the trustee board have a professional clerk providing information and guidance on regulatory practice and procedures, including governance leadership to the committees and any academy level governance?

9. **Chair:** How does the trustee board ensure the chair shows strong and effective leadership?

10. **Trustee performance:** Does the chair carry out an annual review of each trustee's contribution to the Board's performance and ensure each trustee is investing in his/her own development?

11. **Succession planning:** Do we engage in good succession planning so that, in normal circumstances, no trustee serves for longer than two terms of office and the chair is replaced at least every six years?

12. **Conflicts of interest & conduct:** How does the trustee board ensure conflicts are avoided and that the Nolan principles of public life are adhered to?

13. **Learning from others:** Has the trustee board regularly reviewed its structures and practice, making use of other Boards' experiences and periodically seeking external expertise?

Engagement

14. How does the trustee board listen to, understand and respond to pupils, parents, staff and local communities across all its academies?

15. What benefit do the academies within the trust draw from collaboration with other schools and other sectors, including employers, locally and nationally; and how is the trust involved in contributing to improving leadership and schools beyond its own academies?

Effective accountability of the executive leadership

16. How well does the trustee board understand its academies' performance data, and how do trustees know that pupils in all their academies are making the best progress they can?

17. What mechanisms does the trustee board use to ensure there is a strong and effective executive leadership structure and personnel in place across the trust with the right skills, clear line-management and reporting mechanisms?

18. How does the trustee board ensure senior leaders within academies are challenged to improve the education of pupils, and what intervention would be used if improvement is not progressing according to plan at an academy?
19. How does the trustee board ensure that the trust's financial capability and management systems are robust to ensure compliance with the Academies Financial Handbook, best value for money and deliver the long-term strategy?
20. Do the compliance systems give assurance to the trustee board that the trust is meeting its statutory and legal responsibilities?

Impact on outcomes for pupils

21. How much have the academies improved over the last three years, and what has the trustee board's contribution been to this?

APPENDIX 2: The Seven Principles of Public Life set out by the Committee on Standards in Public Life, referred to as "the Nolan Principles".

The Seven Principles of Public Life (also known as the Nolan Principles) apply to anyone who works as a public office-holder. This includes all those who are elected or appointed to public office, nationally and locally, and all people appointed to work in the Civil Service, local government, the police, courts and probation services, non-departmental public bodies (NDPBs), and in the health, education, social and care services. All public office-holders are both servants of the public and stewards of public resources. The principles also apply to all those in other sectors delivering public services.

1 Selflessness

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

2 Integrity

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

3 Objectivity

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

4 Accountability

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

5 Openness

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

6 Honesty

Holders of public office should be truthful.

7 Leadership

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

APPENDIX 3: Code of Conduct for Directors, Trustees and Governors.



CODE OF CONDUCT for Directors/Trustees/Governors

The Galileo Trust Board adopted this Code of Conduct on 1st September 2021

Director/Trustees/Governor will sign the Code of Conduct on appointment and thereafter at the first board meeting of each school year.

Review Date: {June 2022}

Overall purpose

The purpose of this code of conduct is to provide trustees/directors/ governors with clear guidelines as to their standard of behaviour, responsibilities, and good practice in fulfilling their obligations to Galileo Multi Academy Trust.

Benefits of being a trustee/director/governor of an academy trust

While the role of trustee/director/governor is a serious duty, there are various positive aspects to the role that can help an individual on a personal and professional basis:

- the knowledge that you are contributing to society and the future of young people;
- building self-confidence and experience of committee work;
- acquiring new skills – personal and professional – through training and information and sharing;
- the enjoyment to be had from working with a group of individuals from different backgrounds who share a similar passion for education.

The role of trustee/director/governor is one that can offer considerable satisfaction, challenges and experiences, but it should not be forgotten that the position can be quite onerous and may require a significant time commitment.

When considering introducing a code of conduct for trustees/directors/ governors, due regard should be given to the trust's articles of association to ensure that the code reflects the powers of the trustees/directors/governors. Ultimately, the articles of association's provisions and relevant legislation must take precedence over any code of conduct.

This code of conduct should be read in conjunction with:

- the duties and responsibilities of trustees/directors/governors;
- any role descriptions for trustees/directors/governors;
- any statement of expectations issued by the trust;
- the trust's articles of association and scheme of delegation;
- the trust's meeting etiquette protocol;
- the trust's policy and procedures covering conflicts of interest, anti-money laundering and anti-bribery, the declaration, acceptance and refusal of gifts and hospitality;
- the trust's mission, vision and values.

For staff governors, due consideration should also be given to the standards detailed in their contract of employment and remain alert to the requirements of each position the individual occupies.

Standards of conduct

Trustees/directors/governors are required to adhere to the highest standards of conduct in the performance of their duties. This code of conduct respects and endorses the seven principles of public life promulgated by the Nolan Committee and all trustees/directors/ governors are expected to perform their duties in accordance with them.

(Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).

Selflessness

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits 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 seek to 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 merit.

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 interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.

In addition, the trust requires trustees/directors/governors to perform their duties in accordance with the vision, mission and values of the trust. Trustees/directors/ governors are encouraged to:

- value fellow trustees/directors/governors, even when there are differences in opinion
- adhere to the trust's meeting etiquette
- treat the academy trust's executive officers, senior leaders, employees and fellow board members] with respect and in accordance with the academy trust's policies
- be mindful of conduct which could be deemed to be unfair or discriminatory
- conduct themselves in a manner which reflects positively on the trust when attending external meetings or any other events.

Core strategic functions of the Trust Board

The Trust Board has the following core functions:

Establishing the strategic direction, by:

- Setting and ensuring clarity of vision, values, and objectives for the school(s)/trust
- Agreeing the school improvement strategy with priorities and targets
- Meeting statutory duties

Ensuring accountability, by:

- Appointing the lead executive/headteacher (**where delegated**)
- Monitoring the educational performance of the school/s and progress towards agreed targets
- Performance managing the lead executive/headteacher (**where delegated**)
- Engaging with stakeholders
- Contributing to school self-evaluation
- Ensuring the well-being of students through robust safeguarding arrangements, including protecting them from extremist views and bullying via social media.

Overseeing financial performance, by:

- Setting the budget
- Monitoring spending against the budget
- Ensuring money is well spent and value for money is obtained
- Ensuring risks to the organisation are managed

As individuals on the Trust Board we agree to the following:

Personal Attributes

We will strive to be:

- **Committed** - Devoting the required time and energy to the role whilst being ambitious to
- Achieve the best possible outcomes for young people. Prepared to give time, skills and knowledge to developing ourselves and others in order to create highly effective governance.
- **Confident** - Of an independent mind, able to lead and contribute to courageous conversations, to express our opinion and to play an active role on the board.
- **Curious** - Possessing an enquiring mind and an analytical approach and understanding the value of meaningful questioning.
- **Challenging** - Providing appropriate challenge to the status quo, not taking information or data at face value and always driving for improvement.
- **Collaborative** - Prepared to listen to and work in partnership with others and understanding the importance of building strong working relationships within the board and with executive leaders, staff, parents and carers, pupils/students, the local community and employers.
- **Critical** - Understanding the value of critical friendship which enables both challenge and support, and self-reflective, pursuing learning and development opportunities to improve their own and whole board effectiveness.
- **Creative** - Able to challenge conventional wisdom and be open-minded about new approaches to problem-solving; recognising the value of innovation and creative thinking to organisational development and success.

Role & Responsibilities

- We understand the purpose of the board and the role of the executive leaders.
- We accept that we have no legal authority to act individually, except when the board has given us delegated authority to do so, and therefore we will only speak on behalf of the governing board when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the board or its delegated agents. This means that we will not speak against majority decisions outside the governing board meeting.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open governance and will act appropriately.
- We will consider carefully how our decisions may affect the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our academy trust and its schools. Our actions within the local community will reflect this.
- In making or responding to criticism or complaints we will follow the procedures established by the governing board.
- We will actively support and challenge the executive leaders.
- We will accept and respect the difference in roles between the board and staff, ensuring that we work collectively for the benefit of the organisation.
- We will respect the role of the executive leaders and their responsibility for the day-to-day management of the organisation and avoid any actions that might undermine those arrangements.
- We agree to adhere to the trust's rules and policies, including the articles of association, any standing orders and byelaws, and support its charitable objects.
- When formally speaking or writing in our governing role we will ensure our comments reflect current organisational policy even if they might be different to our personal views.

- When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the organisation
- We will contribute to the work of the governing body/board of trustees/directors/governors in order for it to fulfil its role and functions as defined in the articles of association, the Department of Education funding agreement and legislation;
- We will act in the best interests of the trust at all times, taking professional advice where necessary

Commitment

- We acknowledge that accepting office as a **governor/director/trustee** involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the governing board, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will get to know the **school/s** well and respond to opportunities to involve ourselves in school activities.
- We will visit the **school/s**, with all visits arranged in advance with the senior executive leader/headteacher and undertaken within the framework established by the governing board.
- When visiting the school in a personal capacity (i.e.as a parent or carer), we will maintain our underlying responsibility as a governor/director/trustee.
- We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the governing board, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing us will be published on the **school's/trust's** website.
- In the interests of transparency, we accept that information relating to **governor/director/trustee** will be collected and logged on the DfE's national database of governors.

Induction and training

In order for trustees/directors/governors to be effective in performing their legal duties and responsibilities, it is essential that individual trustees/directors/governors, and the governing body/board as a whole, are aware of the nature of the work of the trust and its operating environment, including the roles of senior leadership team, teachers, other staff and volunteers. In order to prepare and support trustees/directors/governors, the academy trust will provide a comprehensive induction and ongoing development opportunities, in line with the statement of expectations. Individual trustees/directors/ governors are invited to speak to the Chair, CEO or Clerk to the Trust Board about any further information or training needs.

Trustees/directors/governors are expected to attend induction and training programs given reasonable notice, in line with any individual or collective requirements identified by the trustee/director/governor or the periodic board performance appraisal or the Chair.

The governing body/board of trustees/directors/governors [collectively] [and/or individually] is expected to undertake a Skills Audit to assess the skill set and competencies available to the trust, in line with the Ofsted Handbook, and to identify areas for future development and training. This process will be led by the chair of each LSB and the chair of Trustees.

Stakeholder engagement

Trustees/directors/governors are accountable to a range of interested parties for their actions, hence decision making and governance issues should be as transparent as possible, except for when confidentiality is required or there is likely to be a breach of the trust's data protection policy.

[Trustees/directors/governors are accountable to the membership]. In order to demonstrate their accountability to the trust's wider community and regulators [the Department of Education], trustees/directors/governors are encouraged to attend events and provide opportunities to meet, talk and listen to [the members/parents/pupils/ partner organisations they represent and the public], in order to best understand their views and concerns.

Trustees/directors/governors should be fully aware of their representative functions and should not become personally involved in those operational matters that should rightly be handled by the appropriate member of staff [or other designated person as detailed in the trust's policy].

Trustees/directors/governors are advised to act as a conduit for forwarding pupil, parent and public comments and concerns to the appropriate senior leadership team member, when presented with a complaint from [a pupil, parent, member, staff member or the general public], except where separate whistleblowing procedures are a more appropriate avenue for dealing with the complaint.

Meetings

Trustees/directors/governors have a responsibility to attend meetings of the governing body/board. When this is not possible they should submit an apology to the chair and clerk in advance of the meeting. Trustees/directors/governors are expected to attend for the duration of each meeting.

Absence from the governing body/board of trustees/directors/governors meetings without good reason established to the satisfaction of the board could result in the individual being removed from office, in accordance with the articles of association.

Non-attendance at three consecutive governing body/board meetings will result in the trustee/director/governor being deemed to have resigned their position, unless the grounds for absence are regarded as satisfactory by the board. An appeals process is available for those trustees/directors/governors wishing to present a case against their removal.

If a trustee/director/governor wants to submit an item for inclusion in the board's agenda, they should forward their request to the chair/Clerk at least 14 working days before the meeting. Late items of an urgent nature may be added to the list of any other business, at the discretion of the chair, in discussion with the Clerk.

Meetings of the governing body/board shall be held in private, and in accordance with Galileo MAT meeting etiquette. The governing body/board of trustees/directors/governors may decide to invite named staff and other individuals to all or part of a meeting to discuss a particular item. Due consideration will be given to the handling of any confidential or sensitive items. Such invitations will be agreed by the chair, in liaison with the headteacher, and facilitated by the clerk.

Visiting the trust/individual school

In fulfilling their core duties and responsibilities, trustees/directors/governors will be expected to visit school sites. For activities other than attending governing body/board or committee meetings [or events organised by the school/trust], trustees/directors/governors are requested to follow the procedure below:

- for group visits, arrangements will be discussed and agreed between the chair/CEO in liaison with appropriate members of the senior leadership team
- for individual visits, the trustee/director/governor should speak directly to the headteacher.

The trust/schools will make every effort to accommodate the request of the trustee/director/governor, but may not always be able to agree to specific dates, times or site visits.

Personal visits to the schools, or volunteer activity or participation in fundraising events that are not related to the trustee/director/governor's role are not covered by this procedure but trustees/directors/governors must abide by the rules of the event.

Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other **governors/directors/trustees**, the clerk to the governing board and school staff both in and outside of meetings.
- We will support the Chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other board members in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the executive leaders, staff and parents, the trust, the local authority and other relevant agencies and the community.

Equality

All trustees/directors/governors are expected to understand, agree and promote the trust's equal opportunities policy in every area of their work. The board's activities should not prejudice any part of the community on the grounds of age, disability, gender, gender reassignment, pregnancy and maternity, race, nationality, religion or belief, or sexual orientation. Any actual or perceived prejudicial action, views or comments shall be investigated as a breach of this code of conduct and could result in the trustee/director/governor being removed from office.

Safeguarding

Safeguarding is of paramount importance therefore trustees/directors/governors should be mindful at all times of their responsibility to maintain and develop the ethos and reputation of the academy trust and its schools, by:

- ensuring that any safeguarding allegations against members of staff, volunteers or governors are referred to the Local Authority Designated Officer (LADO)
- ensuring compliance with safeguarding duties set out in legislation and ensure that the policies, procedures and training in our school/s are effective; comply with the law at all times and; allow for appropriate action to be taken in a timely manner to safeguard and promote children's welfare.

Confidentiality

All trustees/directors/governors are required to respect the confidentiality of the information they are exposed to as a result of their membership of the Trust Board or LSB, specifically when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school. When dealing with difficult and confidential issues, they are required to act with discretion and care in the performance of their role.

There is a requirement that all trustees/directors/governors will exercise the greatest prudence at all times when discussions regarding the academy trust's business arise outside a board meeting. All decisions are made as a collective entity therefore, they must not disclose the details of any vote, including views expressed by themselves and/or other named trustees/directors/governors.

Trustees/directors/governors should only speak to the media with the express permission of the board; the Chair; or the CEO. [In situations concerning potential whistleblowing matters, trustees/directors/governors are encouraged to adhere to the academy trust's whistleblowing policy.

It is for individuals and the Clerk to the Board to ensure all confidential papers are held and disposed of appropriately.

Conflicts of interest

The Trust Board has a legal obligation to act in the best interests of the academy trust, and in accordance with the trust's articles of association, and to avoid situations where there may be a potential, real or perceived, conflict of interest.

Upon appointment, and at least annually, trustees/directors/governors will declare all relevant interests for inclusion in a register of interests to be maintained by the Clerk to the Trust Board and published on the academy trust's website

Trustees/directors/governors should be aware of, and act in accordance with, the academy trust's policy and procedures on identifying and managing conflicts of interest. Neither should they exert any influence to obtain any preferential treatment for themselves or their family, or other connected persons or organisations.

The agenda for each meeting of the Trust Board and its committees will provide an opportunity to declare any conflict of interest and/or loyalty. Failure by a trustee/director/governor to declare an interest, real or perceived, could result in the in them being removed from office.

Breach of this code of conduct

Where it is believed this code has been breached it is the responsibility of the Chair to inform the trustee/director/governor in writing of the nature of the allegation of the breach, detailing the specific action or behaviour considered to be detrimental to the trust. The Chair (or nominated person) will, in the first instance, seek to resolve any difficulties or disputes constructively and informally. However, where the Chair (or nominated person) deems there has been potential misconduct, he or she (or nominated person) will carry out an investigation.

Following completion of an investigation, the Chair will inform the trustee/director/governor, in writing, of his or findings and invite them to give a response within a defined timescale.

It is for the Trust Board to determine at a meeting where the matter is provided for on the agenda, by simple majority of those in attendance and voting, whether to uphold a formal charge of misconduct. The Trust Board will impose sanctions as shall be deemed appropriate. Sanctions will range from the issuing of a written warning as to the trustee/director/governor's future conduct and consequences, and the removal of the individual from office.

Notes:

- I) *Should it be the Chair that it is believed has breached this code, the Vice-Chair (or nominated person) will carry out the role and responsibilities described above where there is reference to the Chair*
- II) *The Trust Board shall not impose any sanction on a trustee/director/governor appointed by the Diocese of York without prior consent by the Diocesan Board of Education.*

Expenses

The position of trustee/director/governor is unremunerated, though reasonable out-of-pocket expenses may be reimbursed in accordance with the academy trust's policy on trustee/director/governor expenses.

Trustees/directors/governors will not receive any financial or non-financial benefit that is not explicitly allowed by the articles of association or the Charity Commission.

Conduct having ceased to be a trustee/director/governor

Trustees/directors/governors must continue to comply with the qualifications required to hold such a position throughout their period of tenure, as defined in the declaration of eligibility signed on appointment. Any changes that would render the individual ineligible to serve must be forwarded to the Clerk to the Trust Board, following which the individual's term of office will be terminated.

Trustees/directors/governors may resign their office ahead of their tenure by writing to the Chair and/or Clerk to the Trust Board. Depending on the reasons and circumstances of the resignation the particulars may be recorded in the minutes of the next board meeting.

The confidentiality requirements referred to above continue to apply after the trustee/director/governor leaves office.

Evaluation

- As a board we believe evaluation is an important element of improving the effectiveness of the board. An annual self-appraisal by means of a questionnaire, along with records of attendance at meetings and visits to school, will provide assurance that individuals serving on the board are complying with this code.
- The objective of the appraisal is to enable directors/trustees/governors to evaluate their performance, to build upon strengths and address any areas for development.

APPENDIX 4: Trustee/Governor Declaration Form

Confidential. Please complete and return this form to the Headteacher of the school you serve.

Following information is required to be provided by governors for inclusion on the DfE national governor database – GIAS (Getting Information About Schools)

In line with section 538 of the Education Act 1096, Academy Trusts are required to provide information and/or to check that the information that the DfE already holds and has added to GIAS in relation to members, trustees and local governors ensuring it is accurate and up to date. Trusts should ensure that this information is updated on an ongoing basis.

The following information **will be made publicly available** on GIAS:

Full Name (Including Title)	
Academy Trust and School	
Appointing Body (e.g. board, governing body, parents, staff)	
Date of Appointment	
Date Term of Office Ends (or ended if in the last year)	
Trustee/Governor Status i.e Chair of Trustees/Trustee/Local Governor on a Local School Board.	

The following information will be collected for the purpose of identifying specific individuals but **will not be made publicly available**. This information will be encrypted with access limited to a small number of users who need to fulfil their official responsibilities.

Postcode	
Date of Birth	
Previous Names	
Nationality	
Direct e-mail address for Chair of Governing Body/Trust (This information will be made available to Regional School Commissioners.)	

Signature.....

Date.....

