

The River Learning Trust

Constitution

1. Introduction

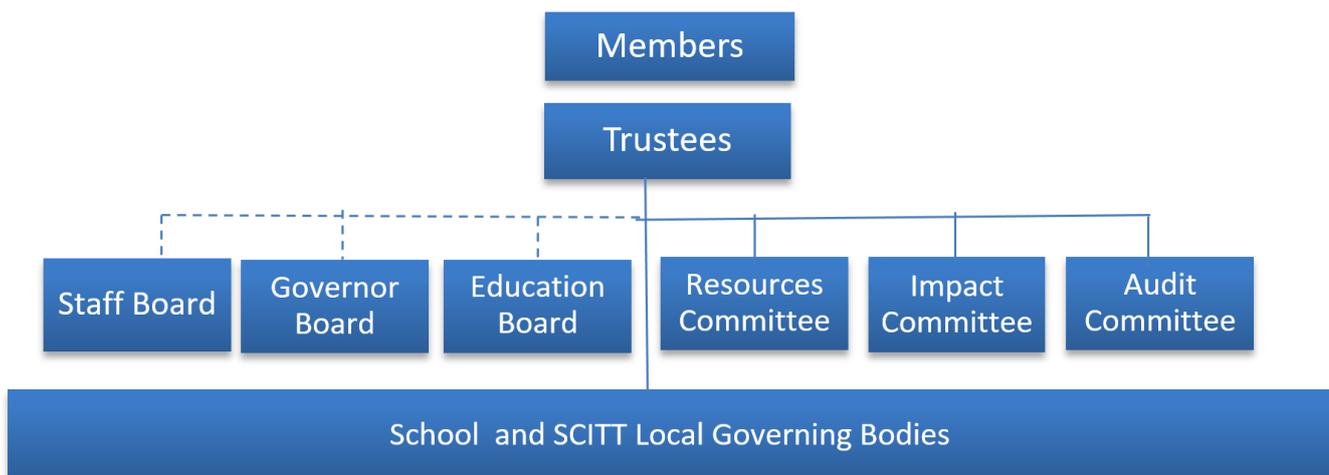
This constitution sets out the governance structure for the Trust. The Memorandum and Articles of Association of the Trust set out the legal requirements in respect of Members and Trustees and some aspects of governance. This document amplifies the role and requirements of Members and Trustees in the context of this Trust, how these work with the other elements of the structure, and how the Members and Trustees of the Trust will be selected and appointed.

2. Principles of the Trust

All actions and decisions of, by and regarding Members and Trustees must be undertaken to further the principles, vision and values of the Trust, as defined by all constituent schools and entities, and as amended by agreement from time to time.

3. Governance Structure

The governance structure for the Trust is being developed to that shown below, and outlined in more detail in the following paragraphs. The structure and governance arrangements incorporate current guidance from the DfE/ESFA and best practice identified in reports on multi-academy structures.



The membership and responsibilities of each of the boards and committees is set out in the paragraphs that follow.

4. Roles, responsibilities and appointment processes

4.1 Members

Members monitor the work of the Trust Board to ensure that it is upholding the vision and values of the Trust.

In order to do this every Member must:

- Understand and support the vision and values of the Trust
- Understand the role that the Trust Board has in the effective operation of the Trust and all its schools and constituent entities
- Have sufficient experience of governance, accountability and/or education to assess the effectiveness of the Trust Board in at least one of these aspects (and all three between all Members)
- Consider the effectiveness of the Board on behalf of the school communities, the field of education, local employers/businesses, every student, and government requirements (and all five between all Members);
- Conduct themselves and their role as Members in line with the Vision and Values of the Trust, and in accordance with Nolan's seven principles of public life.

4.1.1 Duties of Members

The specific duties of Members are to:

- Appoint Trustees;
- Provide effective challenge and support to the Trust Board in relation to the Board's effectiveness;
- Remove Trustees if such intervention is required;
- Amend the Articles of Association if required;
- Change the Trust name if required.

In order to fulfil these duties, Members are expected to:

- Review Trust Board proceedings and attend at least one Board meeting each year to review and assess the Board effectiveness;
- Undertake activities to understand the challenges and achievements of all parts of the Trust – Academy Trust Board, schools, SCITT and any other elements – in relation to their particular constituent perspective;
- Attend the AGM and additionally meet as Members without Trustees to review the work of the Trust Board formally each year.

In addition one of the Members, who is not the Chair of the Trust board, will also be appointed as a Trustee.

4.1.2 Number of Members

There will be four Members. One of the Members (i.e. 25 per cent of the total number) will be appointed by the Diocesan Board of Education and one member will be *ex officio*

the Chair of the Trust Board. At no time can the number of Members be fewer than four (article 12).

4.1.3 Appointment of Members

When there is a vacancy or need to replace a Member who is not appointed by the Diocesan Board of Education, the position will be advertised widely across the Trust's schools, communities and local areas. The Members are appointed in a personal capacity and do not have a set term of office (there is no provision for this within the Model Articles set by the DfE), other than where the Chair of the Trust is a Member *ex officio*.

Interested candidates will be sent information about the vision, values and work of the Trust, and the role and duties of Members (as set out above). They will be asked to apply with a CV and covering letter setting out how their experience, knowledge and skills meet these requirements.

Applications will be reviewed by a panel comprised of the existing Members, two LGB Chairs, and two Headteachers, proposed by the Governor Board and Education Board respectively.

Candidates may be shortlisted, and then will be invited to interview.

The interview will be held by the same panel as that for shortlisting. This may be supplemented by an informal discussion between the candidates and a group of LGB Chairs and Headteachers not on the interview panel.

4.2 Trustees

4.2.1 Role of Trustees

Trustees are responsible for the strategic oversight, administration and management of the Trust and all its schools and entities to develop and achieve the Trust's vision, and to ensure compliance with government and ESFA requirements, company law and charity law.

They exercise their responsibilities by setting the vision and policies for the group, ensuring strong and effective governance, entering into contractual relationships with third parties, and exercising powers of intervention if required. They have legal obligations through the Articles and Memorandum of Association of the Trust, and also under company law as directors and under charity law as trustees, for the proper conduct of the business of the Trust.

In order to do this, the experience, knowledge and skills of the Trustees

- a) must encompass:
 - Education – experience with performance and monitoring/tracking data, staff development;

- Finance – experience of budget setting, management, and financial reporting in a complex multi-organisational setting;
- Governance – experience of governance in a school or as a director in a charity or commercial organisation;
- Strategic management – experience of organisational strategic management and development;
- Legal – experience of legal issues facing schools and/or charities.

b) should encompass:

- Premises – experience of premises management and short/long term maintenance management.
- Recruitment/HR – experience in staff recruitment, development and management;
- Marketing – marketing and/or media/communications experience across diverse stakeholder groups.

4.2.2 Duties of Trustees

The specific duties of Trustees are to:

- Establish and regularly review the vision of the Trust in consultation with all constituent schools and entities
- Ensure the quality of education provision and oversee standards and outcomes across the Trust, including:
 - Annual target setting for the Trust in general and for individual academies;
 - Overseeing key performance data on a Trust and individual academy basis;
 - Challenging and monitoring the performance of the individual academies;
 - Performance management of the Chief Executive.
- Manage the Trust's finance and property, including:
 - Establishing a funding model for use across the Trust;
 - Agreeing each academy's budget;
 - Ensuring compliance with the Academies Financial Handbook;
 - Overseeing the finances of each academy in the group;
 - Determining, in consultation with each academy, the extent of services provided centrally and the allocation of cost;
 - Establishing processes for the local management and maintenance of assets and appropriate registers.
- Establish pay, appraisal and HR policies for the staff employed by the Trust.
- Exercise reasonable skill and care in carrying out their duties.
- Ensure that the Trust complies with charity and company law.
- Operate the academy in accordance with the Funding Agreement that has been signed with the Secretary of State.

4.2.3 Number of Trustees

There will be upto eight Trustees. Six will be appointed by the Members and two (25 per cent) by the Diocesan Board of Education. At no time can the number of Trustees be fewer than four. The Board may co-opt upto two additional Trustees.

4.2.4 Appointment of Trustees

One member will be a Trustee as ex officio the Chair of the Trust Board

The Trust Board will not include ex officio representatives from LGBs.

When there is a vacancy or need to replace a Trustee who is not appointed by the Diocesan Board of Education, the position will be advertised widely across the Trust's schools, communities, and local areas. If there is a particular skills gap on the Board of Trustees this will be made clear in the advertisement and subsequent materials.

Interested candidates will be sent information about the work of the Trust, and the role and duties of Trustees (as set out above). They will be asked to apply with a CV and covering letter setting out how their experience, knowledge and skills meet these requirements.

Applications will be reviewed by a panel comprised of the Chair of the Trust Board, three Members, and the Chief Executive.

Candidates may be shortlisted, and then will be invited to interview.

The interview will be held by the same panel as that for shortlisting. This may be supplemented by an informal discussion between the candidates and a group of LGB Chairs and Headteachers selected by the Governor and Education Boards.

4.2.5 Chair of Trustees

The Chair is elected each year by the Trustees (article 82) and becomes an ex officio Member (article 12b).

4.2.6 Terms of office of Trustees

The term of office for a Trustee is four years but they may be re-appointed for a further term of four years. Co-opted trustees shall remain in office for a period of one term of four years.

4.2.7 Delegation of powers and Local Governing Bodies

The Trust Board establishes the governance structures for the Trust and individual academies, and may delegate its powers and functions to committees and Local Governing Bodies (LGBs). This will be done through a defined Scheme of Delegation. The level of delegation will depend upon the performance of an individual academy, with

strongly performing academies operating with a high degree of autonomy. Further detail is provided in the Scheme of Delegation for each school.

4.3 Chief Executive

4.3.1 Role of the Chief Executive

The Chief Executive is the 'system leader' who is accountable for the outcomes of the group of schools whilst having an overview of: the national system of education, the internal organisation, management and control of the schools (including the implementation of all policies approved by Trustees), quality of governance, and the direction of the teaching and curriculum in every school. The Chief Executive enables each school leadership team to focus on teaching, learning and pupil progress in their school, while working collaboratively with an experienced system leader.

4.3.2 Duties of the Chief Executive

Specific responsibilities are to:

- Lead strategic school improvement of schools in the Trust, working with LGBs and Headteachers, and Chairing the Education Board;
- Put in place with Headteachers and oversee processes for school improvement and a drive for excellence in every school;
- Support and challenge the work of LGBs ensuring highly quality and impactful governance;
- Advise on the performance management of the Headteachers to the Performance Management Governors on each LGB;
- Put in place and oversee processes for the professional development of all staff and the retention of excellent teachers and school leaders;
- Grow 'future leaders' through modelling, coaching, and involving them in higher level strategic planning and shared leadership;
- Fulfil the role of Accounting Officer for the Trust.

The Chief Executive leads the Trust executive team, who are responsible for core Trust functions of performance monitoring and managing centrally-provided support services. These core functions are funded from a small percentage contribution from the budget of each school and further detail on this is provided in *Trust central staffing structure and Trust funding*.

4.3.3 Appointment of the Chief Executive

The Chief Executive is appointed by the Board of Trustees. The appointment process will be determined for any given exercise and will involve members of LGBs, school leaders, students and staff.

4.4 Resources Committee

This committee provides scrutiny of the way in which all resources are used across the Trust and services are provided to it. It also monitors the progress of capital projects and holds under review policies concerning Health and Safety and Human Resources. It ensures that the Trust's and schools' finances are deployed responsibly and in such a way as to provide value for money for the Trust and its schools. This committee also advises the Trust Board on financial strategy.

4.4.1 Membership

- Three Trustees with finance and business experience
- Chief Executive (in attendance)
- Chief Operating Officer/Finance Director (in attendance)

4.4.2 Quoracy

A meeting of the committee shall be quorate when two of its members are in attendance.

4.4.3 Responsibilities

- Scrutiny of budget plans for recommendation to the Trust Board;
- Regular monitoring of income and expenditure against budget plans, with analysis of variances;
- Monitoring of progress of capital projects;
- Recommendation and review of H&S policies and effectiveness of operation in each school;
- Recommendation and review of HR policies;
- Develop a financial strategy for the Academy Trust and consider policies, procedures or plans required to realise such strategy;
- Consider the Academy Trust's indicative funding, once notified by the ESFA, and to assess its implications for the Academy Trust, in consultation with the CEO and the Finance Director, in advance of the financial year, drawing any matters of significance or concern to the attention of the Trustees;
- Examine and review new initiatives for financial development, including fundraising;
- Approve and keep under review the Academy Trust's investment policy;
- Approve and keep under review the Academy 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 or future position of the Academy Trust;
- Advise generally on the provision of resources and services to the Academy Trust.

4.4.4 Frequency of meetings

3 times per year.

4.5 The Impact Committee

The focus of this committee is on educational outcomes across the Trust. It ensures that high educational standards are set and maintained and performance is regularly scrutinised. In carrying out their duties its members question and challenge the CEO and receive his advice.

4.5.1 Membership

- Three Trustees with expertise and knowledge of school improvement
- The CEO and Support and Challenge Partners in attendance

4.5.2 Quoracy

A meeting of the committee shall be quorate when two of its members are in attendance.

4.5.3 Responsibilities:

- To ensure that the highest possible educational standards are set and maintained across the Academy Trust;
- To receive a termly report from the Chief Executive regarding standards and performance of the Academy Trust against key performance indicators;
- To identify any areas of concern in respect of standards and performance and to ensure with the Chief Executive and Support and Challenge Partners that an action plan is implemented;
- To scrutinise and review Academy Trust policies for recommendation to the Trust Board;
- To ensure that effective processes are in place for the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Academy Trust;
- To support the Chief Executive Officer in the creation, implementation and monitoring of the Academy Trust's self-evaluation development plan and any post-Ofsted action plan;
- To ensure that effective arrangements are in place across the Academy Trust for pupil support and representation and for monitoring pupil attendance.

4.6 Audit Committee

This committee provides assurances to the Trust Board that risks are being adequately identified and managed by reviewing the risks to internal financial control at the Trust, and agreeing a programme of work to address, and provide assurance on, those risks. The outcome of the work informs the governance statement that accompanies the Trust's annual accounts and, so far as is possible, provides assurance to the external auditors.

4.6.1 Membership

- Three external members with audit/finance expertise;
- Chair of Trust
- Chief Executive (in attendance)

- Chief Operating Officer/Finance Director (in attendance)

4.6.2 Responsibilities

- To review the Trust's internal and external financial statements and reports to ensure that they reflect best practice, the EFA Financial Handbook and other relevant regulations;
- To monitor the integrity of the financial statements of the Trust and any formal announcements relating to the Trust's financial performance;
- To discuss with the external auditor the findings of the annual audit once completed;
- To consider all quarterly reports received through internal audit, and review the effectiveness of the Trust's internal control system;
- To monitor the implementation of action to address adverse control findings by internal audit, or the appointed external auditor;
- To make recommendations to the Trust Board in relation to the appointment, reappointment and removal of the external auditor and internal audit mechanisms;
- To consider any other matters where requested to do so by the Trust Board; and
- To report at least once a year to the Board on the discharge of the above duties.

4.6.3 Frequency of meetings:

2-4 times per year.

4.7 Governor Board

This board provides a forum at which governors can identify and share best governance practice and receive training support. Governors also give feedback to the Trust Board regarding any concerns and issues they may have and provide challenge to the Executive Team.

4.7.1 Membership (all ex officio)

- Chair of the Trust (Chair)
- Members of the Local Governing Body for each individual academy.

4.7.2 Responsibilities:

- To discuss the governance issues and problems that they face as governors with the focus of each meeting being decided in advance;
- To feed back to the Trust Board any causes of concern they have related to the governance of their schools and of the Trust;
- Once a year Governors will have an opportunity to discuss issues specifically related to the remit of their and the Trust's Resources Committees;
- Governors will be consulted on key issues for the Trust;
- Governors will receive training on specific aspects of governance;
- Governors will identify and share excellent governance practice;
- Governors will have an opportunity to network with each other.

4.7.3 Frequency of meetings:

- 4 times per year (including one meeting devoted to Resources issues).

4.8 Staff Board

4.8.1 Membership

- Chair of the Trust (Chair)
- Chief Executive
- HR Director
- A Staff Governor of the Local Governing Body for each individual school.

4.8.2 Responsibilities

- To identify and share excellent practice in staff engagement and involvement in school improvement;
- To provide support and challenge on effective Trust governance of staffing matters to the Chair of the Trust Board;
- To provide support and challenge on the engagement of staff in effective strategic school improvement to the Chief Executive.
- To provide support and challenge on the engagement of staff in effective approaches to staff wellbeing to the Chief Executive and HR Director.

4.8.3 Frequency of meetings:

- Up to 1-2 times per year, meeting as required.

4.9 Education Board

4.9.1 Membership (all ex-officio)

- Chief Executive (Chair)
- The Headteacher of each individual school

4.9.2 Responsibilities

- To drive improvement in achievement, attainment and performance of every academy;
- To identify and share excellent pedagogy and teaching practice;
- To identify and share curriculum developments that will enhance educational opportunities and performance for children in the Trust;
- To create opportunities for staff development to improve performance, achieve CPD and maximise the retention of excellent teachers;
- To conduct the educational aspects of due diligence for schools applying to join the Trust and for schools that the Trust may sponsor.

4.9.3 Frequency of meetings:

At least 6 times per year

5 Local Governing Bodies

5.1 Membership

The membership of each Local Governing Body is set out in a Scheme of Delegation from the Trust Board (para. 3.1). The power for LGBs to select and appoint their Chair and members depends on the performance and level of risk as assessed by the Trust. The aim is for the number of governors to be limited, to between 9 and 15, and drawn from: the local community (approx. 1/3), parents (approx.1/3), and staff (including the Headteacher) (no more than 1/3).

5.2 Responsibilities

The powers and duties of each LGB are set out in the Scheme of Delegation as approved by the Trust Board. The extent of freedom to act is determined by the performance and perceived risk for each school.

The core functions of each LGB are as follows:

- Setting the school's vision, ethos and strategic direction within the values of the Trust;
- Maintaining the effective operation and membership of the LGB;
- Overseeing the educational performance of the school:
 - Regularly reviewing performance and progress and monitoring data;
 - Understanding the quality of teaching and learning across the school with detailed knowledge of its strengths and weakness;
 - Ensuring the school has appropriate support and intervention strategies in place to deliver high quality teaching and learning plans, and to address underperformance and areas of weakness;
- Overseeing the financial performance of the school:
 - Seeking value for money and ensuring resources are applied appropriately at academy level;
 - Monitoring and reviewing expenditure regularly;
 - Maintaining proper accounting records and preparing expenditure and balance sheets;
 - Notifying the Trust of any changes to fixed assets used by the school;
 - Supporting the Trust board in relation to the annual budgetary process
 - Observing proper levels of delegation;
- Ensuring pupil wellbeing including safeguarding, school safety and security;
- Appointment of the Headteacher and carrying out their annual performance appraisal.

Further details can be found in the Scheme of Delegation including the Appendix: Levels of Delegation.

5.3 Frequency of meetings

At least 4 times each year, plus committees as set out in, or delegated by, the Scheme of Delegation.

6 Conflicts of interest

It is essential that the principles of public life, as determined by the Nolan Committee, are placed at the heart of the governance of the Trust and all its schools. Conflicts of interest can arise in relation to business or pecuniary gain, personally or through a related party, and in the exercise of undue influence in decisions where a person has overlapping roles and interests.

The Trust sets out the duties of Members, Trustees and governors in role descriptions and person specifications which incorporate the principles of public life. Appointees must receive information and training about their role as part of an induction process, especially for Members and Trustees with regard to their duties under company law and as charitable trustees.

The governance and accountability structures for the Trust seek to minimise overlapping membership across boards and committees, and set out clear responsibilities for each part of the structure.

Members, Trustees, governors and senior leadership team members are required to maintain up to date declarations of their interests, which are held centrally. Every meeting of a Board, committee and governing body must begin with an item for those present to declare any interests in the business of the meeting that may conflict with their duty to act solely within the interests of the Trust.

There is a clear separation of people with non-executive functions and those with executive responsibility. The Trust's financial regulations and HR policies require open competition and set out clear levels of delegation and authority. The Audit Committee exercises a scrutiny role over the financial transactions of the Trust.

7 Securing independent challenge

The objective and expectation of the Trust is for all its schools to achieve 'Outstanding'. The Trust facilitates this by providing schools with peer review and professional challenge through the Education Board structure. The Governor Board provides support and challenge for LGBs, to help them understand and measure school progress and performance, and a forum for sharing examples of good practice in how LGBs can question school leadership teams and have a direct impact in achieving improvement.

The separation of roles between Members and Trustees, and between Trustees and LGBs provides a structure with clear accountabilities between each of these groups.

The keys to effective challenge are:

- An understanding of what excellent performance looks like, how it is measured and where an individual school needs to improve;
- An understanding of how schools can improve at different levels of performance – up to ‘Good’, from ‘Good’ to ‘Outstanding’, and beyond ‘Outstanding’;
- Relationships between people that are based on respect and mutual appreciation of respective roles.

These require training for everyone involved: in the process of support and challenge, and in how their roles interact. Members and Trustees will receive training from the Chief Executive and Trust Chair as part of their induction into the role. The Board also receives regular up-dates and briefings on performance and measurement from the Chief Executive and other staff in the Trust. Governors should also receive training in support and challenge, and on how their role relates to others, as part of their induction process. Training will be sought from external sources of expertise as well as within the Trust.

On-going improvement requires constant, constructive questioning. The Trust seeks out best practice in this from external sources such as the National College for Teaching and Leadership, National Governance Association, Association of College and School Leaders, Teaching Schools Alliances and the Education Endowment Foundation..

8 Effective intervention

Setting out clear responsibilities and powers, from Members to Trustees to LGBs to Headteachers, provides a framework within which action may be taken at every level to intervene and make changes:

- The Headteacher has line management responsibility through the staff of the school, and the performance management process can be used to intervene in poor teaching or support functions, leading to dismissal if required.
- LGBs monitor school performance and question the Headteacher and Senior Leadership Team. They set and review the objectives for the Headteacher, and can take action to performance manage or remove the Headteacher if required (depending on the Scheme of Delegation in place).
- The Chief Executive monitors the performance of each LGB raising any concerns to the Board.
- The Trust Board monitors the performance of each school and questions the LGBs and Chief Executive. The Board approves the educational and financial plans of each school, and can take action to remove governors if required. The Board sets and reviews the objectives for the Chief Executive, and can take action to performance manage or remove the Chief Executive if required.
- The Members monitor the overall educational and financial performance of the Trust. They question the Trustees, and can take action to remove Trustees if required.

Intervention at the extremes of dismissing or removing people is not likely to happen frequently, but people at all levels of the governance and management process must be

prepared for this to be possible, and to happen quickly if needed. Intervention usually takes place at a less extreme level; through setting objectives and targets within a relationship where accountability is expected and understood.

Assessing the scale and timing of intervention requires judgement, and the Trust appoints people to key positions with this defined in the role descriptions and person specifications (for Headteachers and Chairs in particular). The indicators that are used to identify the need for intervention include (for LGBs and above rather than within the management of an individual school):

- Significant deterioration of performance as reflected in robust internal monitoring data as well as external data such as RaiseOnline;
- School at risk of falling below its floor targets, or at risk of falling in its Ofsted category;
- Significant deterioration in attendance or increase in exclusions: an acute change or a steady slow decline;
- Significant staff absence or difficulty in recruitment: an acute change or a steady trend;
- Deficit in the school budget: with defined trigger points leading to increasing levels of intervention action;
- Significant fall in school roll: an acute change or steady trend;
- Decisions or actions that would damage the Trust and the schools within it.

Within each school, an effective system for quality assurance in all aspects of school performance is vital. This delivers early warning of any problems, and prompts school leaders to act quickly.

Updated 26th October 2017