

**LIME TRUST**

**SCHEME OF DELEGATION**

**EFFECTIVE DATE: 6 DECEMBER 2021**

## PART 1: INTRODUCTION AND EXECUTIVE SUMMARY: PURPOSE OF SCHEME OF DELEGATION

1. Lime Trust (referred to herein as “**Lime**” or the “**Trust**”) is a multi-academy trust. It is responsible for the running of a number of schools/academies (referred to as the “**Academies**”).
2. The Trust is a company limited by guarantee (Company Number 09297519) and a charity. The Trust is not a registered charity but an “exempt” charity, regulated by the Secretary of State for Education, who acts as the principal regulator.
3. The Trust’s constitution is set out in its **Articles of Association**, which delegate responsibility for the governance and management of the Trust to the **Trustees**.
4. The Trustees have put in place this **Scheme of Delegation** to provide clarity as to the roles and responsibilities of those involved in the governance of the Academies and how decisions are made.
5. The purpose of good governance is to:
  - 5.1. determine the vision and values of the Trust;
  - 5.2. support leadership in determining and fulfilling the strategic direction of the Trust;
  - 5.3. hold leadership to account and ensure staff well-being; and
  - 5.4. oversee the financial performance of the Trust ensuring there are systems in place to manage risk and ensure money is well spent.
6. An overview of the Lime Trust governance structure is set out in the attached structure chart headed “**Lime Trust Governance**”.
7. The **Members** of the Trust oversee the Board of Trustees (the “**Trust Board**”), holding the Trustees to account and ensuring that the values and ethos of the Trust are upheld and the distinctiveness of the Academies is preserved.
8. The Trust Board is the accountable body within the Trust and is responsible for the good governance of the Trust and its Academies.
9. The Trust Board delegates aspects of governance and the day-to-day oversight of school leadership to **Academy Councils**, organised in regional hubs where appropriate (there is currently one such hub in London for the Trust London special schools and one in Peterborough for its primaries there).
10. To ensure effective collaboration and the dissemination of good practice, strategic leadership is organised as an executive team (the “**Executive Team**”), comprising the CEO, Deputy CEO/Chief Operating Officer and a Director of Education. The Executive Team oversees and is supported by a broader leadership team (referred to as the

“**Strategic Leadership Team**”) comprised of headteachers and other executive officers. The details are set out in the attached Leadership Structure Chart, which also summarises the accountabilities and responsibilities of the various leadership roles.

11. The responsibility for putting in place this Scheme of Delegation rests with the Trust Board. Its effective date is noted on the first page and it will be reviewed from time to time by the Trust Board. Whilst the Scheme cannot take the form of a legally binding contract and is subject to the overriding duty on the Trustees to act freely and in the best interest of the Trust, in so far as the Trustees are able, they agree to abide by the provisions of it and will consult the Academy Councils and the Strategic Leadership Team on any significant changes.
12. This Scheme of Delegation is formed of a number of component parts, effectively comprising a Trust governance and leadership handbook. By way of summary, it contains or references the following:
  - 12.1. This Introduction and Executive Summary: Purpose of the Scheme of Delegation;
  - 12.2. The Trust’s Governance Principles: Vision and Values
  - 12.3. Governance and Management Structure: Roles and Responsibilities
  - 12.4. Supervision and Intervention: Accountability
13. Appended to this Scheme of Delegation are the following:
  - 13.1. Trust Governance Structure Chart;
  - 13.2. Trust Leadership Structure Chart;
  - 13.3. Table of Key Delegated Governance Responsibilities
  - 13.4. Leadership and Governance Decision Planner
  - 13.5. Lime Trust Financial Regulations Manual
  - 13.6. Committee Terms of Reference:
    - 13.6.1. Academy Council
    - 13.6.2. Finance, Risk and Audit
    - 13.6.3. Educational & Curriculum Standards
  - 13.7. Standards Route Map – Team Around the School
  - 13.8. Member, Trustee and Governor Codes of Conduct

## **PART 2: GOVERNANCE PRINCIPLES: VISION AND VALUES**

### **1. Vision and Values**

The Trust is committed to:

- Setting the standard – for all pupils, all staff, all parents and stakeholders
- Putting learners first – a moral purpose to place pupils’ learning and wellbeing at the centre of all that we do
- Capacity-rich schools

The Trust is ambitious, optimistic and forward-looking. It builds capacity in its academies. It celebrates diversity and wellbeing.

- It delivers outstanding special schools which prepare our learners for the next steps in their life.
- It delivers rapid and sustained improvement in mainly large primary schools.
- It identifies, nurtures and supports leaders to headship in challenging schools.
- It recruits and retains the very best teachers to deliver Quality First teaching.

#### **Underlying Principles**

- Lime Academies work for the “common good” in all that they do, supporting each other at all times
- Lime Trust will preserve and enhance the unique and valuable characteristics of all its schools, including the specialist schools and settings which meet the needs of learners with severe and complex needs

- An unrelenting focus on raising aspirations for all learners and their families
- Prepare learners for life in modern Britain

## **2. Principles for Effective Partnership**

The Academies, and those responsible for the governance and management of the Trust and the Academies, have committed to working in partnership, supporting one another and there are clear underlying principles around how that partnership will work:

### **2.1 Equal Partners**

The Academies are equal partners within the Trust and at all times the partners will strive for consensus in decision making, recognising that each Academy has both strengths and weaknesses. Each Academy will work with the Lime Trust to build a unique character, and to realise the Lime Trust's values in the local context, to increase the pace of the Academy's development and improvement. The Academies will work collaboratively with each other, sharing resources, knowledge and best practice, to fulfil the Trust's mission, vision and values.

### **2.2 Transparency**

All those involved in the running and oversight of the Trust and the Academies will be open and honest in their dealings with each other, at all times acting in good faith and recognising the value of independence and separation in relation to decision making.

### **2.3 Subsidiarity**

Decisions are to be taken at the level nearest to those affected by those decisions which is compatible with the principles of solidarity and support for the common good, avoiding unnecessary bureaucracy and aiming in so far as possible to make changes to established practices only where it can be demonstrated there is a reasonable need and in order to learn from experience or adapt to changing circumstances. Where governance responsibility is delegated, appropriate decision making authority will be given. The parameters of such authority will be clear and those to whom responsibility is given will be required to report to those who retain overall responsibility.

### **2.4 Solidarity**

All those with responsibility for the Trust and the Academies share a particular commitment to the mutual support of all Academies for whom the Trust is responsible, especially those that are in need of assistance at any particular time.

## 2.5 The Common Good

All recognise their responsibility towards the common good, not just of the Academies for whom the Trust is responsible, but of all of the families and communities in the areas served by the Trust. The Trustees will ensure that common action and collaboration is conducted at the correct level and that the balance between subsidiarity and solidarity serves the common good in the most appropriate way.

# PART 3: GOVERNANCE & MANAGEMENT STRUCTURE: ROLES AND RESPONSIBILITIES

## 1. Overall Structure

1.1 The nature of the Trust as a company running multiple Academies means there are many governance and management layers.

1.2 The “**Members**” of the Trust are equivalent to shareholders of a trading company, but, as the Trust is charitable with no power to distribute profit to shareholders, the Members are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. Whilst liability is limited to the level of the Member’s guarantee (£10), the fiduciary nature of the role requires Members to be more than reactive and to be mindful of their responsibility to the charitable purpose of the Trust. A breach of fiduciary duty may expose a Member to an obligation to make good any loss caused as a consequence of the breach.

1.3 Decision making and day to day accountability rests with the “**Trustees**”, who are trustees for charity law purposes and company directors registered with Companies House. The Trustees are personally responsible for the actions of the Trust and the Academies and are accountable to the Members, the Secretary of State for Education and the wider community for the quality of education and the expenditure of public money. The Trustees are required to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Trust. The Trustees meet as a board of Trustees (the “**Trust Board**”).

1.4 The Trust Board delegates aspects of governance and the day-to-day oversight of school leadership to its **Academy Councils**, which it organises in regional hubs where appropriate (there is currently one such special school hub in London and one primary hub in Peterborough).

1.5 Other committees established by the Trust Board may be tasked with fulfilling particular functions or advising the Trustees on strategic matters.

1.6 To ensure effective collaboration and the dissemination of good practice, strategic leadership is organised as an executive team (the “**Executive Team**”), comprising the CEO, Deputy CEO/Chief Operating Officer and a Director of

Education. The Executive Team oversees and is supported by a broader leadership team (referred to as the “**Strategic Leadership Team**”) comprised of Headteachers and other executive officers. The details are set out in the attached Leadership Structure Chart, which also summarises the accountabilities and responsibilities of the various leadership roles.

- 1.7 A summary of the key responsibilities of the Members, Trustees and Governors is set out in the attached **Table of Key Delegated Governance Responsibilities**. A more detailed summary of how key decisions are made (the “**Leadership and Governance Decision Planner**”) is also attached.

## 2. Role of Members

2.1 The Members are the guardians of the constitution, determining the governance structure of the Trust and providing oversight and challenge of the Trustees to ensure the charitable object of the Trust is being fulfilled. Whilst the Members have limited legal and financial responsibility for the affairs of the Trust, the Department for Education recommends that there is some distinction between the Members and the Trustees as “this enables members who are independent of the trustees to provide challenge and scrutiny to the board” (Governance Handbook).

2.2 The Members’ key responsibilities are:

- 2.2.1 to ensure the charitable object (or purpose) of the Trust is met;
- 2.2.2 to determine the Trust’s constitution i.e. the Articles;
- 2.2.3 to appoint the Trust Board and oversee its effectiveness; and
- 2.2.4 to receive the Trustees’ reports (in particular the annual report) and to acknowledge the Trust’s audited annual accounts.

2.3 The Members have responsibility for appointing and removing Trustees. This will be undertaken in accordance with any policy or practice adopted by the Trust Board from time to time.

2.4 In light of the Members’ fiduciary duty, Members are required to act in good faith, in the best interest of the Trust and must comply with the Members’ and **Trustees’ Code of Conduct** adopted by the Trust, which, for ease of reference, is appended to this Scheme of Delegation.

## 3. Role of Trustees

3.1 The Trustees have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and maintaining of the Academies (which includes taking existing schools into the Trust and opening new schools). The Trustees have the power to direct change where required.

- 3.2 Whilst a significant amount of authority is delegated to others, the Trustees and the Trust Board collectively will continue to have the necessary strategic and legal oversight of the Trust and will monitor all activities; determining the strategic direction of the Trust, assessing the performance of the Academies and establishing and reviewing the policies and practices governing the life of the Academies.
- 3.3 There are no “terms of reference” for the Trust Board, as the detail for the organisation of meetings of the Trustees is set out in the Articles of Association. These determine meeting frequency, quorum and the appointment of a chair and vice chair. For ease of reference, the Trust Board is required to meet at least 3 times a year and quorum for any meeting is the greater of 3 and a third of the Trustees appointed at any one time.
- 3.4 All Trustees must comply with the **Trustee Code of Conduct** adopted by the Trust which, for ease of reference, is appended to this Scheme of Delegation.

#### 4. Role of Governors

- 4.1 The role of a Governor within the Trust is an important one. In developing a governance structure, the Trust has sought to ensure that, as much as possible, 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. This recognises that accountability remains with the Trustees. The Trust Board has established regional Academy Councils where appropriate for both London and Peterborough, in each case focussed on either mainstream education or specialist provision.
- 4.2 The benefit of this arrangement is that it:
- 4.2.1 encourages efficient and effective use of Governor time and skills, leading to more strategic and robust local governance;
  - 4.2.2 encourages sharing of expertise, knowledge and good practice within and across the regional hubs for the benefit of a wider group of learners; and
  - 4.2.3 reduces the number of Governors needed, which alleviates pressure and the usual struggle to recruit additional Governors to populate individual Academy Councils whilst at the same time allowing Governor Panels to be drawn from a broader contingent.
- 4.3 Individual Governors will be identified to lead on the key areas of responsibility for the Academy Councils:
- 4.3.1 Pupil outcomes;
  - 4.3.2 Safeguarding;
  - 4.3.3 Health & Safety (including the well-being of pupils and staff);

4.3.4 Financial Probity.

4.4 Each Academy Council will also elect its equality and diversity champion.

4.5 Those serving on an Academy Council (or Governor Panel) are accountable to the Trustees and must ensure that at all times they act in good faith and in the best interests of the Academies and the Trust, exercising reasonable care and skill having particular regard to personal knowledge and experience.

4.6 As a matter of general principle, the Academy Councils will adopt and will comply with all policies adopted by the Trust Board and will comply with any direction issued by the Trust Board and have regard to any advice given.

4.7 For the purposes of contracting with third parties, the Headteacher of each Academy has authority to act to fulfil their responsibilities and make the decisions they are authorised to make as set out in the Leadership and Governance Decision Planner and the Trust's Financial Regulations Manual (which will be compliant with the Education & Skills Funding Agency's **Academy Trust Handbook**). Decisions of the Academy Council will be implemented by the Academy Headteacher and the senior leadership teams in the Academies.

4.8 All Governors must comply with the **Governor Code of Conduct** adopted by the Trust, which, for ease of reference, is appended to this Scheme of Delegation.

4.9 Terms of Reference regulating the composition of an Academy Council and how it conducts business are also appended to this Scheme.

## 5. Committees and Further Delegation

5.1 Terms of Reference for the other committees established by the Trustees, i.e. the Finance, Risk and Audit Committee and the Educational & Curriculum Standards Committee are appended to this Scheme of Delegation.

5.2 The Academy Councils are not expected to establish any sub-committees but 'task and finish' groups may be identified as necessary (e.g. short-term working parties for specific projects or issues, such as a staff reorganisation at a particular Academy). One such 'task and finish' group would be a Team Around the School to support the rapid improvement that may be needed in any Academy and to hold the Academy to account in delivering their Rapid Improvement Plan. In this respect, please see the Appendix: Route Map to Standards.

5.3 Those to whom delegated responsibility is given must acknowledge the limitations on their authority and must not act outside of their authority. Any wilful disregard of the matters expressed in this Scheme and in particular the relevant Terms of Reference is likely to lead to a removal of delegated authority. No alteration of the Articles or change to the Scheme or removal of delegated authority shall invalidate any prior act of the Academies' Headteacher and senior leadership team which would have been valid if that alteration or withdrawal had not been made.

5.4 As a matter of general principle, the Academy Councils and the Headteacher and senior leadership teams in the Academies more generally will adopt and will comply with all policies adopted by the Trust Board and will comply with any direction issued by the Trust Board from time to time and have regard to any advice given by or on behalf of the Trust Board.

## 6. Executive Team

6.1 The “**Executive Team**” is the executive arm of the Trust Board, focusing on operations and resources (including HR, finance and policies) and supporting the educational performance of the Academies. It operates under the leadership and direction of the “**Chief Executive Officer**”. The Deputy CEO/Chief Operating Officer (which role also includes or line manages the “**Chief Financial Officer**” responsibilities) and the Director of Education will be members of the Executive Team. The Executive Team is supported by a larger “**Strategic Leadership Team**”, which includes the Academy Headteachers and other executive officers. The Executive Team reports to the Trust Board and is responsible for implementing Trustee decisions.

6.2 The Chief Executive Officer will be the “**Accounting Officer**” for the Trust, responsible to Parliament and to the Education & Skills Funding Agency’s accounting officer for the financial resources under the Trust’s control and for assuring Parliament of high standards of probity in the management of public funds, particularly regularity, propriety and value for money. The Chief Executive Officer will attend Trust Board meetings and provide a report to the Trustees, but will not serve as a Trustee (or Director) on the Board itself.

6.3 The cost of the functions undertaken by the Executive Team and the broader Strategic Leadership Team (the latter to the extent the cost is not borne from the Academy’s budget) are generally funded on a fair and equal basis by the Academies by the contribution of a percentage of the government funding provided for each Academy (the “**Central Services Charge**”). This contribution will be set each year against a budget for the shared costs approved by the Trust Board. The percentage may vary according to the level of activity carried out by the Executive Team. Additional funding received by the Trust from other sources (such as government grants and income received from other schools and organisations in return for traded services) will contribute directly to the shared costs and will offset the Central Services Charge required from the Academies. An Academy may be asked to reimburse any third party costs payable to consultants where additional support has been agreed or has been necessary.

## 7. Financial Delegation

7.1 The Trust’s financial procedures and authorisations are set out in the “**Financial Regulations Manual**”, a copy of which is appended to this Scheme of Delegation. Except as provided for in this Scheme of Delegation and subject to the requirements and restrictions set out in the Financial Regulations Manual, budget responsibility is delegated to the respective Academy and expenditure

will be authorised (in so far as necessary) and monitored by the Academy Headteacher.

- 7.2 No Trust or Academy monies (whether or not authority to expend has been devolved to the Academy) shall be paid into any bank account other than a bank account authorised by the Trust's Chief Financial Officer.
- 7.3 The Trust is required to have in place systems to identify and properly manage risk. These systems will be reviewed and monitored by the Finance, Audit and Risk Committee. The Academy is expected to comply with any policy or guidance issued by the Trust (and the Principal Regulator) and to ensure that proper procedures are put in place for the safeguarding of funds, including any voluntary funds or charitable funds obtained through fund-raising activities.
- 7.4 Whilst the Chief Executive Officer remains accountable for the standards in each of the Academies, the Academy's Headteacher will be responsible for standards in their Academy and the proper management of the Academy's budget, reporting to the Executive Team and in turn the Trust Board. Headteachers will ensure compliance with the Trust's Financial Regulations Manual and will notify a relevant member of the Executive Team as soon as reasonably practicable of the occurrence of any event or happening of any circumstance which might expose the Trust or the Academy to any loss or claim, including, but not limited to, any event which might be covered by the ESFA's **Risk Protection Arrangement** scheme.
- 7.5 The Trust Board will have regard to the interests of all the Academies in deciding and implementing any policy (including policies dealing with pooling of GAG, reserves, contingencies and third party income) or exercising any authority in respect of any one or all of the Academies for which it is responsible. Notwithstanding this, the priority for the Trust Board is to put in place measures to ensure that any of the Academies are supported when the need arises and remain financially viable. Where this may have a significant financial impact on the funding of the support provided by or on behalf of the Trust Board, any policy shall first be discussed with the Strategic Leadership Team and the Academy Councils and their views taken into account and considered in relation to the setting and implementation of any such policy.

## **8. Personnel**

- 8.1 All staff employed by the Trust or in connection with any Academy or Academies are employees of the Trust.
- 8.2 The Trust is required to adopt and ensure the consistent implementation of a series of HR policies and practices. The responsibility for the appointment and performance management of staff is set out in the Leadership and Governance Decision Planner.

- 8.3 Any changes proposed to be made by the Academy's leadership team to the staffing structure operated within the Academy must be approved first by the Director of Education, who will consult the Chief Operating Officer.
- 8.4 Whilst the management of any claims and disputes involving staff (other than senior leaders) are expected to be dealt with at the local level in accordance with the Trust's Disciplinary Policy, the Executive Team should be kept informed and any advice or guidance issued by or on behalf of the Trust Board should be followed.

## **9. Premises**

- 9.1 The day to day maintenance and care of the buildings and facilities used in respect of the Academies is the responsibility of the Academy's Headteacher, who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Trust (and/or any others) as owner of such buildings and facilities.
- 9.2 The Trust is required to have and to keep under review a long term estate management strategy that will identify the suitability of buildings and facilities in light of anticipated curriculum needs and projected pupil numbers. The Academy Councils will advise on any long term strategic need and will liaise with the Executive Team to manage the availability of any capital investment and the monitoring of the Trust's capital priorities. Any significant capital project will be authorised and managed by the Chief Operating Officer.
- 9.3 No disposal or acquisition of land will be undertaken without the consent of the Trust Board. Temporary use and short term lettings will be managed by the Academy's Headteacher, subject to any lettings/third party income policy issued by the Trust from time to time.

## **10. Regulatory Matters**

- 10.1 The responsibility to ensure that the Academy complies with all legal obligations and operates in accordance with any statutory guidance is a shared responsibility of the Trustees and the Governors, as well as the Executive Team and the Academy's Headteachers.
- 10.2 The Academy Councils have authority to determine any appeals against admission and any decision by a Headteacher to exclude any pupil, as well as appeals relating to complaints regarding individual schools and HR processes, as appropriate.

## **PART 4: SUPERVISION AND INTERVENTION: ACCOUNTABILITY**

1. Notwithstanding the level of delegated responsibility to Academy Councils and Academy Headteachers, the Trustees remain legally responsible and accountable for all matters in connection with the Academies and they are required to have systems in place through which they can assure themselves of quality, safety and good practice in the Academies.
2. Underpinning this accountability is a requirement for transparency and openness, both in terms of the communication of expectations and the reporting of activities and outcomes. It is the responsibility of all to ensure this is achieved, with reporting taking such format as the Trust Board shall require from time to time.
3. As well as the legal or financial implications of any failure or wrongdoing, the reputational damage to the Trust and its Academies is a significant risk and concern.

### **Safeguarding**

4. As the day-to-day responsibility for the running of the Academy is delegated to the Headteacher, the Trustees are removed from the operational risks and thus require the Academy to notify the Executive Team of the following:
  - 4.1 any event leading to loss of life or critical injury on the premises of the Academy or during an event off the premises organised or supervised by Academy staff or which involves a significant number of the Academy's pupils;
  - 4.2 any sexual or violent or illegal act against a child committed by any adult while on the premises of the Academy or by any member of staff under any circumstances;
  - 4.3 any significant safeguarding issue which carries the risk of reputational damage and involves or might reasonably involve the authorities, including the police, the LADO, the Counter Terrorism Unit (or any similar body), the local authority and/or the Secretary of State for Education;
  - 4.4 the suspension or summary dismissal of any member of staff;
  - 4.5 any event that requires a report to the Health and Safety Executive or that results in the service of a legal notice on the Academy alleging a breach of fire or health or safety law or regulations;
  - 4.6 any event that leads or might lead to the imminent closure of the Academy;
  - 4.7 any event that requires a formal hearing by a panel of representatives of the Academy, or that results in the service of a legal notice on the Academy alleging a breach of employment law or regulations;
  - 4.8 notification of any Ofsted inspection and circulation of any draft Ofsted report.

## Standards

5. Whilst the responsibility for the educational performance of the Academies rests with the Chief Executive Officer, the day-to-day oversight of standards is the responsibility of the Director of Education, overseen by the Academy Councils.
6. Where weaknesses are identified, either as a consequence of a fall in standards, a failure of governance and/or leadership, or where there is any financial wrongdoing, the Trust Board expressly reserves the unfettered right to intervene and to review or remove any (or indeed all) power or responsibility conferred on the Academy Council under this Scheme of Delegation. Alternatively, the Executive Team may form a short term working party called a 'Team around the School' to support the rapid improvement that may be needed in any Academy and to hold the Academy to account in delivering their Rapid Improvement Plan. In this respect, please see the Appendix: Route Map to Standards.
7. If, however, the Trustees resolve to suspend all delegated authority to an Academy Council in respect of a particular Academy, an executive or management board (a "Transition Board") will be established to fulfil the responsibilities of the Academy Council and to oversee the Academy's Headteacher and school leadership team (until such time as normal delegated authority can be restored). Any decision to do so and any appointments to the executive or management board will be that of the Trust Board, on the advice of the Chief Executive Officer. The terms of reference for any management arrangement (or Transition Board) are set out below.
8. The terms of reference for any Transition Board are as follows:
  - 8.1 The purpose of the Transition Board is to support the integration of the Academy into the Trust where the need for support has been acknowledged and to support the rapid turnaround of the Academy where significant weaknesses have been identified.
  - 8.2 The Transition Board will perform the functions of the Academy Council and will have authority to act in supporting the Academy's leadership, having regard to any advice of the Director of Education or the Chief Executive Officer.
  - 8.3 The Transition Board shall meet at least twice a term, more if necessary, and shall report to the Chief Executive Officer if they are not part of the Transition Board.
  - 8.4 The Director of Education and the Chief Executive Officer may be appointed to the Transition Board, but if not, they shall attend all meetings.
  - 8.5 The Transition Board will ensure that the Academy improvement or action plan is being implemented and will advise on any issues arising focussing on 5 key areas of action: leadership, pupil outcomes, budgets, staffing structures and systems and processes.
  - 8.6 Those appointed to the Transition Board must have capacity to be able to engage proactively with the Academy's senior leadership team and have the relevant skills and experience to secure change. Appointments are not expected to be for a term

exceeding 12 months. The Trust shall consider whether any of the roles on the Transition Board should be remunerated.

- 8.7 Those appointed to the Transition Board are required to adhere to the Trustees Code of Conduct.
- 8.8 A Transition Board is not intended to be a long-term arrangement and the objectives and effectiveness of the Transition Board will be reviewed after 12 months.
- 8.9 The Transition Board will assist with the communication of the Trust's vision for the Academy and will engage with parents and stakeholders to restore confidence in the Academy.
9. In concluding its work, the Transition Board will make whatever recommendations it feels would be helpful to secure the Academy's long-term improvement and will assist with the transition of the Academy coming under the governorship of the relevant Academy Council.
10. Appropriate steps will then be taken to manage any situation, communicating as appropriate in the circumstances (having regard to the fundamental principle of transparency and openness). This may involve a visit to the Academy.

#### **Building Effective Relationships**

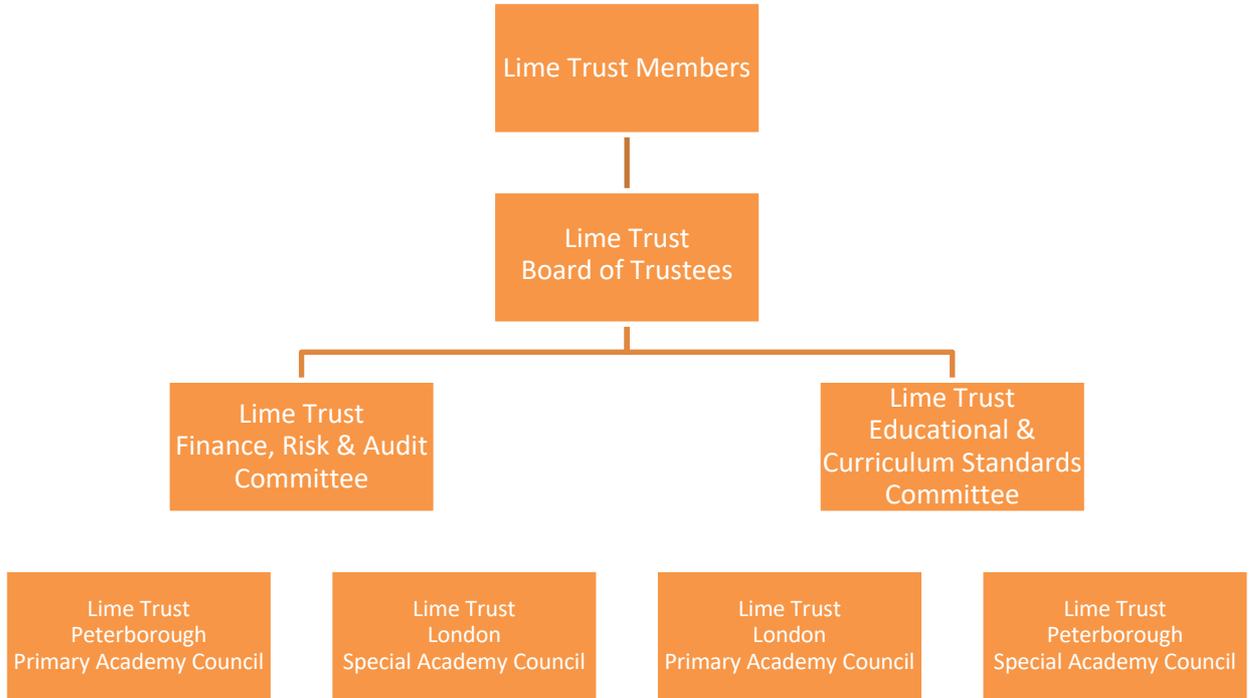
11. Notwithstanding the above, the Trust Board and the Academy Councils acknowledge the value of maintaining a good working relationship, particularly in light of the levels of delegated responsibility within the Trust and the impact this may have on the ability of the Executive Team to react when standards are falling and/or there is evidence of financial imprudence exposing the Academy or the Trust to a threat of external intervention. The Trust Board and the Academy Councils in such circumstances make the following commitments to each other:
  - 11.1 to discuss openly any weaknesses or any situation which may in the opinion of either potentially lead to a threat of intervention by Ofsted, the Regional Schools Commissioner or the Secretary of State for Education as the Principal Regulator;
  - 11.2 to use all reasonable endeavours to agree the measures to be taken to improve standards and the performance of the Academy and to support each other in the implementation of those measures;
  - 11.3 to allow each other the opportunity to effect improvements at the Academy, provided such steps do not seek to undermine the collaborative and respectful approach being adopted by each;
  - 11.4 the Trust Board shall not exercise any power to suspend or remove an Academy Headteacher without first discussing with the Chair of the Academy Council, the Chief Executive Officer and the Director of Education the need to ensure that such power is being exercised appropriately and proportionately.

**12.** To ensure two-way communication and encourage the sharing of best practice, the Executive Team will also support and facilitate the following:

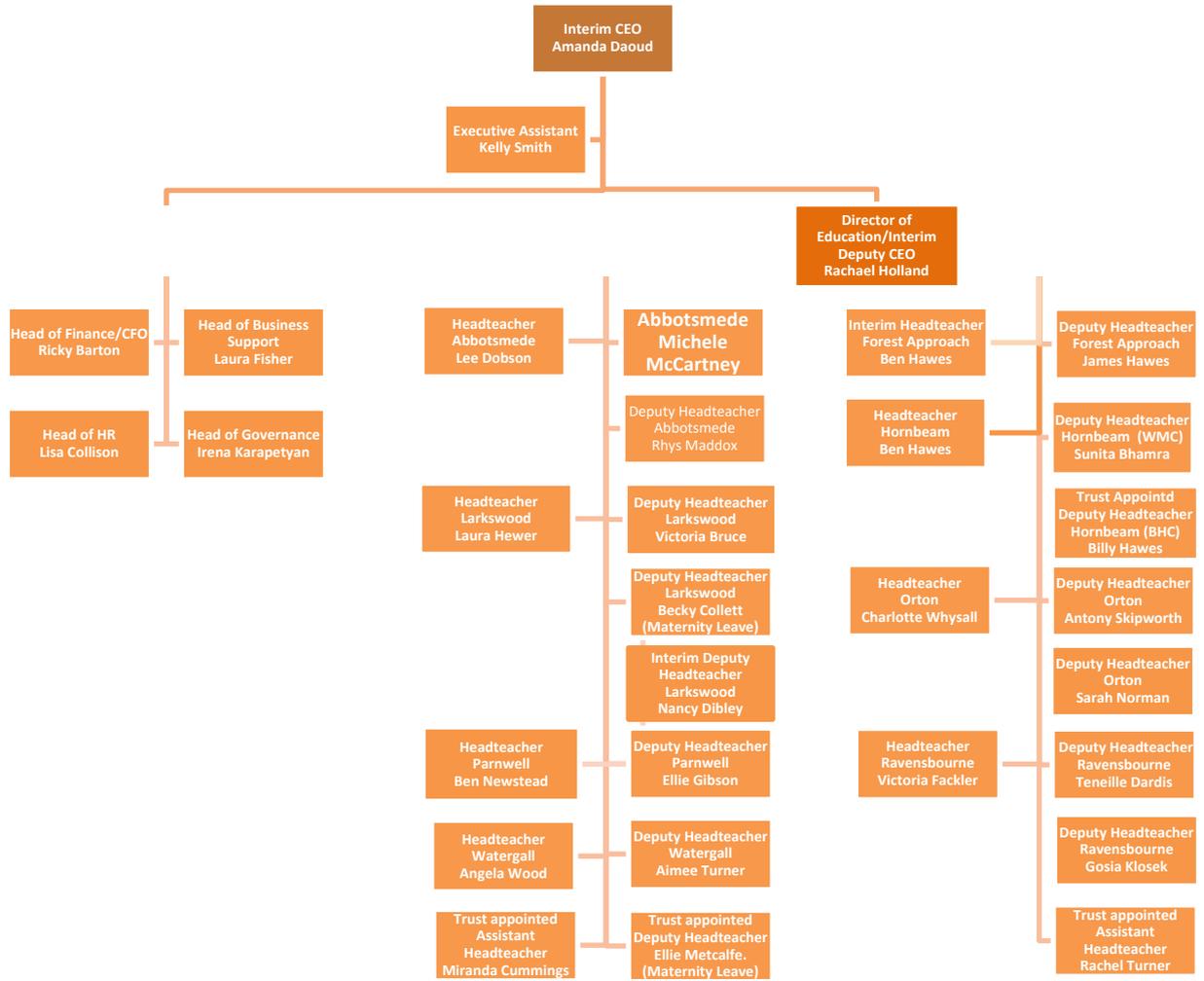
- 12.1 Weekly meetings between Director of Education and Headteachers;
- 12.2 Weekly meetings of the Executive Team;
- 12.3 Half termly meetings between the CEO, Headteachers and the Executive Team;
- 12.4 At least an annual meeting between the Executive Team, the Chairs of the Academy Councils together with the Chair of the Trust and the Chairs of the Board Committees;
- 12.5 At least an annual meeting of the Safeguarding Lead Governors and Trustee and the senior Designated Safeguarding Lead from each Academy

# LIME TRUST GOVERNANCE STRUCTURE CHART

## Members, Trustees, Committees & Academy Councils



# LIME TRUST LEADERSHIP STRUCTURE CHART



## LIME TRUST SUMMARY TABLE OF KEY DELEGATED GOVERNANCE RESPONSIBILITIES

Members	Trustees	Local Academy Council
<ul style="list-style-type: none"> <li>• determine constitution and agree charitable purpose</li> <li>• oversee the Trustees and ensure the effectiveness of the Trust Board</li> <li>• recognise any strategic partnerships</li> <li>• delegate day to day governance and management responsibility to the Trustees</li> <li>• appoint (and remove where necessary) Trustees</li> </ul>	<ul style="list-style-type: none"> <li>• hold governance accountability</li> <li>• decide the Trust's strategic vision and overarching strategic plan</li> <li>• provide strategic leadership and governance</li> <li>• provide challenge and support to strategic personnel and senior leaders</li> <li>• decide strategic and operational policies</li> <li>• facilitate collaboration between schools</li> <li>• support and oversee shared services and resources</li> <li>• decide and oversee the implementation of Trust development plan and Academy action plans</li> <li>• approve performance benchmarks</li> <li>• oversee Trust curriculum priorities</li> <li>• approve overall Trust budget and Academy budgets</li> <li>• oversee financial governance and risk management</li> <li>• decide Trust financial policies</li> <li>• ensure appropriate insurance or risk cover is put in place</li> <li>• undertake recruitment and performance management of senior members of the executive team</li> <li>• ensure there is a strategy for the recruitment and retention of staff and oversee the development and implementation of policies and programmes for staff training and professional development</li> <li>• support the development and building of leadership and governance capacity at school level</li> <li>• decide on a Trust wide site and asset management strategy</li> <li>• oversee any significant capital expenditure and building projects</li> <li>• approve of all funding applications</li> <li>• decision maker for all appeals unless it is deemed appropriate to delegate this to local Academy Council Governors</li> </ul>	<ul style="list-style-type: none"> <li>• decide the regional strategic plan and curriculum priorities, safeguarding each Academy's distinctiveness and unique character, in harmony with the Trust's strategic vision and ethos</li> <li>• support the Chief Executive Officer, Director of Education and the Academy Headteachers generally and with specific emphasis on target setting, pupil monitoring and analysing progress data against Trust targets</li> <li>• support the fulfilment of any Academy action plan, focussing particularly on funding and resources necessary to meet the required performance targets</li> <li>• ensure each Academy operates safely, complying with appropriate health &amp; safety responsibilities</li> <li>• oversee expenditure in accordance with appropriate authorisations</li> <li>• promote collaboration with other schools in the Trust</li> <li>• contribute to the development and review of school policies (e.g. admissions, pupil behaviour, safeguarding) as needed</li> <li>• provide advice and feedback to the Trustees and Executive Team, ensuring the Academy is meeting the needs of its community</li> <li>• undertake all and any appropriate community consultation</li> <li>• provide a point of contact for parents, carers and other members of the local community, maintaining an effective link to the wider community</li> <li>• ensure the Trust and the Academies deliver on the commitments to prioritise staff welfare and well-being, as well as oversee programmes for staff development and mentoring</li> <li>• monitor its own training and development so that knowledge, skills and behaviour are in line with good practice and the Academy Council continues to contribute to the success of the Academies and the wider Trust</li> <li>• Academy Council Governors also have the important role of participating in Headteacher Performance Management Review panels, panels for disciplinary and grievance hearings and appeals, exclusion and admission appeals, and complaint hearings unless otherwise directed by the Trust</li> </ul>

## LIME TRUST LEADERSHIP AND GOVERNANCE DECISION PLANNER

This decision planner is designed to work in conjunction with the formal Scheme of Delegation adopted by the Trust. It provides a quick reference guide to how some of the important decisions within the Trust are to be made. Any discrepancies between this document and the Scheme of Delegation shall be construed in favour of the Scheme of Delegation, which will take precedence. The different levels of delegated power are listed below but it should be noted that not every task requires all levels of delegated power to be defined:

- Approve (App)
- Propose (Pro)
- Develop (Dev)
- Monitor (Mon)
- Consulted (Con)
- Implement (Imp)

The governance and management layers within the Trust are identified as follows:

1. Trust Members ( the “**Members**”)
2. Trust Board of Trustees (the “**Board**”)
3. Academy Councils (the “**Academy Council**”)
4. Trust Chief Executive Officer (or assigned member of the Executive Team such as the COO and the Directors of Education) (“**CEO**”)
5. Headteacher/Head of School (“**HT**”)

	Task	Members	Board	Academy Council	CEO	HT
1.	<b>Governance and Vision</b>					
1.1.	Approve any changes to Trust Articles of Association	App	Pro			
1.2.	Approve any changes to Trust Scheme of Delegation		App	Imp	Dev/Pro	Imp
1.3.	Establish or merge Academy Councils		App	Con	Pro	Con
1.4.	Establish Trust Committees and determine terms of reference		App		Pro	
1.5.	Establish “task and finish” group			App	Mon	
1.6.	Appoint Members	App			Con	

	Task	Members	Board	Academy Council	CEO	HT
1.7.	Remove Members	App	Pro/Con			
1.8.	Appoint Chair of Trust Board	Mon	App			
1.9.	Appoint Trustees	App	Pro		Con	
1.10.	Remove Trustees	App	Pro/Con			
1.11.	Appoint Chair of AC		Con/App	App	Con	
1.12.	Remove Chair of AC		App	Con	Con	
1.13.	Appoint Governors		Con	App	Con	Con
1.14.	Remove Governors		App	Pro	Con	Con
1.15.	Appoint (and remove) Clerk to Trust Board		App		Pro	
1.16.	Appoint (and remove) Clerk to AC		Mon	App	Pro	
1.17.	Trustee skills audit and governance reviews	Mon	App		Imp	
1.18.	Governor skills audit		Mon	App	Con	
1.19.	Approve Trustees/Governor Expenses Policy	Mon	App		Imp	
1.20.	Manage Conflicts of Interest	Mon	App	Imp		
2.	<b>Finance</b>					
2.1.	Trust & Academy Financial Regulations and Procedures	Mon	App	Imp	Dev/Pro	Con
2.2.	Appoint Trust auditors	Mon	App		Imp	
2.3.	Approve Trust Budget		App		Dev/Pro	Con
2.4.	Trust Annual Accounts	Mon	App		Imp	

	Task	Members	Board	Academy Council	CEO	HT
2.5.	Trustees Annual Report	Mon	App		Con	Con
2.6.	Undertake financial efficiency review (across the Trust)		App		Dev/Imp	Con
2.7.	Undertake financial efficiency review (within the Academy)		Mon	Mon	Con/Pro	Imp
2.8.	Compile and review Trust Risk Register	Mon	App		Imp	Con
2.9.	Trust Academies Accounts Returns to ESFA		App		Imp	
2.10.	Response to Auditor's Management Letter		App		Imp	
2.11.	Academy Budget Plan		Mon/App p	Pro	Con	Imp
2.12.	Academy Accounts Return to ESFA		Mon/App p	Mon	Imp	Con
3.	<b>Strategy, Performance and Expansion</b>					
3.1.	Trust Strategic Plan	Mon	App	Con	Dev/Pro	Con/Imp
3.2.	New, converter or sponsored academies joining MAT		App	Con	Pro/Imp	Con
3.3.	Academy expansion and/or change in age		App	Pro	Pro/Imp	Pro/Imp
3.4.	Determine overall effectiveness of Academy		Mon	App	Mon	Pro/Imp
3.5.	Academy Performance Targets		Mon	App	Pro/Con	Con/Imp
3.6.	Academy Development Plan		Mon	App	Pro/Con	Con/Imp
3.7.	Academy Action Plan/School Improvement Plan		Mon	App	Pro/Con	Con/Imp

	Task	Members	Board	Academy Council	CEO	HT
3.8.	Intervention/Establish Transition/IEB Board		App	Con	Pro/Imp	Con
3.9.	EYFS Policy		Mon	App	Con	Pro/Imp
3.10.	EYFS Plan & Quality of Provision		Mon	App	Con	Pro/Imp
3.11.	SEN Policy		Mon	App	Con	Pro/Imp
3.12.	SEN Plan & Quality of Provision		Mon	App	Con	Pro/Imp
3.13.	Teaching & Learning Policy		Mon	App	Con	Pro/Imp
3.14.	Curriculum Policy		Mon	App	Con	Pro/Imp
3.15.	Sex Education policy		Mon	App	Con	Pro/Imp
3.16.	Religious Education policy		Mon	App	Con	Pro/Imp
4.	<b>Staffing</b>					
4.1.	Determine Trust executive staff structure and grades		App		Pro/Imp	
4.2.	Determine Academy staff structure and grades		App	Pro/Con	Con/Pro	Pro/Imp
4.3.	CEO appointment	Mon	Imp			
4.4.	Executive Team appointments		Mon		App	
4.5.	Academy Executive Headteacher/Headteacher/Head of School appointments		App	Con	Con/Pro	
4.6.	Academy teaching and support staff appointments		Mon	Con	Con	Imp
4.7.	Performance management of CEO		Imp			
4.8.	Performance Management of Executive Team/Executive		Mon	Mon	Imp	

	Task	Members	Board	Academy Council	CEO	HT
	Headteacher/Headteacher/Head of School/SLT					
4.9.	Suspension of CEO/Executive Team/Executive Headteacher/Headteacher/Head of School		App	Con	Pro	
4.10.	Dismissal of CEO/Executive Team/Executive Headteacher/Headteacher/Head of School		App	Con	Pro	
4.11.	Suspension and dismissal of other teaching and support staff		Mon	Mon	Con	Imp
4.12.	Redundancy of staff		App	Con	Pro/Con	Pro/Imp
4.13.	Staff restructure		Mon	Con	Pro/Con	Pro/Imp
5.	<b>Land and Contracts</b>					
5.1.	Asset Management Strategy and insurance/risk protection	Mon	App	Con	Pro	Imp
5.2.	Health & Safety plus safeguarding Policy & Review	Mon	App	Con	Con	Imp
5.3.	Condition Surveys		App	Con	Pro	Imp
5.4.	Expansion and Redevelopment Works		App	Con	Pro	Con/Imp
5.5.	Leases		App	Con	Pro	Con/Imp
5.6.	Lettings and shared use		Mon	Mon	Con	Imp
5.7.	Strategic support and shared services		App	Con	Pro/Imp	Imp
6.	<b>HR and Policies</b>					
6.1.	Pay & Remuneration Policy		App	Con	Pro	Imp

	Task	Members	Board	Academy Council	CEO	HT
6.2.	Job Role Salary & Grading Policy		App	Con	Pro	Imp
6.3.	Changes to Employee Terms & Conditions or Collective Agreements		App	Con	Pro	Imp
6.4.	Performance Management & Appraisal Review Policy		App	Con	Pro	Imp
6.5.	Disciplinary Policy		App	Con	Pro	Imp
6.6.	Grievance Policy		App	Con	Pro	Imp
6.7.	Capability Policy		App	Con	Pro	Imp
6.8.	Whistle-blowing Policy		App	Con	Pro	Imp
6.9.	Re-structuring & Redundancy Policy		App	Con	Pro	Imp
6.10.	Employee Health & Safety Policy		App	Con	Pro	Imp
6.11.	Academy times, terms and holidays			App	Con	Pro/Imp
6.12.	Adoption and review of Non HR Statutory Policies		Mon	App	Con	Pro/Imp
6.13.	Exclusions			Mon/App		App
6.14.	Appeals against Permanent Exclusion			App		Imp
6.15.	Complaints		Mon	Mon	Mon	Imp

## LIME TRUST FINANCIAL REGULATIONS MANUAL

This manual should be read in conjunction with the ESFA Academy Trust Handbook in effect at the time.

### Budgeting and Reporting

Role	Value	Delegated Authority	Method	Review Period
Budget setting process		CEO and Headteacher	Agree academy improvement priorities	Annual
		Headteacher and executive team	Draft budget plan	Annual
		CEO/COO and Headteacher	Agree budget plan	Annual
		Trust Board	Approval and overall monitoring	Annual
Budget holders' responsibilities	As per the individual budgets	Headteacher, SLT and other budget holders	Budget monitoring is the responsibility of the budget holder and must not be overspent at any time during the year, unless through prior agreement from the appropriate authorisation level.	Monthly
Monthly Management Accounts		School Finance Leader and Headteacher with Head of Finance and Finance Co-Ordinator	All transactions to be processed and reconciled by the academies' finance staff for the timely checking and production of the monthly management accounts and governors reports as per the Financial Timetable.	Monthly
General Journals	Up to £10,000	SLT, Finance Staff, Executive Team	To be filed at the centre and signed off by one of the executive team.  If a member of the executive team has processed the journal it must be signed by another member of Executive team or Central Finance Team.	As necessary
	Over £10,001	SLT, Finance Staff, Executive Team	As above but must be signed by CEO/COO/CFO	As necessary
ESFA Reporting		Headteacher, CEO/COO/Head of Finance/Accounting Officer in conjunction with the Trust's Auditors	An annual Financial Reporting Timetable will be released by the ESFA. Dates and requirements will be included on this timetable.	As necessary to ensure compliance

## Income

Role	Value	Delegated Authority	Method	Review Period
Collection and receipt of cash and cheques	Any	Finance Leaders or delegated administration assistant	Cash must be receipted by the person with delegated authority and recorded in the appropriate ledger. All on site cash and cheques must be locked in the safe until banking.	Daily
Sales invoices	Up to £15,000	Finance Leaders	All sales invoices must be processed through the financial management system and issued in a timely manner.	As required
	Over £15,001	As above, plus Headteacher or school SLT	Headteacher/Head of Finance/COO to authorise the issuing of sales invoices above £15,001, and then as above.	As required
Banking of cash and cheques	Any	Finance Leaders or delegated administration assistant	Cash and cheques should be banked on a regular basis and cash should not be allowed to accumulate above £3,000. Banking should be checked and agreed by another member of staff before being banked and should relate back to receipts issued.	As required
Reconciliation of bank accounts		Finance Leaders and/or Head of Finance	Bank accounts should be reconciled at least monthly by someone other than the person doing the banking. Bank reconciliations should then be signed, dated, and filed.	Monthly

## Purchases and Payments

Role	Value	Delegated Authority	Method	Review Period
Purchase orders	Up to £1,000	Headteachers (or their delegated authority i.e., Deputy, SBM or ASBM), budget holders and executive team	Must have at least <b>one verbal</b> quote. Orders should be written on approved purchase order form and authorised before being processed in the financial management system, and before order is placed with supplier. Approved paper-based orders should be entered into the financial management system by someone other than the person who approved the order.	Monthly
	£1,001 to £5,000	As above	Process as above but <b>one written</b> quote must be obtained and attached to order. It does not have to be an 'official' quote, an email from the company is sufficient for this.	Monthly
	£5,001 to £10,000	As above	Process as above with a <b>minimum two written</b> quotes must be attached to the order.	Monthly
	£10,001 to £25,000	As above but please notify the COO or CFO	Process as above with a <b>minimum three written</b> quotes attached to the order.	Monthly

	Over £25,001 to £75,000	Headteacher and a member of Executive Team	Process as above with a minimum of <b>three written quotes in response to formal specification.</b>	Monthly
	Over £75,000	Trust Board with Executive Team recommendation	<b>Full tender process supported by Executive Team</b>	Monthly
Payment by BACs (Per Company)	Up to £15,000	Two approvers required - Headteacher, SLT or executive team	These approvals will be electronic through the banking system.	As necessary
	£15,001 to £100,000	Two approvers as above PLUS confirmation from a member of Executive Team, or one from above and one from the executive team.	Two approvals will be made through the banking system and an additional confirmation in form of physical signature or email confirmation from the executive team if they were not involved in banking authorisation.	As necessary
	Above £100,000	As above PLUS confirmation from CEO/COO/CFO	As above with additional evidence the CEO, COO or CFO is aware of the payment	As necessary
<b>Role</b>	<b>Value</b>	<b>Delegated Authority</b>	<b>Method</b>	<b>Review Period</b>
Charge Card	Limited to £3k (individual transaction limit £500)	Headteacher, deputy and executive team	Must be kept in the safe when not in use. All transactions must be supported by a receipt. Orders should be approved only by card holder. Reconciliation should be checked by someone other than the person who places the orders.	Monthly
Standing orders and direct debits	As per limits for cheque of BACs payments	As per limits for cheque of BACs payments	As per limits for cheque of BACs payments	As necessary
Liabilities and Write-Offs	1% of total annual income or £45,000 (whichever is smaller) per single transaction.  Cumulatively, 2.5% of total annual income in any one financial year per category of transaction where notified by the Trust Board.  Otherwise cumulatively, 5% of total annual income in any one financial year	Headteacher/CEO/COO/CFO	Anything above these limits must be approved by Secretary of State through the ESFA	Annual

	per category of transaction.			
Purchase or sale of any freehold property	Any	Trust Board ESFA approval required	On recommendation of the CEO	Annual
Granting any leasehold or tenancy agreement	Any	Trust Board ESFA approval required	On recommendation of the CEO	Annual
Taking up any leasehold or tenancy agreement for more than seven years	Any	Trust Board ESFA approval required	On recommendation of the CEO	Annual --

### Wages and Salaries

Role	Value	Delegated Authority	Method	Review Period
Appointment of Staff	Up to senior leadership team	Headteacher and Head of HR		Annual
	Senior leadership team	Headteacher in consultation with CEO or COO		Annual
	Headteacher	Chair of Trust Board on the recommendation of the CEO or COO [following recommendation of the Head Appointments Panel]		Annual
Payroll Processing		Finance Leaders, HR, Headteachers and executive team	SLT to check monthly payroll and advise any necessary changes or adjustments. Monthly payroll and any changes must be authorised and signed off by the Headteacher or delegated deputy. Payroll reports and payments made will be checked and agreed by the finance team monthly.	Monthly
Contracts of employment		EPM or delegated administrator	All employee contracts need to be kept up to-date. Any contract changes need to be authorised by the appropriate authority level as per (Appointment of staff) required authority and filed in the staff member's file. These contracts will be periodically	As required

			checked by the responsible officer and the auditors.	
One-off Payments (e.g., in settlement of claims, ill health retirements, bonuses, and golden handshakes)	Any	Headteacher and CEO /COO/CFO	Paperwork to be held by Head of HR	

### Assets

Role	Value	Delegated Authority	Method	Review Period
Fixed Asset Register	£5,000	Business manager or on-site ICT staff member	All assets to the value more than £5,000, either individually or as a group, will need to be recorded in the Asset Register, except for IT, where all individual items over the value of £500 should be recorded.	Monthly and annually

## COMMITTEE TERMS OF REFERENCE: ACADEMY COUNCIL

### 1. Purpose

- 1.1 The Trust Board organises its academies in regional hubs (currently London and Peterborough) and delegates aspects of governance and the day to day oversight of school leadership to regional councils (referred to as the “**Academy Councils**”). A separate regional Academy Council has been set up for the mainstream and special schools in each regional hub as appropriate.
- 1.2 The purpose of the Academy Council is to provide local accountability and, in partnership with the Executive Team, day to day support and oversight of the relevant academies’ leadership teams.
- 1.3 The roles and responsibilities of the Academy Council are set out in the Table of Key Delegated Governance Responsibilities.
- 1.4 Governors will be expected to lead on the following four key areas of responsibility:
  - 1.4.1 Pupil outcomes;
  - 1.4.2 Safeguarding and (for mainstream schools only) SEND – the Safeguarding and SEND Lead for the Academy Council shall be Trust-appointed and not a Parent or Staff Governor to avoid any potential conflicts of interest. The Safeguarding Lead for the Academy Council will join the meeting of Safeguarding Leads as noted in Part 4 of the Scheme of Delegation;
  - 1.4.3 Health and safety;
  - 1.4.4 Financial probity;
- 1.5 Each Academy Council will also have an Equality and Diversity Champion who will ensure that all decision making of the Academy Council considers and takes account of the interests of the whole community.
- 1.6 The above Lead Governors will participate in a monitoring cycle involving meetings with relevant leaders and staff for their area of focus. The frequency of meetings will depend on the area of focus, but will not exceed one per school term.
- 1.7 In addition to the above areas of focus, Academy Council Governors also have the important role of participating in Headteacher Performance Management Review panels, panels for disciplinary and grievance hearings and appeals, exclusion and admission appeals, and complaint hearings.

### 2. Constitution

- 2.1 An Academy Council shall comprise of the following:
  - 2.1.1 Director of Education to serve on each of the Academy Councils;

- 2.1.2 One Staff Governor from each of the relevant Academies in the regional hub (it is not expected that this post will be filled by the Academy Headteachers), appointed following a skills-based appointment process led by the Trust Head of Governance, relevant Headteacher and Chair of the Academy Council;
  - 2.1.3 One Parent Governor from each Academy up to a maximum of three, appointed following a local appointment/election process incorporating a skills-based exercise led by the Trust Head of Governance, relevant Headteacher and Chair of the Academy Council; and
  - 2.1.4 A number of Trust-appointed Governors, the number being determined from time to time by the Trust Board and appointed following a skills-based appointment process led by the Trust Head of Governance, Director of Education and the Chair of the Academy Council.
- 2.2 Each of the Academy Headteachers in the regional hub will attend all Academy Council meetings and be involved in agenda setting, reporting and advising the Academy Council, but, as with the Executive Team at Trust Board level, will not be a formal member of the Academy Council and will not vote on any resolutions (nor will they need to declare any interest given their non-voting role). Deputy Headteachers may be asked to attend certain meetings to provide a report or support the Headteacher, but are not expected to attend as a matter of course.
- 2.3 There is no power to co-opt Governors to the Academy Council, but advisers (including other members of staff in the relevant academies) may attend meetings provided they do not take part in any decision making.
- 2.4 All Governors must undertake to uphold the object and mission of the Trust and must comply with the Governor Code of Conduct appended to the Scheme of Delegation.

### **3. Term of Office**

- 3.1 The term of office for any Governor shall be 4 years, with a review after 2 years (save that this time limit shall not apply to the Director of Education as an ex-officio appointment, who will serve for as long as they remain in office).
- 3.2 At the 2-year review point, the Head of Governance and Chair may arrange a meeting with the Governor to review their progress to date and agree on whether the appointment shall continue for the remainder of the 4-year term.
- 3.3 Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed or re-elected to the Academy Council.

### **4. Resignation and Removal of members of the Academy Council**

- 4.1 Governors shall cease to hold office if they resign their office, or are removed by the Trust Board (which the Trustees reserve the power to do without the need

to provide any reasons for removal). Any vacancy on an Academy Council will trigger an appropriate appointment or election.

- 4.2 Any person who would not be eligible to be a Trustee in accordance with the Trust's Articles of Association and Trustee Code of Conduct will not be eligible for appointment or election to the Academy Council and must resign from the Academy Council if they become ineligible. Details of eligibility to serve as a Governor are also set out in the Governor Code of Conduct.
- 4.3 If any Governor is also an employee of the Trust and ceases to be employed to work at the Academy or within the Trust, then they shall be deemed to have resigned from the Academy Council and shall cease to serve on the Academy Council automatically on termination of their employment.
- 4.4 Where a person who serves on the Academy Council resigns their office or is removed from office, that person or, where they are removed from office, those removing them, shall give written notice thereof to the Chair of the Academy Council, copied to the Clerk to the Academy Council.

## **5. Appointment of the Chair and Vice-Chair**

- 5.1 Subject to approval by the Trust Board, Governors shall each school year (typically at the first meeting of the year) elect a Chair and Vice-Chair from among their number (excluding anyone who is an employee of the Trust).
- 5.2 The Chair and Vice Chair will cease to hold office if they no longer serve as a Governor. The same person cannot hold more than one office.
- 5.3 The Clerk to the Academy Council shall act as chair during that part of any meeting at which the Chair and Vice Chair are elected.
- 5.4 Any election of the Chair and Vice Chair which is contested shall be held by secret ballot.
- 5.5 More details as to the role and responsibilities of Chairs are set out in the Governor Code of Conduct.

## **6. Meetings**

- 6.1 The minutes of the proceedings of a meeting of the Academy Council shall be drawn up and entered into a book (electronic or otherwise) kept for the purpose by the person authorised to keep the minutes of the Academy Council and shall be signed (subject to the approval of the members of the Academy Council) at the same or next subsequent meeting by the person acting as Chair thereof. The minutes shall include a record of:
  - 6.1.1 all appointments of Governors; and

- 6.1.2 all proceedings at meetings of the Academy Council, including the names of all persons present at each meeting.
- 6.2 The Chair shall ensure that copies of minutes of all meetings of the Academy Council shall be provided to the Chief Executive Officer as soon as reasonably practicable after those minutes are approved.
- 6.3 Subject to this Scheme of Delegation, the Academy Council may regulate its proceedings as Governors think fit, provided at all times that there is openness and transparency in matters relating to the Academy Council. The Academy Council is expected to meet at least once per half term but may meet more often if felt appropriate or if requested to meet by the Trust Board.
- 6.4 The Trust Board may direct the Academy Council to allow either Trustees or any member of the Trust's Executive Team to attend meetings of the Academy Council. Such persons may engage in discussion but will not be permitted to vote on any resolution of the Academy Council.
- 6.5 Meetings of the Academy Council shall be convened by the Clerk to the Academy Council. In exercising their functions under this Scheme of Delegation, the Clerk shall comply with any direction:
- 6.5.1 given by the Academy Council; or
- 6.5.2 given by the Chair or, in their absence or where there is a vacancy in the office of Chair, the Vice-Chair.
- 6.6 Any three Governors may, by notice in writing given to the Clerk, requisition a meeting of the Academy Council; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.
- 6.7 Each Governor shall be given at least seven clear days before the date of a meeting:
- 6.7.1 notice thereof and sent to each Governor at the email address provided by each Governor from time to time; and
- 6.7.2 a copy of the agenda for the meeting;
- provided that where the Chair or, in their absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the notice of a meeting, and the copy of the agenda thereof are given within such shorter period as they direct.
- 6.8 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received notice of the meeting or a copy of the agenda thereof.

6.9 A resolution to rescind or vary a resolution carried at a previous meeting of the Academy Council shall not be proposed at a meeting of the Academy Council unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

6.10A meeting of the Academy Council shall be terminated forthwith if:

6.10.1 the Governors so resolve; or

6.10.2 the number of Governors present ceases to constitute a quorum for a meeting of the Academy Council in accordance with paragraph 7.

6.11 Where in accordance with paragraph 6.10.2 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

6.12 Where the Academy Council resolves in accordance with paragraph 6.10.1 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Academy Council shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and it shall direct the Clerk to convene a meeting accordingly.

## **7. Quorum**

7.1 The quorum for a meeting of the Academy Council, and any vote on any matter thereat, shall be three. The proceedings of the Academy Council shall not be invalidated by any vacancy or any defect in the election, appointment or nomination of any Governor, providing the defect was not dishonestly made.

7.2 The Academy Council may act notwithstanding any vacancies, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or reporting to the Trust Board as to any vacancies.

7.3 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Academy Council shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every Governor shall have one vote.

7.4 Where there is an equal division of votes, the Chair shall have a casting vote in addition to any other vote they may have.

7.5 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Academy Council, shall be valid and effective as if it had been passed at a meeting of the Academy Council duly convened and held. Such a resolution may consist of several documents in the same form, each signed by

one or more of the members of the Academy Council and may include an electronic communication by or on behalf of the member indicating his or her agreement to the form of resolution providing that the member has previously notified the Academy Council in writing of the email address or addresses which the Governor will use.

- 7.6 Minutes of meetings of the Academy Council shall be published redacting any aspect which is confidential or it would not be appropriate to disclose in light of the Data Protection Act 2018.
- 7.7 Any Governor shall be able to participate in meetings of the Academy Council by telephone or video conference provided that the Governor has indicated prior to the meeting a wish to do so and has provided appropriate details to enable this and the meeting has access to suitable equipment. A meeting at which all participants are participating by video conference organised by an officer of the Trust (including the Clerk to the Academy Council) shall be deemed to take place at the Trust's registered office for the purposes of the minutes.

## **8. Notices**

- 8.1 Any notice to be given to or by any person pursuant to these Terms of Reference and more generally the Scheme of Delegation (including a notice calling a meeting of the Academy Council) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Scheme of Delegation, "address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 8.2 A notice may be given by the Academy Council to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Academy Council by the Governor. A member whose registered address is not within the United Kingdom and who gives to the Academy Council an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Academy Council.
- 8.3 A Governor present, either in person or by proxy, at any meeting of the Academy Council shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 8.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be

given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

## **COMMITTEE TERMS OF REFERENCE: FINANCE, RISK AND AUDIT**

1. The Trustees have the power to establish any committee to assist in the conduct of the business of the Trust. If a committee is to have decision making authority, the committee board must comprise a majority of Trustees, enabling a quorate decision to be made.
2. Details of the committees established by the Trust are noted in the Trust's Structure Chart appended to this Scheme of Delegation.
3. Where relevant, the following functions may be delegated to any committee or committees dealing with matters of finance, audit and risk.

### **Role of the Finance, Risk and Audit Committee**

4. The Finance Risk and Audit Committee is a sub-committee of the Lime Trust Board, responsible for ensuring that the Trust and its Academies has good financial governance and meets the requirements of the Academies Trust Handbook.

### **Membership and terms of office**

5. The membership of the Finance, Risk and Audit Committee is agreed by the Trust Board on an annual basis and can include relevant personnel who are not Trustees. The Chair of the Committee is also appointed by the Trust Board on an annual basis.

### **Meetings**

6. The Finance, Risk and Audit Committee meets at least once a term. The quorum for meetings is two Committee members, or one third of the total number of Committee members, whichever is higher. In the event of the Committee Chair not being available to chair a meeting, they will nominate a suitable Committee member to chair the meeting in their absence.

## **RESPONSIBILITIES**

### **Finance**

7. To ensure that the Trust Board is kept informed of all major financial issues concerning the Trust and its Academies, the overall Trust budget and those of the individual Academies, the management of funds against the budget, the benchmarking of financial performance and the heads of expenditure, the way funds are utilised (including value for money) and the way monies are secured.

8. To receive proposals from the Academy Councils for budget recommendations, and to recommend the annual budget for the Trust and the Academies to the Trust Board for approval.
9. To receive reports from the Executive Team and the Headteachers regarding the Trust's/Academies' finances. This will include reports on the monitoring of income against expenditure and proposals to revise forecasts for the year. The committee will work with the Executive Team and the Headteachers to make any recommendations to the Trust Board.
10. To monitor the production, timeliness and accuracy of key financial statements in response to both statutory and local requirements.
11. To support (recommending and advising) the Trust Board in developing and then implementing a reserves policy and to consider the impact of strain in individual Academy budgets.
12. To support (recommending and advising) the Trust Board in developing and then implementing the Financial Regulations Manual and associated procurement policy.
13. To review tenders for major contracts as specified in the Financial Regulations Manual. To approve or reject tender proposals or, where required, make recommendations to the Trust Board.
14. To recommend any changes in the Financial Regulations Manual, where significant, to the Trust Board. To review the operations of the Trust and the Academies in relation to the procedures shown in the Financial Regulations Manual. To work with the Headteachers to resolve breaches and to improve procedures as appropriate.
15. To monitor key financial and accounting systems and reviewing any audits of these or the general finances of the Trust and make recommendations to the Trust Board and/or the Academy Councils as appropriate.

#### **Audit and Risk**

16. Advise and report to the Trustees in relation to any organisational risks which might impede the development and implementation of a long term strategy for the success of the Trust. The Trustees shall consider any such advice given by the Audit Committee.
17. Support the Trustees in developing an organisational structure which reflects the Trust's values and enables the management systems, structures and processes to work effectively in line with legal requirements and to ensure sound financial management.
18. Support the Trustees in the formulation of financial and risk management policies for the Trust and the Academies for achieving the aims and objectives set out in the Trust's long term strategic vision.

19. Advise the Trustees on the adequacy and effectiveness of the Trust's systems of internal control and its arrangements for risk management, control and governance processes and securing economy, efficiency and effectiveness (value for money).
20. Regularly review the statement on internal control and make appropriate recommendation to the Trustees and when appropriate communicate messages and advice to the Academy Councils.
21. Support (and challenge when necessary) the Trustees and in particular the Chief Executive Officer (being the Trust's "accounting officer") to ensure they satisfy their duty as accounting officer to:
  - 21.1. Ensuring value for money;
  - 21.2. Ensuring regularity and propriety;
  - 21.3. Ensuring prudent and economical administration;
  - 21.4. Avoiding waste and extravagance;
  - 21.5. Ensuring the efficient and effective use of resources;
  - 21.6. Keeping proper accounts;
22. Establish and implement a system of financial and risk reporting by the Academy Councils, the Headteachers and Executive Team to the Trustees and to oversee that reporting to ensure that such a system complies with the Trust's legal obligations.
23. Review any financial and risk report prepared in respect of an Academy, advising the Trustees on any issues arising from it as well as making recommendations for future reports to sustain the integrity of the financial and risk management systems.
24. Advise on the formulation and implementation of a policy for the approval and signing of contracts, ensuring all contracts to be entered into by the Trust and the Academies are appropriate, have been authorised (or are within delegated authority) and do not expose the Trust or the Academies to undue risk.
25. Advise the Trustees on the appointment, reappointment, dismissal and remuneration of auditors (both external auditors and internal audit).
26. Monitor the effectiveness of auditors, including the use of auditor performance indicators.
27. Ensure effective coordination between auditors, so that a consistent method of audit is adopted across all Academies.
28. Ensure that additional services undertaken by auditors are compatible with the audit independence and objectivity.

29. Agree the work programme of internal audit including the checking of financial controls, systems, transactions and risks.
30. Consider the reports of the auditors and, when appropriate, advise the Trustees and the Academies of material control issues.
31. Monitor the implementation of agreed audit recommendations.
32. Advise on policies for the securing of the funds and assets of the Trust including by the prevention of loss through fraud and irregularity.
33. Ensure that all allegations of fraud and irregularity are appropriately investigated and control weaknesses addressed, working with the Executive Team and the Headteachers of the Academies, as appropriate.
34. Recommend the annual financial statements to the Trustees for approval.

## **COMMITTEE TERMS OF REFERENCE: EDUCATIONAL AND CURRICULUM STANDARDS**

1. The Trustees have the power to establish any committee to assist in the conduct of the business of the Trust. If a committee is to have decision making authority, the committee board must comprise a majority of Trustees, enabling a quorate decision to be made.
2. Details of the committees established by the Trust are noted in the Trust's Structure Chart appended to this Scheme of Delegation.
3. Where relevant, the following functions may be delegated to any committee or committees dealing with matters of education, curriculum and standards.

### **Role of the Educational and Curriculum Standards Committee**

4. The Educational and Curriculum Standards Committee is a sub-committee of the Lime Trust Board, undertaking detailed challenge and support around the Trust's approach to education, curriculum and standards by fulfilling the responsibilities outlined below. The committee will focus on pupil outcomes through interrogation of data, such as that provided by the Fischer Family Trust, look at predictions across the Trust academies, attendance and exclusions, with the objective of driving up standards.

### **Membership and terms of office**

5. The membership of the Educational and Curriculum Standards Committee is agreed by the Trust Board on an annual basis and can include relevant personnel who are not Trustees. The Chair of the Committee is also appointed by the Trust Board on an annual basis.

## **Meetings**

6. The Educational and Curriculum Standards Committee meets twice a year. The quorum for meetings is two Committee members, or one third of the total number of Committee members, whichever is higher. In the event of the Committee Chair not being available to chair a meeting, they will nominate a suitable Committee member to chair the meeting in their absence.

## **RESPONSIBILITIES**

### **Vision, ethos and Trust growth**

7. To support the actions of the Trust Board to develop and sustain a clear vision for the Trust.
8. To support the Trust Board in developing an organisational structure which reflects the Trust's values and enables the management systems, structures and processes to work effectively in line with legal requirements and to ensure sound financial management.

### **Strategy, monitoring and benchmarks**

9. To support the work of the Trust Board in supervising the effectiveness of the Trust Academies and Headteachers, ensuring there is regular reporting through the Chief Executive Officer and proper management of outcomes and objectives, intervening if necessary in accordance with the procedures set out in the Lime Trust Scheme of Delegation.
10. To ensure there is a comprehensive system of support for school improvement in place within the Trust Academies, emphasising the benefits of collaborative working across the Trust Academies and procurement efficiencies for common educational services and resources.
11. To monitor Lime Trust progress and attainment measures against national benchmarks on an annual basis.
12. To monitor the quality and effectiveness of Lime Trust Initial Teacher Education programmes e.g. School Direct; middle and senior leadership programmes, including NPQH and NPQSL; and bespoke training programmes with Ambition Leadership.

### **Standards and educational performance**

13. To provide guidance and input on educational and curriculum standards and performance as the Trust Business Plan is developed.
14. To monitor the implementation of the Trust Business Plan throughout the academic year, noting in particular any changes to the plan in response to new or unexpected circumstances.

15. To provide guidance and input into the setting of academic predictions for the Academies, and recommend agreed predictions to the Trust Board for approval.
16. To monitor progress against predictions throughout the academic year as in-year assessments are undertaken within the Academies, noting and reporting to the Trust Board in particular any causes for concern.

#### **Curriculum and enrichment**

17. To provide challenge and support around the Trust's approach to curriculum and assessment, ensuring that the Executive Team support the Trust Academies to take a proactive approach to engaging with changes put in place by central government over successive academic years.
18. To ensure that each Trust Academy has implemented the Lime Trust curriculum model and publishes on their website the names of the Trust's phonics and reading schemes.
19. To ensure that each Academy provides high-quality enrichment activities to pupils that are relevant to aspects of the curriculum, represent a good use of funds, and are delivered according to internal risk assessment and off-site visits policies.
20. To review data on pupil destinations, including performance against national benchmarks, championing a focus amongst school and central staff on ensuring that pupils move on to high-quality education providers, both as primary and secondary school leavers.

#### **Safeguarding**

21. To ensure that relevant aspects of personal development, behaviour and welfare are factored into lessons through channels such as Personal, Social and Health Education, Religious Education and tutor/pastoral groups, so that a strong culture of Safeguarding and well-being is embedded into the curriculum.

#### **Governance, Risk and Audit**

22. To make, or facilitate the making of, suitable appointments of individuals to serve on the Academy Councils, including removing such individuals who fail to fulfil expectations as set out in the Scheme of Delegation, and reporting any such appointments and removals to the Trust Board.
23. To advise the Trust Board in their role to determine and support the Chief Executive Officer in the implementation of educational policies and procedures, which it is intended will achieve a consistently high standard of education across the Trust, including Safeguarding; Standards and Educational Performance; and relevant Operational Matters.

# LIME TRUST STANDARDS ROUTE MAP

## Team Around the School



Who is involved:	Who is involved:	Who completes:	Who delivers:	Who decides:
<ul style="list-style-type: none"> <li>• Headteacher Self Evaluation</li> <li>• School Improvement Visit</li> <li>• School Improvement Status Report</li> </ul> <ul style="list-style-type: none"> <li>○ Headteacher</li> <li>○ CEO</li> <li>○ Director of Education</li> <li>○ Consultant</li> </ul>	<ul style="list-style-type: none"> <li>• Team Around the School</li> </ul> <ul style="list-style-type: none"> <li>○ Headteacher</li> <li>○ Executive Team</li> </ul>	<ul style="list-style-type: none"> <li>• Action Plan</li> </ul> <ul style="list-style-type: none"> <li>○ Headteacher</li> </ul>	<ul style="list-style-type: none"> <li>• Action Plan</li> </ul> <ul style="list-style-type: none"> <li>○ Headteacher</li> <li>○ School</li> </ul>	<ul style="list-style-type: none"> <li>• Outcome following action plan</li> </ul> <ul style="list-style-type: none"> <li>○ CEO</li> <li>○ Director of Education</li> <li>○ Consultant</li> </ul>

# LIME TRUST ACADEMY COUNCIL GOVERNORS' CODE OF CONDUCT

## Introduction and context

As a charity and company limited by guarantee, Lime Trust is governed by a Board of Trustees. The Trustees have overall responsibility and accountability for the Trust and its academies. The Board is the ultimate decision-making authority for the Trust, but has delegated the day-to-day running of its academies to those officers of the Trust with executive and leadership responsibilities. The Board has also established committees, including Academy Councils, which assist the Trustees in fulfilling their governance responsibilities and provide additional support and challenge to leadership at local level.

Although not in any way legally responsible and not itself accountable for any statutory functions (which always remain with the Board of Trustees), each Academy Council has an important role to play in providing this local challenge and support in respect of four specific areas:

- Pupil outcomes
- Pupil safeguarding
- Health & safety at our academies
- The financial probity of our academies

Based on their expertise and experience, individual Academy Council Governors may be given a lead role in one of the above areas and/or appointed as an Equality and Diversity Champion. This will not affect collective responsibility and accountability.

The range and extent of the responsibilities delegated to an Academy Council can be adjusted by the Trust Board. The Academy Councils of academies that still need support may be required to operate with reduced delegated responsibilities. In some circumstances, e.g. if an academy fails an inspection, the Lime Trust Board may suspend the delegated powers of that Academy Council completely until the Trust can see that there is the capacity to function as an Academy Council. Stronger Academy Councils, on the other hand, will have more autonomy and may be responsible for more than one academy.

The Academy Council has a distinctive role with overarching responsibilities, which is separate from that of the executive. The Headteacher is the leader of each academy and is held directly accountable by the Trust CEO and Board for the management and performance of their academy. The Academy Council, on the other hand, provides support and challenge, guidance and advice. There are some specific matters e.g. child protection and safeguarding, where the Academy Council will pay particular attention to ensuring the implementation of Lime Trust policies.

Each Academy Council meets once per half term, as set out in the Lime Trust Annual Governance Planner. Academy Council Governors are expected to join every meeting. As far as possible, papers will be provided at least five working days before each meeting, to make sure Governors have time to read them all.

Academy Councils do not have subcommittees, though they may establish short-life working parties for specific purposes.

At each Academy Council meeting, there will be a Clerk who will take minutes and give advice. The Clerk is a useful point of contact if you need any further information.

When an Academy Council is performing at its best, it is fully and proactively engaged with the academies it serves in the following ways:

- Working with the academies to evaluate and challenge under-performance, support and understand progress, and be consistent in the drive for educational excellence at all levels of academy life
- Working with the academies to build a unique character and to realise Lime Trust's vision and values in the local context
- Working with the academies to increase the pace of their development and improvement
- Fulfilling an outward facing role by using the collective knowledge and skills of its Governors to promote the Trust and its academies, and to enhance relationships with all key stakeholders, the local community and local business
- It is an essential role of the Academy Council to provide local knowledge and perspective

Academies have outstanding governance when Academy Council Governors:

- Talk about teaching and learning, safeguarding, health and safety and financial probity at the academies that they serve
- Know a great deal about their academies and communities
- Are ambitious for their academies and communities
- Ask questions which make colleagues reflect, and these discussions lead to delivering the very best outcomes for every child and adult within our academies and communities
- Maintain strong and effective relationships within Lime Trust

### **External accountability: the Academy Council and Ofsted**

The quality of governance is inspected as part of an Ofsted inspection, when the inspectors consider the quality of leadership and management within an academy. Lime Trust will ensure Ofsted understand the structure of governance across the Trust. The inspection team will not comment on the structure, but rather the effectiveness of the leadership and management at all levels.

The Ofsted Inspection Framework says that inspectors should make sure that meetings are held with those who are directly responsible for the governance of an academy and for overseeing its performance. During the inspection itself, which is usually scheduled with one half-day's notice, the inspection team would expect to meet with the Chair of the Academy Council and the CEO, but all Academy Council Governors should hold themselves in readiness to meet either individually, or as a group, with members from the inspection team.

### **Code of Conduct for individual Academy Council Governors**

The role of a Governor is challenging, but also rewarding. Governors are expected to be held in high regard and to provide an example to others. The Trust and external organisations such as the National Governance Association (NGA) therefore expect Governors to sign up and adhere to a Code of Conduct. The Trust Code of Conduct for Academy Council Governors is set out below and incorporates the NGA's Model Code.

**As governors, we will focus on our strategic functions as stated in the DfE Governance and Academies Trust Handbooks:**

1. ensuring there is clarity of vision, ethos and strategic direction at academy level
2. holding leaders to account for the educational performance of the academies that we serve and their pupils and the performance management of staff
3. overseeing the financial performance of the academies that we serve and making sure money is well spent

4. ensuring the voices of stakeholders are heard

**As individuals on the Academy Council, we agree to:**

**Fulfil our roles and responsibilities:**

- We will adhere to the Nolan Seven Principles of Public Life: Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership
- We will be fully committed to the education of children and young people, and focus first and foremost on the needs of pupils and their education
- We will show a desire to create positive change and life experiences for children and young people
- We will show an understanding of the importance of, and a commitment to, keeping children safe at all times
- Where decisions and actions conflict with the Nolan Seven Principles of Public Life, or may place pupils at risk, we will speak up and bring this to the attention of the relevant authorities
- We will show a commitment to equal opportunities and anti-discriminatory practices, acting fairly and without prejudice in all matters
- We will display an understanding of, and commitment to, the Lime Trust ethos, vision, values and future plans, including the intention to provide high quality education for all pupils
- We will act in the best interests of the Trust and school/s that we serve and not as a representative of any particular group
- We will understand and adhere to the policies and procedures of the Trust and its academies
- When making or responding to complaints, we will follow the established Trust policies and procedures
- We accept that our role is strategic and will therefore focus on our core functions above, rather than involve ourselves in day to day management
- We understand the distinction between governance and management as set out in this document

**Demonstrate commitment to the role:**

- We will involve ourselves actively in the work of the Academy Council, accepting our fair share of responsibilities and serving on hearing panels and working groups when required
- We will make every effort to attend all Academy Council meetings, with full and punctual participation, and, where we cannot attend, explain in advance why we are unable to do so
- We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution to discussions, ask questions and commit to agreed decisions and actions
- We will consider how our decisions as an Academy Council may affect the school/s that we serve and their local communities
- We will bring to the Academy Council our skills, experience and community knowledge, whether professional or personal. (Specific skills may be needed if a Governor is to take responsibility for, and lead on, a specific area, or to meet a skills

shortage that has been identified. For the roles of Chair and Vice Chair, please see below.)

- We commit to induction and other training offered by the Trust and school/s, and take responsibility for developing our individual and collective skills and knowledge on an ongoing basis
- We will get to know the school/s that we serve well and, where possible, arrange to visit the school/s at least annually, and respond to opportunities to involve ourselves in school activities e.g. attendance at music and drama performances, seeing lessons in action, involvement in parents' evenings and social events. (Governor visits must always be made via appointment and in agreement with the Headteachers)
- We will stay informed on relevant academy, Trust or wider education issues and updates
- We will work as a team, collectively for the benefit of the school/s we serve, but also take individual responsibility when necessary
- We will be focussed on problem solving and be ready to learn from past experiences

#### **Build and maintain relationships:**

- We will develop effective working relationships with school leaders, staff, parents and other relevant stakeholders from our local communities
- We will be open and candid in expressing our views, but also constructive, courteous and respectful of the views of others, and open to new ideas and thoughts in all our communications, both inside and outside of meetings
- We will support our Chair in their role of leading the Academy Council and ensuring appropriate conduct, and we will observe protocol at all times

#### **Respect confidentiality:**

- We will observe complete confidentiality, both inside and outside of the Trust and its schools
- We will not reveal the details of any Academy Council vote
- We will ensure all confidential papers are held and disposed of appropriately
- We will maintain confidentiality even after we leave office

#### **Be transparent about, and comply with requirements on, conflicts of interest:**

- We will comply with Trust policy on conflicts of interest and related party transactions
- We will declare all relevant business, personal or other interests in connection with the Trust and its schools on an annual basis, to be recorded in the Register of Governor Interests and Other Required Information
- We will also declare any conflicts at the start of any meeting should the need arise based on the agenda
- If a conflicted matter arises in a meeting, we will offer to leave the meeting for the duration of the discussion and any subsequent vote

#### **Recording and publishing of Governor information**

- We accept that, in the interests of open governance, our full names, dates of appointment, terms of office, roles on the Academy Council, category of Governor, attendance records, relevant interests, and the body responsible for appointing us will be

published on the school/s' website

- We accept that some of the above information will also be collected and recorded on the DfE's national database of governors (Get Information About Schools), some of which will be publicly available

### **Maintain the Trust and its school/s' reputations**

- We will only speak or act on behalf of the Academy Council if we have the authority to do so
- We will support and act as ambassadors for the Trust and its academies in public
- We will strive to uphold the Trust's and its academies' reputation in our private communications (including on social media)
- When visiting the school/s that we serve in a personal capacity (i.e. as a parent or carer), we will continue to honour the commitments made in this code

### **The Role of the Chair of the Academy Council**

Academy Council Chairs and Vice Chairs are elected annually at the start of each academic year by, and from within, their Academy Council. The Trust reserves the right to advise on and/or veto these appointments.

The role of Academy Council Chair is a key one, and very much valued by Lime Trust. The Academy Council Chair has a responsibility to act in the interests of Lime Trust and to ensure that the needs of the academies s/he serves are well represented and communicated to the Lime Trust. In particular:

- The Chair takes the lead in ensuring the Academy Council is effective. Good Academy Councils also review their own effectiveness at regular intervals in the form of a skills audit
- The Chair sets a good example to their fellow Governors and ensures that everyone is aware of the expectations upon them
- The Chair of the Academy Council and the Lime Trust Executive Team are the main points of contact for the Headteacher of each academy. They provide the Headteacher with guidance, advice, support and constructive challenge. The Chair's main focus is as critical friend; while the CEO and Directors of Education for the Trust have a main focus as line managers - holding the Headteachers professionally to account. At the heart of all these relationships is trust. It should be possible for each to speak to the other in full confidence no matter how difficult the subject matter
- The Chair, together with the Headteacher, is responsible for the Academy Council being well informed about each academy

This Code of Conduct will be reviewed upon significant changes to law and policy, or as needed.

## **GOVERNOR DECLARATION**

**I adopt the above Code of Conduct and understand that potential or perceived breaches of this Code will be taken seriously and that a breach could lead to formal sanctions.**

**Adopted by:**

**Signed:**

**Dated:**

# LIME MEMBERS AND TRUSTEES' CODE OF CONDUCT

## Introduction and context

As a charity and company limited by guarantee, Lime Trust is governed by a Board of Trustees. The Trustees have overall responsibility and accountability for the Trust and its academies. The Board is the ultimate decision-making authority for the Trust, but has delegated the day-to-day running of its academies to those officers of the Trust with executive and leadership responsibilities. The Board has also established committees, including Academy Councils, which assist the Trustees in fulfilling their governance responsibilities and provide additional support and challenge to leadership at local level.

Whilst authority to govern has been delegated to the Trustees by the Members of Lime Trust, the Members have a fiduciary duty to ensure the Trust's charitable purpose is fulfilled. In doing so, the Members will have oversight of the Trustees and must be ready to act to safeguard the affairs of the Trust.

## External accountability: the Trust Board and Ofsted

The quality of governance is inspected as part of an Ofsted inspection, when the inspectors consider the quality of leadership and management within an academy and more broadly with the Trust. Lime Trust will ensure Ofsted understand the structure of governance across the Trust. The inspection team will not comment on the structure, but rather the effectiveness of the leadership and management at all levels.

## Code of Conduct for individual Trustees

The role of a Trustee is challenging, but also rewarding. Trustees are expected to be held in high regard and to provide an example to others. The Trust and external organisations such as the National Governance Association (NGA) therefore expect Trustees to sign up and adhere to a Code of Conduct. The Trust Code of Conduct for Trustees is set out below and incorporates the NGA's Model Code.

### **As Trustees, we will focus on our strategic functions as stated in the DfE Governance and Academies Trust Handbooks:**

1. ensuring there is clarity of vision, ethos and strategic direction at Trust and Academy level
2. holding executive officers and leaders to account for the educational performance of the academies that we serve and their pupils and supporting both the performance management of staff and their well-being
3. overseeing the overall financial performance of the Trust, ensuring there are systems in place to manage risk and ensure money is well spent
4. ensuring the Trust complies with its legal responsibilities

### **Both the Trustees and the Members have a fiduciary duty to act in good faith and in the best interests of the charity. This duty includes a responsibility to do the following:**

1. To ensure compliance with any legal obligations
2. To report on the charity's activities (the Trust must prepare accounts in accordance with the Statement of Recommended Practice for Charities, the so called Charity SORP)

3. To fulfil the charitable object of the charity as set out in its constitution (the Articles of Association) and to act in a way which is compliant with the rules of the charity contained in the Articles
4. To act with integrity and to avoid any personal conflicts of interest and not to misuse any charity funds or assets
5. To act prudently in the financial management of the charity, avoiding putting any assets, funds or reputation of the charity at undue risk
6. To exercise reasonable care and skill, using personal knowledge and experience to ensure the charity is well run and efficient
7. To act responsibly, getting advice from others, including professional advisors, where appropriate

**As individuals on the Trust Board, we agree to:**

**Fulfil our roles and responsibilities:**

- We will adhere to the Nolan Seven Principles of Public Life: Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership
- We will be fully committed to the education of children and young people, and focus first and foremost on the needs of pupils and their education
- We will show a desire to create positive change and life experiences for children and young people
- We will show an understanding of the importance of, and a commitment to, keeping children safe at all times
- Where decisions and actions conflict with the Nolan Seven Principles of Public Life, or may place pupils at risk, we will speak up and bring this to the attention of the relevant authorities
- We will show a commitment to equal opportunities and anti-discriminatory practices, acting fairly and without prejudice in all matters
- We will display an understanding of, and commitment to, the Lime Trust ethos, vision, values and future plans, including the intention to provide high quality education for all pupils
- We will act in the best interests of the Trust and school/s that we serve and not as a representative of any particular group
- We will understand and adhere to the policies and procedures of the Trust and its academies
- When making or responding to complaints, we will follow the established Trust policies and procedures
- We accept that our role is strategic and will therefore focus on our core functions above, rather than **involve** ourselves in day to day management
- We understand the distinction between governance and management as set out in this document

**Demonstrate commitment to the role:**

- We will involve ourselves actively in the work of the Trust Board, accepting our fair share of responsibilities and serving on hearing panels and working groups when required
- We will make every effort to attend all Trust Board meetings, with full and punctual participation, and, where we cannot attend, explain in advance why we are unable to do so

- We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution to discussions, ask questions and commit to agreed decisions and actions
- We will consider how our decisions as Trustees may affect the Trust and its schools that we serve and their local communities
- We will bring to the Trust Board our skills, experience and community knowledge, whether professional or personal. (Specific skills may be needed if a Trustee is to take responsibility for, and lead on, a specific area, or to meet a skills shortage that has been identified. For the roles of Chair and Vice Chair, please see below.)
- We commit to induction and other training offered by the Trust and take responsibility for developing our individual and collective skills and knowledge on an ongoing basis
- We will get to know the Trust and all of the schools for which the Trust has responsibility and, where possible, arrange to visit at least some of the schools annually, and respond to opportunities to involve ourselves in Trust and school activities e.g. attendance at music and drama performances, seeing lessons in action, involvement in joint school activities and social events. (Like Governor visits, Trustee visits must always be made via appointment and in agreement with the Headteachers)
- We will stay informed on academy, Trust or wider education issues and updates
- We will work as a team, collectively for the benefit of the Trust and the schools we serve, but also take individual responsibility when necessary
- We will be focussed on problem solving and be ready to learn from past experiences

**Build and maintain relationships:**

- We will develop effective working relationships with the Trust's executive team, the Academy Councils, school leaders, staff, parents and other relevant stakeholders from our local communities
- We will be open and candid in expressing our views, but also constructive, courteous and respectful of the views of others, and open to new ideas and thoughts in all our communications, both inside and outside of meetings
- We will support our Chair in their role of leading the Trust Board and ensuring appropriate conduct, and we will observe protocol at all times

**Respect confidentiality:**

- We will observe complete confidentiality, both inside and outside of the Trust and its schools
- We will not reveal the details of any Trust Board vote
- We will ensure all confidential papers are held and disposed of appropriately
- We will maintain confidentiality even after we leave office

**Be transparent about, and comply with requirements on, conflicts of interest:**

- We will comply with Trust policy on conflicts of interest and related party transactions
- We will declare all relevant business, personal or other interests in connection with the Trust and its schools on an annual basis, to be recorded in the Register of Trustee Interests and Other Required Information
- We will also declare any conflicts at the start of any meeting should the need arise based on the agenda

- If a conflicted matter arises in a meeting, we will offer to leave the meeting for the duration of the discussion and any subsequent vote

### **Recording and publishing of Trustee information**

- We accept that, in the interests of open governance, our full names, dates of appointment, terms of office, roles on the Trust Board, attendance records, relevant interests, and the body responsible for appointing us will be published on the Trust's website
- We accept that some of the above information will also be collected and recorded on the DfE's national database of governors (Get Information About Schools), some of which will be publicly available

### **Maintain the Trust and its school/s' reputations**

- We will only speak or act on behalf of the Trust Board if we have the authority to do so
- We will support and act as ambassadors for the Trust and its academies in public
- We will strive to uphold the Trust's and its academies' reputation in our private communications (including on social media)
- When visiting the school/s that we serve in a personal capacity (i.e. as a parent or carer), we will continue to honour the commitments made in this code

### **The Role of the Chair of the Trust**

The Chair and Vice Chair are elected by and from within the Trustee body. Regard may be had to any recommendations from the executive team and from the Members of the Trust.

Elections are expected to take place at the beginning of every year and any interim appointment (for example following the resignation of the current Chair) will be terminated or confirmed at the next appropriate meeting.

### **Specific Duties**

The Chair's specific duties are to:

- Provide a clear lead and direction for the Trust Board in formulating and delivering the vision for the Trust
- Build an effective team, attracting individuals to the Trust Board with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to work of the Trust and driving school improvement across all academies;
- Ensure new Trustees are properly introduced to the work of the Trust and the Trust Board and to support their development as effective and valued members of the Trust Board maximising their contribution to the Trust in doing so;
- Work closely with the chief executive officer to ensure there is proper challenge and encouragement of Trustees, executive officers and those with leadership responsibilities;
- Provide direct support to the chief executive officer and take the lead in the recruitment and performance management of this role as well as the review of pay and conditions of service;
- Take a lead role in any decision to suspend or discipline the chief executive officer;
- Ensure that school improvement is the focus of all policy and strategy for the Trust, reminding

the Trustees of this as often as necessary;

- Hold the Trustees to account, ensuring the business of the Trust Board is conducted efficiently and effectively, chairing meetings ensuring all Trustees have the opportunity to contribute and are listened to with clear decisions being made when necessary, including reporting on the Trust Board's effectiveness to the Members as required;
- Be available when there is a need to act quickly, taking, or supporting the chief executive officer in taking, urgent action and making decisions, subject to subsequent ratification by the Trust Board as necessary;
- Act as a focal point and advocate for the Trust Board, liaising as necessary with any regulatory body, the Academy Councils and those representing the wider community.

### **Specific Responsibilities**

As the guardian of the Trust Board's effectiveness, the Chair has a specific responsibility to ensure:

- That reporting by executive officers is clear, concise, appropriate and comprehensive, reducing unnecessary paperwork;
- That meetings of the Trust Board are held regularly and there is a clear agenda which has been communicated to all Trustees which focusses appropriately on strategic matters, acknowledging that when urgent meetings are required to discuss exceptional business that as much preparation as may be possible is made for these;
- That the business of the Trust Board is conducted as openly and transparently as possible;
- That decisions taken by the Trust Board are implemented and not circumvented;
- That Trustees adhere to the Trustee Code of Conduct and that the Chair takes appropriate and firm action where this appears not to be the case;
- That the Trust Board undertakes regular reviews of any skills gaps or lack of experience and/or capacity and takes active steps to address these;
- That the Trust Board remains focussed on the Trust's key strategic priorities and that individual Trustees either as a group or committee or as individuals do not seek to become overly involved in operational matters;
- There is proper and adequate succession planning;
- That any complaints about the Trust, the actions of the Trust Board or an individual Trustee or the chief executive officer are dealt with in a timely and effective manner.

### **Additional Skills of the Chair**

As well as the skills required of a Trustee, the Chair should be able to demonstrate the following attributes:

- An understanding of the framework within which corporate bodies function;
- Strong communication skills;
- Ability to prioritise;
- Ability to chair meetings and encourage the participation of others;
- Ability to build and lead a team;
- Leadership or managerial experience;
- Ability to delegate;

- Ability to mediate.

### Legal Requirements of Trustees

Before appointment a DBS check will be made and enquiries made to establish that Trustees satisfy on an ongoing basis the legal requirements for charity trustees. A list of disqualifying reasons is provided by the Charity Commission, click [here](#) for details. Individuals who are disqualified from being a charity trustee are deemed to have resigned with immediate effect.

### Removal of a Member or Trustee

Any concerns regarding a Member's or Trustee's behaviour and actions which may impact adversely on the Trust or fellow Members and Trustees will be addressed either by the Chair of the Trust or the other Members of the Trust. Except where changes to the Trust Board are made for operational reasons for example to address skills shortages or to satisfy the broader requirements of the Members, steps to remove a Trustee for personal reasons are expected to be taken only in exceptional circumstances for example involving the following:

- There has been serious misconduct (which will be considered on a case by case basis but as a guide any breach of this Code of Conduct will give rise to a legitimate complaint);
- A Trustee displays repeated and serious incompetence (e.g. consistently fails to attend meetings and/or engage with training or address any skills gaps such that their ability to make a meaningful contribution is compromised);
- In the reasonable opinion of the other Members, an individual Member's actions amount to a breach of fiduciary duty;
- The Member or Trustee has engaged in conduct or behaviour which is aimed at undermining fundamental British values of democracy, the rule of law, individual liberty, mutual respect and tolerance of those with different faiths and beliefs;
- The actions of the Member or Trustee are significantly detrimental to the effective operation of the Trust Board or the Trust more widely, distracting the Trust Board from its core strategic functions and/or the actions of the Member or Trustee interfere with the operational efficiency of the Trust or any of its academies thereby wasting a significant amount of executive, headteacher and/or senior leadership time.

Any steps to remove a Member or Trustee for personal reasons will be communicated to the Members and Trust Board and the Member/Trustee concerned will be given an opportunity to make representations (in writing or verbally) at a meeting at which their removal is being considered. The power to remove both individual Members and Trustees is vested in the Trust's Members and it is neither required in law nor expected that the written details of any case against the Member or Trustee will be provided.

Any decision to remove will be made in accordance with the Trust's Articles of Association and applicable law. Any right of appeal will be subject to applicable law.

### Review

This Code of Conduct will be reviewed upon significant changes to law and policy, or as needed.

## **MEMBERS' AND TRUSTEES' DECLARATION**

**I adopt the above Code of Conduct and understand that potential or perceived breaches of this Code will be taken seriously and that a breach could lead to formal sanctions.**

**Adopted by:**

**Signed:**

**Dated:**