



Fern Academy Trust

Governance document 2024-25

1. Introduction

This document outlines the governance arrangements for the Fern Academy Trust 2024-25. The trust currently includes the following schools:

- Marlbrook
- St Martin's
- Wellington

2. Trust Governance Structure

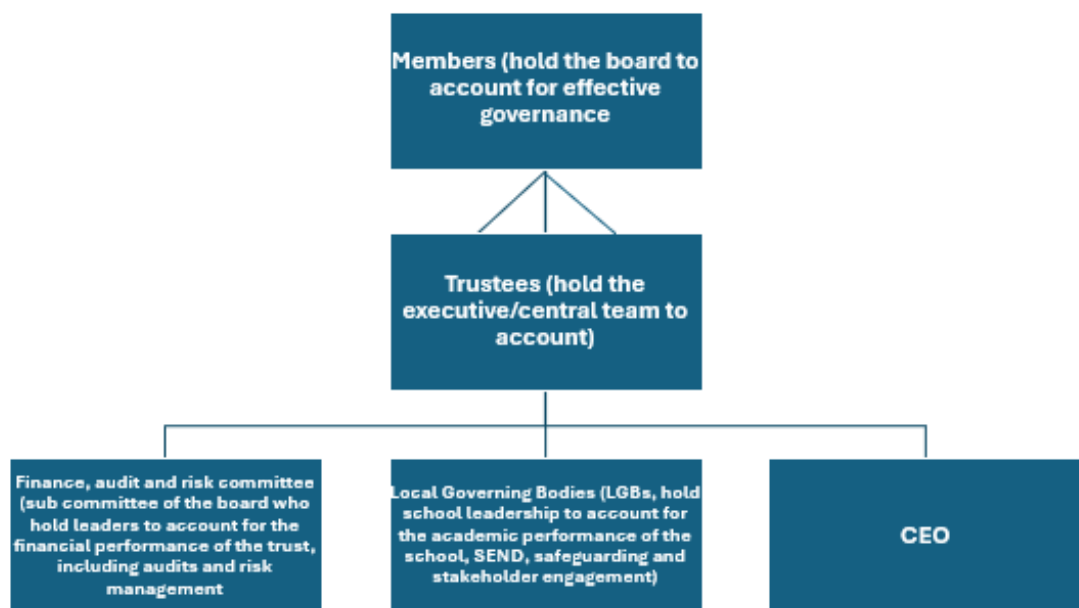


Figure 1 Fern Academy Trust Governance Structure 2024-25

3. Responsibilities – overview

Members are responsible for:

- Ensuring effective governance
- Appointing and removing trustees in line with the Articles of Association
- Upholding the company objective

Trustees are responsible for:

- Ensuring clarity of vision, ethos and strategic direction of the trust
- Holding trust executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff
- Overseeing financial performance of the trust and making sure its money is well spent

Local Governing Bodies (LGBs) are responsible for:

- Ensuring the clarity of vision, ethos and strategic direction of the school
- Holding the headteacher to account for the academic performance of the school
- Ensuring robust safeguarding procedures and practices
- Effective engagement with stakeholders

Full outlines of the trustees and governors are outlined in the relevant Terms of Reference below.

4. Terms of Reference

Members

- Responsible for holding the board of trustees to account for effective governance.

- Signatories to the founding articles of association and must sign to approve amendments to the articles.
- Appoint and remove trustees.

Chair

- The Chair is appointed at each meeting.

Quorum

- There must be two members in attendance with voting right, or are represented by proxy's.
- There must be three members in attendance with voting rights, or are represented by proxy's when removing a trustee.

Frequency of meetings

- There is one AGM per year, called by the Directors.
- There is at least one general meeting per year (in addition to the AGM).

Notice of meetings

Unless otherwise agreed, notice of each board committee meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, will be forwarded or notified to each trustee and any other person required to attend, no later than 7 days before the meeting.

Minutes of meetings

Minutes of the meeting will be taken by the Governance Lead. A draft of these minutes will be made available to the chair within 7 days of the meeting. Subject to any amendments required by the chair, the minutes will be shared with the rest of the board within 14 days of the meeting.

Minutes will be approved at the next meeting.

Trust Board

1. Responsibilities

Ensure effective governance outlined in the three core responsibilities:

- Ensuring clarity of vision, ethos and strategic direction of the trust
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff
- Overseeing financial performance of the trust and making sure its money is well spent

2. Board Composition:

The board will be formed in accordance with the Articles of Association (AA) and FAT Scheme of Delegated Authority (SoDA).

Chair

The Chair of trustees will be elected by the board annually. In their absence, board meetings may be chaired by the vice-chair.

3. Quorum:

The quorum for board meetings in three or a third, whichever is higher – in accordance with the trust AA.

4. Frequency of Meetings

The Board will be expected to meet 6 times per year, with additional meetings arranged in exceptional circumstances if required.

5. Notice of Meeting

Unless otherwise agreed, notice of each board committee meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, will be forwarded or notified to each trustee and any other person required to attend, no later than 7 days before the meeting.

6. Minutes of Meetings

Minutes of the meeting will be taken by the Governance Lead. A draft of these minutes will be made available to the chair within 7 days of the meeting. Subject to any amendments required by the chair, the minutes will be shared with the rest of the board within 14 days of the meeting.

Minutes will be approved at the next meeting.

7. Full duties of the Board

Ensure compliance with:

- Charity and company law
 - Memorandum and Articles of Association
 - All other applicable legislation
 - DfE and EFSA requirements relating to the Trust and its academies.
 - Funding agreement
- Ensure that FAT acts in accordance with its constitution and powers, promote the success of the Trust, and exercise sound judgement and diligence in all its affairs.
- Ensure the CEO and all senior staff have the skills, knowledge, and experience to run Fern and its individual academies, and to effectively manage its financial, human, and physical resources and assets.
- Establish an effective governance structure to support the work of the board.
- Ensure there is a suitable policy schedule for timely ratification of statutory policies, including delegation to committees where appropriate.
- Robust oversight of senior leaders' performance management processes
- Appointing a CEO
- Appointing a suitably qualified governance professional

- Approving a scheme of delegation
- Approving an appropriate governance structure
- Acting in line with the approved code of conduct

8. Delegation of duties

For the trust board to fulfil its legal duties effectively, relevant responsibilities will be delegated to the following committees:

- Finance, audit and risk committee (FAR)

The delegated duties are detailed within each of the committees Terms of Reference and where appropriate outlined in the SoDA.

1. Responsibilities

- Ensuring FAT operates appropriate financial and accounting policies and procedures
- Ensure money is well-spent
- Determining the strategy for management and development of FAT finance and resources.
- Monitor the impact of income and expenditure
 - Discuss and agree long term strategies
 - Ensuring the trust has a robust internal and external auditing schedule
 - Agreeing the remit for internal audits
 - Monitoring the risk register, including action to mitigate risks
 - Reporting to the board at least annually on risk management

2. Committee Composition:

The committee will be formed in accordance with FAT Scheme of Delegation and include at least three non-staff trustees

Chair

The Chair of the committee will be a trustee with recognised skills and experience and will not be the chair of trustees, nor the same chair as the finance and resources committee.

3. Quorum:

The committee quorum will be three trustees (at least two being non-staff trustees).

4. Frequency of Meetings

The Committee will be expected to meet at least 3 times per year.

5. Notice of Meeting

Unless otherwise agreed, notice of each committee meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting

papers, will be forwarded or notified to each member of the Committee and any other person required to attend, no later than 7 days before the date of the meeting.

6. Minutes of Meetings

The Governance Lead will take minutes of the meeting and circulate a draft to the chair within 7 days of the meeting. Within a further 7 days the Chair comments, amendments and approval will be completed and the minutes made available to those present. Final minutes will also be shared with the board.

7. Full duties of the Committee

- Receive external auditor feedback and recommend approval of final accounts and 3-year projections to the board.
- Ensure that annual reports and accounts are submitted and published on the trust website by the relevant deadlines.
- Receive and monitor budget monitoring reports and query variances
- Scrutinise the draft budget before recommending approval to the trust board
- Ratify relevant policies as delegated by the board and outlined in the policy schedule.
- Scrutinise and where necessary, make recommendations to the board regarding financial due diligence of potential new schools to the trust
- Monitor contract and SLA management and make recommendations to the trust board with regards to contracts of a certain value – as outlined in the scheme of delegated authority (SoDA)
- Advise the board of trustees on the adequacy and effectiveness of the trust's governance, risk management, internal control and value for money systems and frameworks.
- Advise trustees on the appointment, re-appointment, dismissal and remuneration of the external auditor.

- Approve an appropriate programme of work to be delivered by an internal auditor. This programme of work should be derived from the committee's regard of the key risks faced by the trust and the assurance framework in place.
- Review the external auditor's annual planning document and agree the planned audit approach.
- Receive reports (assignment reports, annual reports, management letters etc) from the external auditor, internal auditor and other bodies (for example the ESFA) and consider any issues raised, the associated management response and action plans. Where deemed appropriate, reports should be referred to the board or other committee for information or action.
- Regularly monitor outstanding audit recommendations from whatever source and ensure any delays in respect of agreed implementation dates are reasonable.
- Establish and monitor KPIs related to the performance of the internal auditor or other assurance provider.
- Review the trust's fraud response plan and ensure that all allegations of fraud or irregularity are managed and investigated appropriately.
- Consider any additional services delivered by the external auditor, internal auditor or other assurance provider and ensure appropriate independence is maintained.
- Ensure appropriate co-operation and co-ordination of the work of the external auditor and internal auditor.
- Ensure that controls are in place regarding the General Data Protection Regulations (GDPR) and that compliance is monitored across the trust.
- To regularly monitor the risk register and any associated documents, including advising the board of suitable delegation to respective committees for oversight of relevant risks.
- To monitor and approve policies as delegated by the board and outlined in the trust policy schedule.
- Agree the form and process for management of risk for the trust is appropriate
- Review the assessment and management of risk associated with the growth strategy

Terms of reference for LGBs

1. Responsibilities

- Ensuring the clarity of vision, ethos and strategic direction of the school
- Holding the headteacher to account for the academic performance of the school
- Ensuring robust safeguarding procedures and practices
- Effective engagement with stakeholders

2. Composition

The LGB will include at least two parent governors who are elected by the parent body, two staff governors and the headteacher.

Chair

The Chair is elected annually by the LGB and approved by the trust board.

Term of Office

The usual term of office for LGB governors is four years.

3. Quorum

The quorum for LGBs is three or a third, whichever is greater, in line with the Articles of Association.

4. Frequency of meetings

LGBs are expected to meet every half term – totalling six times per year.

5. Notice of Meeting

Unless otherwise agreed, notice of each committee meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, will be forwarded or notified to each member of the Committee and any other person required to attend, no later than 7 working days before the date of the meeting.

6. Minutes of Meetings

Minutes of the meeting will be taken by the Clerk. A draft of these minutes will be made available to the chair within 7 days of the meeting. Within a further 7 days the Chair comments, amendments and approval will be completed, and the minutes made available to the LGB and also shared with the trust board.

7. Full duties of the committee

- Support leaders in setting high standards by planning for the school's future, set the direction for each school and agree targets for improvement, monitor and evaluate its performance in line with the school development plan (SDP)
- Be a critical friend to and hold leaders to account for the pace and rate of improvement and the increased progress and achievement of all pupils.
- Set the school's standards of conduct and values, matching FAT expectations.
- Ensure compliance with statutory and regulatory requirements.
- Help the school respond to, and meet, the needs of parents and the wider local community.
- Ensure all governors are skilled in understanding, interpreting, and comparing school performance, attendance, admissions, and exclusions data and are kept fully apprised of the performance of the school.
- Ensure full safeguarding of pupils and well-being of all staff, delivering compliance with national and local expectations.
- Approve the school's development/improvement plan. Monitor overall performance and the achievement of objectives, targets, and key performance indicators, and ensure that plans for improvement are acted upon; report progress to the FAT Board of Trustees and provide all required data.
- Following consultation, adopt and ensure the implementation of FAT-wide policies and procedures.
- Ratify policies as delegated by the trust board and outlined in the policy schedule.
- Determine any other constitutional matter in which the Local Governing Board has discretion, in line with the scheme of delegation.
- Maintain and publish, through the Clerk, a register of governors' and senior members of staff's business interests and adhere to procedures for registering and managing conflicts of interest.
- Monitor school website compliance
- Decide and agree on governor link roles and complete monitoring outside of meetings, in line with the monitoring schedule, to triangulate information discussed at LGB meetings.

- Review and report to the Board of Trustees on the effectiveness of delegation arrangements annually.
- Appoint governors with specific responsibilities for example, for safeguarding, special educational needs and disability (SEND) and in line with any statutory requirement.
- Ensure papers, minutes of meetings of the LGB are made available upon request
- Advise FAT Board of Trustees of any concerns about the running of the school that cannot be resolved by the LGB and of any suspicions of fraud and irregularity.

5. Scheme of Delegated Authority – Overview

The FAT scheme of delegation is the key document defining the lines of responsibility and accountability within the trust. It aims be a comprehensive way of ensuring that the members, trustees, board sub-committees – including LGBS, the executive team and individual school leaders are clear on what are their roles and responsibilities.