

Pickwick Academy Trust



The Constitution

September 2017

Pickwick Academy Trust



Constitution – September 2017

“Working together to provide the best schools and outcomes for our children”

Introduction

This constitution sets out the governance structure for the Trust and its composition at its inception as developed by the founding four schools – Aloeric Primary School, Corsham Primary School, Ivy Lane Primary School and Queen’s Crescent Primary School. The Memorandum and Articles of Association of the Trust set out the legal requirements in respect of Members and Trustees and some aspects of governance and should be read in conjunction with the Pickwick Academy Trust Scheme of Delegation. This document is intended to amplify the role and requirements of Members and Trustees in the context of this Trust, how this works with the other elements of the structure, and how the Members and Trustees of the Trust will be selected and appointed.

The arrangements described reflect the composition of the Trust and specifically its Board and its current relationship with the Local Governing Bodies of the four founding schools. The nature of the Trust and its organisational structure was created by the four founding schools with each having equal opportunity to participate in the design and agree the governance arrangements. As the Trust becomes established and expands this Constitution will be subject to change with no certainty that any schools which join the Trust will be afforded the same opportunities which were available to the four founding schools during the design phase of the Pickwick Academy Trust.

1. Principles and purpose of the Trust

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

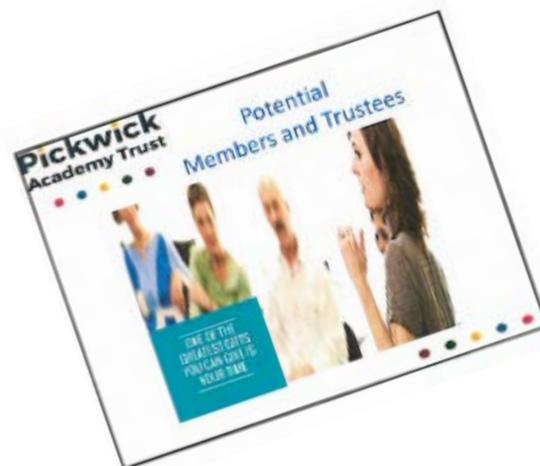
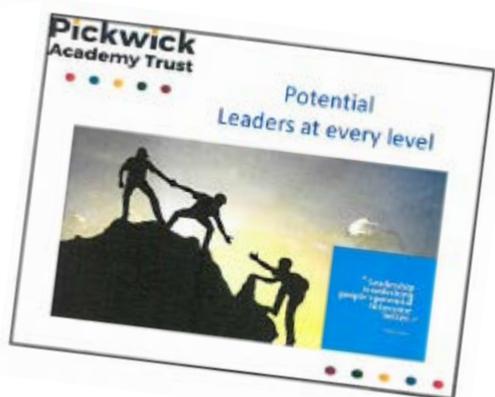
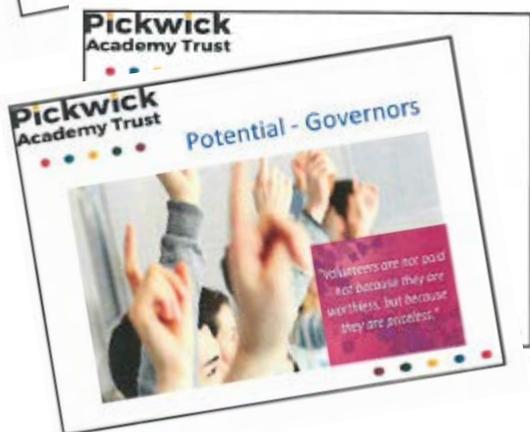
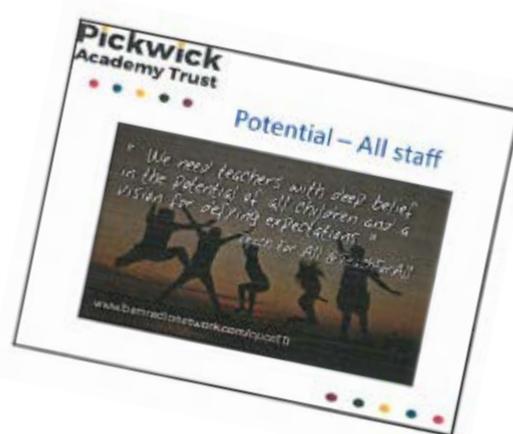
Members and Trustees’ core purpose is to create a thriving community of primary schools that will ensure security through strong networks and collaboration in this changing world of education

This will require focus and determination to develop:

- The unique role of primary education in improving the life chances of all children
- Enhancing educational improvement through building a resilient system

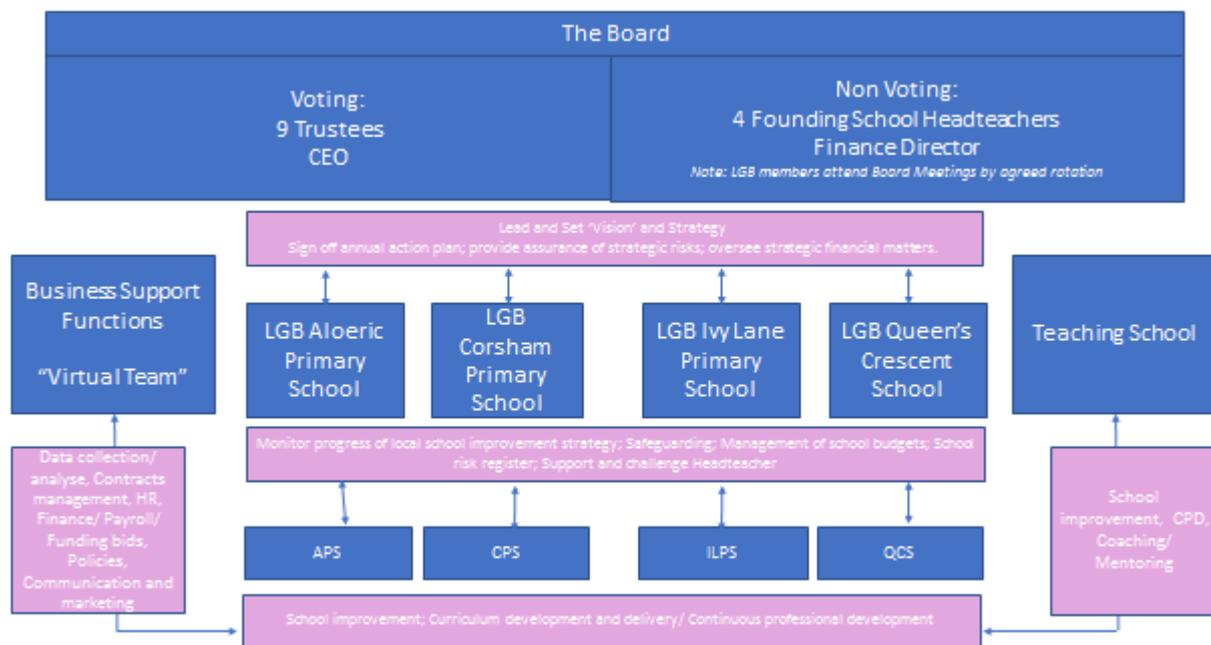
- To build the primary voice in the local and wider community

Pickwick Academy Trust has the potential to make a real, positive difference too many individuals in our community of schools.



2. Governance Structure

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



The membership and responsibilities of the Board is set out in the paragraphs that follow.

3. Roles, responsibilities and appointment processes

3.1 Members

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

In order to do this every Member must:

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

4.1.1 Duties of Members

The specific duties of Members are to:

- Appoint Trustees and in so doing ensure that tenures of Trustees enable the Board to operate effectively while also enabling changes in Board composition;
- Provide effective challenge and support to the Trust Board in relation to the Board's effectiveness;
- Remove Trustees if such intervention is required;
- Amend the Articles of Association if required;
- Change the Trust name if required.
- Steer the Board of Trustees in regard to significant decisions affecting the organisation. Examples of significant decisions include the expansion of the organisation, perusal of developmental opportunities, increase exposure to risks affecting the operation and sustainability of the Trust, large scale organisational change.

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

- Review Trust Board proceedings and attend at least one Board meeting each year to review and assess the Board effectiveness;
- Undertake activities to understand the challenges and achievements of all parts of the Trust – Academy Trust Board, schools, SCITT, and any other elements – in relation to their particular constituent perspective;
- Attend the AGM and additionally meet as Members without Trustees to review the work of the Trust Board formally three times each year.
- Respond to proposals on significant matters made by CEO/Chair in advance of Board meetings

4.1.2 Number of Members

There will be five Members. At no time can the number of Members be fewer than three (Scheme of Delegation).

4.1.3 Appointment of Members

When there is a vacancy or need to replace Members, the position will be advertised widely across the Trust's schools, communities, and local areas. The Members are appointed in a personal capacity and do not have a set term of office (there is no provision for this within the Model Articles set by the DfE). There is no requirement for any new members to be drawn from the four founding schools and the communities that they serve.

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

Applications will be reviewed by a panel comprised of three Members, two LGB Chairs, and two Headteachers, as proposed by representative(s) of the Members. Members only

will make decisions; other panelist will operate in advisory roles as required.

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

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

4.2 Trustees

4.2.1 Role of Trustees

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

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

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

a) **must encompass:**

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

b) **should encompass:**

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

Any recruitment of trustees will ensure that candidates have no conflict of interest in regard to the business of the Trust. This will preclude the appointment of members of PAT staff to the Board of Trustees (with the exception of the CEO who is an employee of the trust and a voting member of the Board).

Where necessary, such as during a specific period of change/development project the Trust Board, with agreement from the membership can recruit to its number an

individual who can bring specialist skills to support the Board in managing arrangements associated with the Trust during such periods. In so doing, the capabilities of the Trust Board will be enhanced thus enabling it to fulfill its obligations.

4.2.2 Duties of Trustees

The specific duties of Trustees are to:

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

4.2.3 Operate the academy in accordance with the Funding Agreement that has been signed with the Secretary of State.

4.2.4 Number of Trustees

There will be up to nine Trustees. Nine will be appointed under this constitution and one will be ex-officio the Chief Executive Officer of the Trust. At no time can the number of Trustees be fewer than three.

4.2.5 Appointment of Trustees

Trustees will be appointed by the members.

The Trust Board will not include ex officio representatives from LGBs or members of staff.

When there is a vacancy or need to replace Trustees, the position will be advertised widely across the Trust's schools, communities, and local areas. If there is a particular skills gap on the Board of Trustees this will be made clear in the

advertisement and subsequent materials.

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

Applications will be reviewed by a panel comprised of three members, the Chair of the Trust Board, and the Chief Executive Officer. Members only will make decisions; other panelist will operate in advisory roles as required.

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

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

4.2.6 Chair of Trustees

The Chair is elected each year by the Trustees.

4.2.7 Terms of office of Trustees

The terms of office for Trustees is three years with no stated limit on the number of times they could be re-elected, although in practice Trustees would usually be expected to serve no more than two terms to allow for periodic refreshment of skills and experience in the Trust Board. Members will ensure that the tenures of trustees allow for sufficient rotation as well as the effective operation of the Board.

Please note that the Members have decided to review the effectiveness of the Trustees at the end of the first year September 2017 – August 2018.

4.2.8 Delegation of powers and Local Governing Bodies

The Trust Board establishes the governance structures for the Trust and individual academies, and may delegate its powers and functions to committees and Local Governing Bodies (LGBs). This will be done through a defined Scheme of Delegation. The level of delegation will depend upon the performance of the Trust as a whole and an individual academy, with strongly performing academies operating with a higher degree of autonomy as directed by the Board. While PAT establishes its operation there will be reduced autonomy in order that the collective business functions are efficient and by becoming harmonized, do not heighten risks during the transition phase. Autonomy should not be confused with local identity which is an important feature to retain in each academy.

4.3 Chief Executive Officer

4.3.1 Role of the Chief Executive Officer

The Chief Executive Officer is the 'system leader' who is accountable for the outcomes

of the group of schools whilst having an overview of:
the national system of education;
the internal organisation and its operation;
management and control of the schools (including the implementation of all policies approved by Trustees) and risk identification and mitigation;
quality of governance;
and the direction of the teaching and curriculum in every school.

The Chief Executive Officer enables each school leadership team to focus on teaching, learning and pupil progress in their school, while working collaboratively with and reporting to an experienced system leader.

4.3.2 Duties of the Chief Executive Officer

Specific responsibilities are to:

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

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

Please note again that this statement is “future proofing” for any schools that join the Trust later on. The Central Team, at this point, comprises of the CEO, Finance Director, some Contract Management and a few hours admin support a week. The rest of the Trust’s “central services” are being provided by or through the founding schools and their delegated budgets.

4.3.3 Appointment of the Chief Executive Officer

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

4.4 Board

4.4.1 Membership

- Members (all ex-officio and will attend meetings in rotation)
- Chair of the Trust (Chair)
- Chief Executive Officer
- Trustees
- The Four Founding Headteacher (all ex-officio)
- The Finance Director (ex-officio)

4.4.2 Responsibilities

Please note that this list is not exhaustive and is intended to raise awareness of the range of key responsibilities of the Board:

Governance

- ✓ To identify and share excellent governance practice;
- ✓ To provide support and challenge on effective school governance to the Chair of each Local Governing Body;
- ✓ To provide support and challenge on effective Trust governance to the Chair of the Trust Board;
- ✓ To provide support and challenge on effective strategic school improvement to the Chief Executive Officer;
- ✓ To support the governance and financial aspects of due diligence for schools applying to join the Trust and for schools that the Trust may sponsor.
- ✓ To identify and organise training and development opportunities for Chairs, governors and trustees.

Staff

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

Education

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

4.6.2 Frequency of meetings:

At least 6 times each year.

A business planner will be in place to ensure that the Board receives appropriate reports at regular intervals.

The Board may establish Working Parties or committees to undertake specific tasks or project on their behalf. If this is the case the Board will ensure that appropriate agreed authority is delegated accordingly.

4.6.3 Numbers of Trustees required to be quorate

There has to be three Trustees in attendance for a Trust Board meeting to be quorate.

4.7 Local Governing Bodies

4.7.1 Membership

The membership of each Local Governing Body is set out in a Scheme of Delegation from the Trust Board. The power for LGBs to select and appoint their Chair and members depends on the performance and level of risk as assessed by the Trust.

The Local Governing Body (LGB) consists of 10 governors:

- foundation governors (appointed by the Trust)*
- 2 parent/carers governors appointed by the LGB through an election process (see below) and approved by the Trust
- the Headteacher (ex-officio with voting rights)
- In addition, the LGB may appoint up to 2 persons to the LGB to be known as associate members. These appointments must have the approval of the Trust (Associate members may attend meetings of the LGB but will not form part of the quorum for meetings and they may not vote on any matter raised at a LGB meeting).
- Where votes on any matter are split equally and in order to facilitate efficient decision making, the initial vote of the Chair will carry increased weighting thus giving the Chair the casting vote.

*This can include staff members

4.7.2 Responsibilities

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

The core functions of each LGB are as follows:

- Setting the school's vision, ethos and strategic direction within the values of the Trust;

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

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

4.7.3 Frequency of meetings

At least 6 times each year.

The Chair of Governors will also be expected to meet with the Chief Executive Officer on a termly basis to report directly about the Academies performance.

Each LGB will be responsible for its own internal organisation which is outlined in the school's Governor Handbook. It is expected that Governing Bodies will use working parties, with agreed delegated responsibilities, to undertake specific pieces work.

5 Conflicts of interest

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

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

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

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

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

6 Securing independent challenge

The objective and expectation of the Trust is for all its schools to achieve 'Outstanding'. The Trust facilitates this by providing schools with peer review (SPP), School Improvement Partners and professional challenge through the Founding Headteachers School Improvement Programme. The Chief Executive Officer provides support and challenge for LGBs, to help them understand and measure school progress and performance, and a forum for sharing examples of good practice in how LGBs can question school leadership teams and have a direct impact in achieving improvement.

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

The keys to effective challenge are:

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

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

On-going improvement requires constant, constructive questioning. The Trust seeks

out best practice in this from external sources such as the National College for Teaching and Leadership, National Governors Association, Association of College and School Leaders, Pickwick Teaching Schools Alliance, Education Endowment Foundation etc.

7 Effective intervention

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

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

Intervention at the extremes of dismissing or removing people is not likely to happen frequently, but people at all levels of the governance and management process must be prepared for this to be possible, and to happen quickly if needed. Intervention usually takes place at a less extreme level; through setting objectives and targets within a relationship where accountability is expected and understood.

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

- Significant deterioration of performance as reflected in robust internal monitoring data as well as external data such as Ofsted Data Dashboard;
- School at risk of falling below its floor targets, or at risk of falling in its Ofsted category;

- Significant deterioration in attendance or increase in exclusions: an acute change or a steady slow decline;
- Significant staff absence or difficulty in recruitment: an acute change or a steady trend;
- Deficit in the school budget: with defined trigger points leading to increasing levels of intervention action;
- Significant fall in school roll: an acute change or steady trend;
- Decisions or actions that would damage the Trust and the schools within it.
- Increase in operational risk without appropriate management to mitigate such risks.

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

September 2017

TO BE REVIEWED SEPTEMBER 2018 OR SOONER IF THE NEED DICTATES