



## Governance Handbook

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“Learning together, to be the best we can be”

## Context

At Nexus MAT, our vision is that we are all: **“Learning together, to be the best we can be”**

As a Trust, we have agreed the following mission statement:

- **Our learners and their families are at the centre of what we do;**
- **Our employees and partners are passionate about being the best that they can be;**
- **Our Trust is relentlessly focused on improvement.**

We value the contribution made by all our children and their families; every employee of the Trust; governors; our external partners, including local and national government; and anyone else who shares our values and vision.

Members, Directors and local governors are the guardians of the Trust’s moral purpose; they act as a critical friend to our academies and hold the executive to account at all times.

The generosity of spirit every Member, Director and local governor exhibits by taking on the role can never be underestimated.

Anybody willing to give up their time to engage in school governance is making a conscious decision to selflessly assume responsibility without any payback. There are no salaries or bonuses on offer. Just the expectation that time and energy is expended by these individuals to ensure that the statutory and moral duties on this Multi Academy Trust are realised efficiently and effectively. That’s some ask for any volunteer, and as such, we realise that the least we can offer is guidance and support for anyone involved in a governance role in our Trust.

This handbook is intended to outline our governance structures and the key roles and responsibilities at all levels of governance. It should be read in conjunction with the Trust’s Scheme of Delegation.

Thank you for taking the time to engage in a governance role, and for your contribution to our work. At its best, governance is relentlessly accountable and energetically enabling. Together, managers and governors can model the very best that leadership has to offer.

# 1. Nexus Multi Academy Trust Governance Philosophy

- 1.1. Nexus Multi Academy Trust (referred to as “Nexus “MAT” or “the Trust”) believes that the closer decision makers are to the children, young people and families they serve, the greater the potential to get it right. That’s why constituent academies have Local Governing Bodies or Academy Councils (“local governance”) with delegated responsibilities to make decisions alongside senior leadership teams
- 1.2. The Department for Education Governance Handbook uses the term “Local Governing **Board**” though we use the term “Local Governing **Body**” so that we don’t have more than one Board. Each Local Governing Body (LGB) and/or Academy Council is - in essence – a subcommittee of - and accountable to - the MAT Board of Directors via the Chief Executive Officer. The powers delegated to an LGB and Academy Councils are outlined in the Trust Scheme of Delegation. LGBs and Academy Councils have no legal status as a governance board/body: The Trust Board of Directors is the legal governance board for all Nexus academies.
- 1.3. Where LGBs are constituted to provide oversight, detailed scrutiny and capture community voice, Academy Councils are constituted to provide oversight and capture community voice, with the “detailed scrutiny” remit held instead by the CEO and facilitated by the central Trust team. Whilst there is no hard or fast rule for when a school has an LGB or an Academy Council, the former are typically in place when a school has converted from being a Local Authority maintained school and has an established, effective group of governors in place who are accustomed – and competent – to provide detailed scrutiny of a Headteacher’s management of a school.
- 1.4. All individuals with governance responsibilities are required to conduct themselves in accordance with the [seven principles of public life](#) (selflessness; integrity; objectivity; accountability; openness; honesty; and leadership) and adhere to the Governor Code of Conduct, which is included in this handbook. Additionally, Governors have to adhere to the DfE’s [Governance Competency Framework](#). This details that governors must be:
  - 1.4.1. **Confident** - Of an independent mind, able to lead and contribute to courageous conversations, to express their opinion and to play an active role on the board.

- 1.4.2. **Curious** - Possessing an enquiring mind and an analytical approach and understanding the value of meaningful questioning.
  - 1.4.3. **Challenging** - Providing appropriate challenge to the status quo, not taking information or data at face value and always driving for improvement.
  - 1.4.4. **Collaborative** - Prepared to listen to and work in partnership with others and understanding the importance of building strong working relationships within the board and with executive leaders, staff, parents and carers, pupils/students, the local community and employers.
  - 1.4.5. **Critical** - Understanding the value of critical friendship which enables both challenge and support, and self-reflective, pursuing learning and development opportunities to improve their own and whole board effectiveness.
  - 1.4.6. **Creative** - Able to challenge conventional wisdom and be open-minded about new approaches to problem-solving; recognising the value of innovation and creative thinking to organisational development and success.
- 1.5. The Governance Competency Framework also details the 6 domains of competency for governors, as follows:



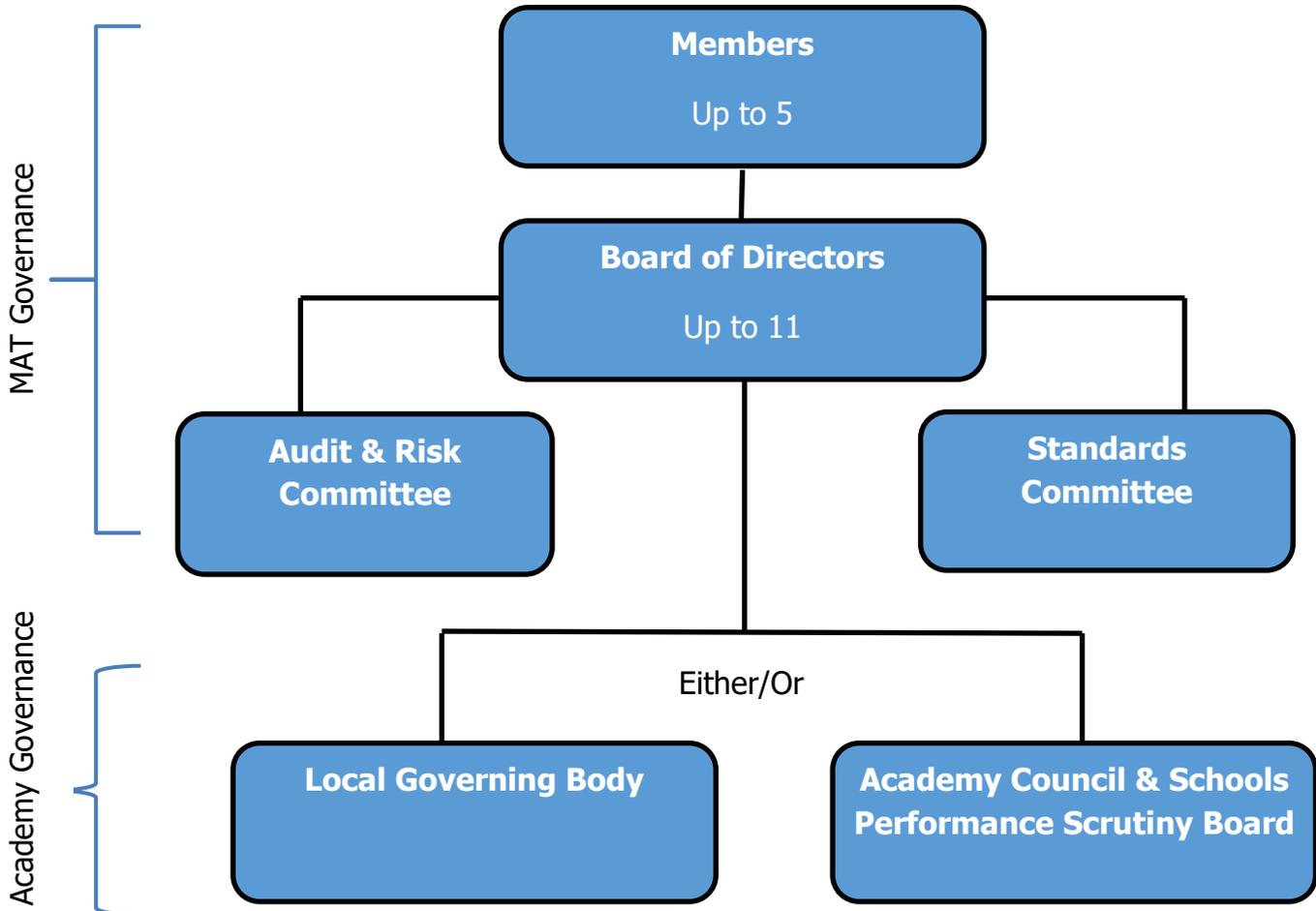
## 2. What is a Multi Academy Trust?

- 2.1.** Schools which convert to Academies are run by companies limited by guarantee called 'Academy Trusts', rather than by Local Authorities. Where more than one school is part of an Academy "family", this is termed a Multi Academy Trust, or MAT for short. Like any other company, the MAT is registered with Companies House. However, unlike private companies a MAT is also an exempt charity, which means that is not registered with the Charity Commission but must abide by charitable law and therefore can make no profit. All MATs must also adhere to HM Treasury's guidance on [use of public money](#).
- 2.2.** The Nexus Multi Academy Trust company number is **10075893**, and its registered office is Maltby Hilltop School, Larch Road, Maltby, Rotherham, S. Yorks, England, S66 8AZ.

- 2.3. At the point a school converts to academy status, it closes and reopens as a new entity.
- 2.4. When a school joins a MAT, all employees transfer over to the employment of the Trust (not the individual school), with every constituent school in a Trust being its own legal setting with a Unique Reference Number. In a similar way to local authorities having responsibility for LA maintained schools, the MAT is the parent employer for all employees in any schools which are part of a MAT, and is ultimately accountable for the performance of each academy.
- 2.5. It is a statutory requirement for all MATs must have a named accounting officer, who is the responsible executive officer for the running of the Trust and all constituent schools/academies. This individual is personally accountable to the Government for the management of the Trust and the use of public money. The accounting officer role is usually called either Executive Headteacher/Principal or Chief Executive Officer. In this Trust, it is Chief Executive Officer (CEO).
- 2.6. Like all companies, the MAT has Articles of Association ('Articles') which are the rules that govern the running of the company. The Articles set out the Objects (or purpose) of the company. All MATs have at least one Object, which is:
- To advance for the public benefit education in the United Kingdom by establishing, maintaining, carrying on, managing and developing a school(s) which shall offer a broad and balanced curriculum.**
- 2.7. The MAT must use its resources exclusively in pursuance of its Objects. Where the CEO feels this isn't happening, they have a personal responsibility to inform the Education & Skills Funding Agency (ESFA), which is the Government body responsible for funding academies.
- 2.8. The **Master Funding Agreement** is the contract between the MAT and the Secretary of State for Education for the running of the academies. It sets out the principles for how the MAT is funded and, in return, the responsibilities and obligations required of the MAT. Each constituent academy of a MAT will also have a Supplemental Funding Agreement, which details the funding that academy will receive from the MAT.

### 3. The Nexus MAT Governance Structure

3.1. The Trust is required to have a model of governance that complies with the Department for Education requirements. There are 3 tiers of governance in the Trust, as follows:



### 3.2. Who are the Members?

3.2.1. Members are the equivalent of shareholders in a company limited by shares. They are the ‘guarantors’ of the company and promise to pay £10 towards the debts of the company in the event that the MAT is wound up.

3.2.2. The members of the MAT have a different status from the trustees/directors. The members are the subscribers to the trust’s memorandum of association, as are any other individuals permitted to become members under its articles of association. Members have an overview of the governance arrangements of the trust and have the power to appoint trustees and remove these trustees.

3.2.3. Members can amend the articles and may do so to support stronger governance arrangements. This will require legal advice and support.

3.2.4. Members have limited but important powers under the Articles. These include the right to:

- wind up the Academy Trust;
- amend the Articles;
- change the name of the company;
- appoint other Members and;
- appoint and remove one or more Trustees/Directors.

3.2.5. However, Members should not interfere with the day to day operation of the Trust or approach Trustees/Directors or the Headteacher on an individual basis in their role as a Member outside of formal meeting settings.

3.2.6. As per our Articles, the Nexus MAT must have at least five Members, one of whom must always be the Chair of the Directors/Trustees. Members typically meet up to 2 times per year. There is a member role description in the appendices of this handbook.

3.2.7. Members must meet at least once every financial year, at the Trust Annual General Meeting (AGM). The Trust must specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Trust and that of the next.

3.2.8. The Annual General Meeting shall be held at such time and place as the Trustees/Directors shall appoint.

3.2.9. Annual General Meetings must be called by at least fourteen clear days' notice but may be called by shorter notice if it is so agreed by Members.

3.2.10. The notice shall specify the fact it is an AGM, time and place of the meeting and the general nature of the business to be transacted. The notice will also state that a Member is entitled to appoint a proxy (or representative to act of their behalf).

### 3.3. Who are the Directors/Trustees?

3.3.1. In all Academy Trusts, the individuals appointed to challenge and scrutinise the strategic direction and day to day running of the company led by the Chief Executive Officer have three names:

- They are **Directors** - because the MAT is a company, and;
- They are **Trustees** - because the MAT is a charity.

- They are **Governors** - because the MAT is responsible for running the school(s)

3.3.2. This can be very confusing as the documentation used to set up the Academy Trust and the Department for Education guidance for Academies uses these three titles interchangeably, depending on the context. For the purposes of this document, henceforth this role will be called 'Directors'.

3.3.3. Directors are made up of a diverse range of individuals. The Members will always appoint Directors.

3.3.4. The Articles stipulate the number and types of Directors which the MAT will have, which is up to 11.

3.3.5. The Directors come together to form the Board of Directors ('Trust Board'). The Chair of the Trust Board will always be a Member of the MAT.

3.3.6. Within the MAT, each Academy has its own local governance body in place. This is formalised in the Nexus Scheme of Delegation.

3.3.7. The ability to delegate additional responsibilities or remove responsibilities is not static and the level of delegation can be reviewed to meet changing circumstances.

3.3.8. Where the Trust sponsors another school (i.e. where a school is failing and the Department for Education ask Nexus MAT to assume running of the school by taking it into the Trust), then different governance arrangements will typically be in place to provide additional safeguards for all.

#### 3.4. What responsibilities do Trustees/Directors have?

3.4.1. A Director of Nexus will share equally with the other Directors the responsibility of running the MAT and, in turn, the Academies it runs. Directors have very similar responsibilities to governors in a maintained school, including the three core strategic functions of ensuring:

- That the vision, ethos and strategic direction of the MAT and the Academies it runs are clearly defined;
- That the Chief Executive Officer and Headteacher(s) perform their responsibilities for the educational performance of the schools;
- That there is sound, proper and effective use of the Academy Trusts financial resources.

3.4.2. In addition, Directors must ensure that the MAT pursues its Objects, is compliant with both company and charity law and has due regard for any other relevant legislation or regulations. This is documented in more detail in the [Companies Act 2006](#) and the Charity Commission document "[The essential trustee: what you need to know and what you need to do](#)".

3.4.3. Trustees of any charity have 6 core duties:

- 3.4.3.1. Ensure your charity is carrying out its purposes for the public benefit;
- 3.4.3.2. Comply with your charity's governing document and the law;
- 3.4.3.3. Act in your charity's best interests;
- 3.4.3.4. Manage your charity's resources responsibly;
- 3.4.3.5. Act with reasonable care and skill; and
- 3.4.3.6. Ensure your charity is accountable.

3.4.4. The role of Director is to take ultimate responsibility for ensuring responsible use of the MAT's resources, many of which will be managed by the Chief Executive Officer, including: the recruitment and employment of staff; land and building matters; the admission of pupils; and MAT finances and funds. Directors are also accountable to the Secretary of State for the academic and educational standards in the MAT's schools and the performance of pupils.

3.4.5. In Multi Academy Trusts, it is usual for the Board to delegate some of its responsibilities to a local governance for the schools. However, Directors remain ultimately responsible. It is also worth noting that Directors of Multi Academy Trusts are responsible for all the schools run by the MAT and are not there to represent a particular school.

3.4.6. Under the Companies Act 2006, Directors have a number of general duties which are owed to the Academy Trust. These include:

- Duty to act within powers – obey the Trust company's constitution and decisions taken under it;
- Duty to promote the success of the Trust – act in the Trust's best interests
- Duty to exercise independent judgement – remember you remain responsible for the work you give to others;
- Duty to exercise reasonable care, skill and diligence – be diligent and well informed about the Trust's affairs.
- Duty to avoid conflicts of interest – avoid situations where your interests conflict with those of the Trust. When in doubt disclose

potential conflicts quickly. In Multi Academy Trusts, Directors must ensure that there are no conflicts between their duty to the Trust and to individual schools. A Director must ensure they consider and promote the needs of each individual school for the benefit of the Trust and not simply focus on achieving the best outcome for one particular school.

- Duty not to accept benefits from third parties – be honest and remember that the Trust’s property belongs to it and not to you or its Members;
- Duty to declare an interest in a proposed transaction or arrangement.

3.4.7. In addition, Directors of this MAT are expected to:

- Safeguard and promote the values of the of the MAT and the schools it runs;
- Ensure the quality of educational provision;
- Challenge and monitor the performance of the schools and keep the focus on school improvement;
- Support the Executive Leadership Team and be a critical friend;
- Employ executive staff and be involved in scrutinising staffing structures;
- Be accountable for standards, attainment and outcomes for children and young people and ensure the Trust is accountable to the public for what it does;
- Critically evaluate the performance of the constituent schools and hold the local governance to account;
- Establish clear and effective lines of communication with other Directors, Members and the local governance;
- Ensure that all policies are regularly reviewed;
- Agree the financial budget and the auditing of the Trust accounts, ensuring sound financial management;
- Carry out Board business effectively, including induction of new Directors and a commitment to the continued professional development of Directors.

3.4.8. There is a Director role description in the appendices of this handbook.

3.4.9. The Trust Board may also appoint Advisors. These individuals do not hold any voting rights and have no liability for the Trust. As such, they are not named on Companies House but their information is included on the Trust website.

### 3.5. How much commitment is involved in being a Director?

**3.5.1.** Board meetings are expected to be held at least 3 times a year. Like governors of maintained schools, Directors need to take a full and active role in the strategic running of the MAT and monitor the operational running of the constituent schools by the Chief Executive, Headteachers and Senior Leadership Teams.

**3.5.2.** Any Board agenda and associated papers must be published to Directors no less than 7 days before a scheduled meeting.

### **3.6. What would my liability be as a Director?**

**3.6.1.** As the MAT is a legal entity in its own right, claims would normally only be brought against the Trust and not against individual Directors. Only in very rare occasions will individual governors be held personally responsible for a decision. These sorts of claims are very rare and normally fall into one of two categories:

- Breach of duties under charity law, company law and education law (or a Funding Agreement);
- Criminal breaches relating to an individual's role as a Director.

**3.6.2.** However, it is usual for Trusts to have Directors' insurance to mitigate against Director's breaches of duties where they have acted in good faith. Nexus Multi Academy Trust has signed into the Government sanctioned [Risk Protection Arrangement](#).

### **3.7. Clerk of governors**

**3.7.1.** There are appointed clerks for Trust governance. The clerks liaise with Board/committee Chairs, the Trust central team and Headteachers to ensure that the MAT Business Plan/Calendar is in place.

### **3.8. Local governance**

**3.8.1.** Whilst the Department for Education uses the term Local Governing Board for individual academy/school governance boards, Nexus uses the terms Local Governing Body or Academy Council.

**3.8.2.** As per the Articles, there may be no fewer than 2 parent governors on a local governance body at any one time. The Chair of local governance will be appointed by the Board. The Nexus Scheme of Delegation outlines the duties delegated by the Board to Local Governing Bodies and Academy Councils. There is a Governor Role description in the appendices of this handbook.

### 3.9. Persons unable to serve in a governance role

3.9.1. In accordance with the Charities Act 2011 and the MAT's articles of association, an individual is unable to serve as a Member, Director or in local governance if:

- you are under the age of 18;
- you are appointed to the role of clerk;
- you have an unspent conviction involving dishonesty or deception;
- you have been discharged bankrupt or have a composition or arrangement with, or granted a trust deed for your creditors that has not been discharged;
- you have been disqualified by an Order made under section 429 (b) of the Insolvency Act 1986;
- You have been removed from the office of Governor by an Order made by the Charity Commissioners or the High Court on the grounds of any misconduct or mismanagement, or section 7 of the Law Reforms (Miscellaneous Provisions)(Scotland) Act 1990
- You meet the criteria for barring individuals from working with children and vulnerable adults as defined in s3 and Schedule 3 parts 1 and 3 of the Safeguarding Vulnerable Groups Act 2006.

3.9.2. Anyone involved in a governance role for the MAT will be subject to Disclosure and Baring Scheme (DBS) check.

## 4. Designated roles in governance

4.1. As per the articles of association, one Member will be appointed to the Board of Directors, typically undertaking the role of Chair.

4.2. The Trust Board has 2 committees where Directors hold membership, which focus on:

- Audit & Risk (including Finance and ICT); and
- Standards.

4.3. Each committee has a remit to work closely with executive officers to ensure there is detailed scrutiny and challenge of the MAT's work.

4.4. The Trust also has a named Director for Safeguarding.

4.5. At local governance level, governors have the option to take on link roles if they feel this is helpful, and example role descriptors are included in the appendices of this document.

## 5. Expenses

- 5.1. The Trust has developed our approach to expenses for Members, Directors and Governors in accordance with the Education (Governors' Allowances) Regulations 2013. These regulations give Governing Bodies the discretion to pay allowances from the Trust's annual budget allocation to Governors for certain allowances which they incur in carrying out their duties.
- 5.2. The Trust Board believes that paying Governors' allowances, in specific categories as set out below, is important in ensuring equality of opportunity to serve as Governors for all members of the community and so is an appropriate use of Trust Funds. The specific items allowable reflect this objective.
- 5.3. All Members, Directors and Governors (including associate members) of the Trust will be entitled to claim the actual expenditure incurred in carrying out their duties as a representative of the Trust.
- 5.4. Claims can be made for the following:
- Telephone charges;
  - Photocopying costs;
  - Stationary and postage;
  - Travel, mileage and subsistence expenses, payable at the specified rates for Trust personnel, associated with attending meetings or training events/courses, unless these costs can be claimed from any other sources.
- 5.5. The Trust Board acknowledges that:
- Members, Directors and/or local governors may not be paid an attendance allowance.
- 5.6. All expenses and mileage claims should be submitted using the relevant expenses and mileage claim form and attaching receipts (VAT receipts where applicable) within 14 days of the date when the expenses were incurred. The claim form will be submitted for the approval of the Chief Executive Officer.
- 5.7. Expenses claim forms will be subject to independent audit and maybe investigated by Chief Finance Officer if they appear excessive or inconsistent.

## 6. Governance Business Planning

- 6.1. Nexus Multi Academy Trust is committed to raising and maintaining school standards by setting strategic direction, ensuring accountability, and acting as a support system for the school communities. The Members, Trust Board of Directors and local governors focus on specific areas of school life through its various levels of governance.
- 6.2. An annual plan of meetings is set prior to the start of an academic year and meetings are held as per the relevant Terms of Reference. Additional meetings, sub-committees or working parties will be organised as required dependant on the work being undertaken.
- 6.3. Nexus has set standing items on agendas for meetings at all levels of governance to ensure that all statutory duties are undertaken.
- 6.4. The Clerk will liaise with the Chair to confirm the agenda for a meeting based on: standing items; actions from previous meetings; and current matters pertinent to the level of governance.
- 6.5. Agendas and all available papers for meetings are circulated electronically at least seven days prior to the date of that meeting.
- 6.6. Printed papers are available as requested by the Member, Director or local governor and a master copy of all papers is held and filed by Clerking Services.

## 7. Record Keeping

- 7.1. From the agenda the Clerk will create a set of draft minutes which is used and updated in the meeting
- 7.2. At the end of each meeting a decision is made as to whether any items discussed were deemed to be confidential. This could be:
  - when a specific member of staff or a pupil is named or referred to;
  - when items are deemed commercially sensitive;
  - when any personal information needs to be recorded.
- 7.3. Confidential items are recorded on an individual appendix to ensure that it is kept confidential and not published on websites.

- 7.4. The Clerk will complete the minutes after the meeting and send them to the Chair for validating prior to them being circulated to the whole Board, or Committee.
- 7.5. If there is a confidential appendix this will only be circulated to the appropriate people (i.e. will not be circulated to Directors/Governors who declared an interest and left the room).
- 7.6. Approval of minutes is included on each agenda to ensure that all minutes are formally approved
- 7.7. A copy is made and filed with the master set of papers which are held by the clerk.
- 7.8. The minutes are then converted to a PDF file and forwarded to the appropriate technician for publication on the appropriate website. Confidential appendices are not converted for publication.

## 8. Access to Minutes

- 8.1. The minutes and papers of the all meetings of all levels of Nexus Governance are available to any member of the public who wishes to access them unless they have been deemed to be confidential.
- 8.2. Any confidential appendix will have restricted access but may be deemed as public by the Chair at a later date.
- 8.3. The CEO and Chair should review confidential appendices on a regular basis to assess whether or not this information should continue to be classified or whether it can be released into the public domain.
- 8.4. Minutes can be accessed online on the appropriate website.
- 8.5. Requests for access to papers should be made via the Trusts Freedom of Information procedures.
- 8.6. If copies of minutes are required there may be a charge for photocopying and printing.

## 9. Attendance at Meetings

- 9.1. Members of the public are welcome to attend meetings of the Trust and local governance but this is at the discretion of the CEO, Chair and/or responsible Headteacher.
- 9.2. Requests to attend should be made in writing to the Clerk to Nexus Trust giving 7 days' notice.
- 9.3. Members of the public who are permitted to attend are invited purely as spectators and will take no part in the meeting unless specifically invited to by the Chair.
- 9.4. Anyone in attendance can be asked to leave by the Chair at any point during discussion of particular items.

## 10. Further information

- 10.1. The Trust has a wide range of policies and procedures published on its website [www.nexusmat.org](http://www.nexusmat.org).
- 10.2. A key published document is the Trust's Scheme of Delegation, which includes important information for anyone involved in a governance role.
- 10.3. The Clerk to the Trust Board is also a key point of information and support, and can be contacted via email at [clerkingservices@nexusmat.org](mailto:clerkingservices@nexusmat.org)

# Member, Director & Governor Code of Conduct<sup>1</sup>

This code sets out the expectations on and commitment required from individuals acting in a governance role for the Nexus Multi Academy Trust, in order for Members, the Board of Directors and those in a local governance role to properly carry out their work. The term “school” is also used to refer to an Academy.

This code of conduct is further supported by – and should be read in conjunction with - the [DfE Governance Handbook](#) and the expectations outlined in the [Governance Competency Framework](#).

## Declaration

As individuals involved in governance, and in line with the terms of reference of our governance tier, we agree to the following:

## Role & Responsibilities

- We understand the purpose of the Board of which we are a member and the role of the Chief Executive Officer and the Headteachers.
- We accept that we have no legal authority to act individually, except when the board has given us delegated authority to do so, and therefore we will only speak on behalf of the board when we have been specifically authorised to do so;
- We accept collective responsibility for all decisions made by the board of which we are a member, or its delegated agents. This means that we will not speak against majority decisions outside the board meeting;
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer;
- We will encourage open government and will act appropriately;
- We will consider carefully how our decisions may affect children, their families, the community and other schools;
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our Trust/school. Our actions within a school and the local community will reflect this;
- In making or responding to criticism or complaints affecting the MAT/school we will follow the procedures established by the Trust;
- We will actively support and challenge the Chief Executive Officer and/or Headteachers.

## Commitment

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<sup>1</sup> With thanks to the National Governors Association

# Appendix A

## Member, Director & Governor Code of Conduct



- We acknowledge that accepting office of governance involves the commitment of significant amounts of time and energy;
- We will each involve ourselves actively in the work of the board of which we are a member, and accept our fair share of responsibilities, including service on committees or working groups;
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to;
- We accept that – where attendance at the Board of which we are a member falls below 66% in a 12 month period – we may be required to resign the position and reapply to the governance role;
- We will get to know the school(s) well and respond to opportunities to involve ourselves in school(s) activities;
- We will visit the school(s), with all visits to school(s) arranged in advance with the staff and undertaken within the framework established by the board and agreed with the Headteacher(s);
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training;
- We accept that in the interests of open government, our full names, date of appointment, terms of office, roles on the governing body, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing us will be published on the Trust/school's website.

### Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted;
- We will express views openly, courteously and respectfully in all our communications with others;
- We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times;
- We are prepared to answer queries from others in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved;
- We will seek to develop effective working relationships with the Chief Executive Officer, Headteacher(s), staff and parents, the local authority, health services and other relevant agencies and the community.

### Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside the Trust/school;

# Appendix A

## Member, Director & Governor Code of Conduct



- We will exercise the greatest prudence at all times when discussions regarding Trust/school business arise outside a board meeting;
- We will not reveal the details of any board vote.

### Conflicts of interest

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the board's business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time. We accept that the Register of Business Interests will be published on the Trust/school's website;
- We will record any gifts or hospitality, as defined in the Employee Code of Conduct, on the Trust register;
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise;
- We will act in the best interests of the Trust/school as a whole and not as a representative of any group, even if elected to the board.

### Breach of this code

- If we believe this code has been breached, we will raise this issue with the chair and the chair will investigate; the board will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways;
- Should it be member of local governance that we believe has breached this code, the CEO or their proxy shall investigate;
- Should it be the chair of the Trust Board of Directors that we believe has breached this code, Members will arrange for the investigation in conjunction with the CEO.

## Member role description

The members are akin to the shareholders of a company. They have ultimate control over the Trust, with the ability to appoint some of the trustees and the right to amend the trust’s articles of association. Members meet at least 3 times a year to ensure that the Trust Board is held to account for the way in which it is managing and directing the work of the Trust.

The liability of the members of the Academy Trust is limited, as with any company limited by guarantee, by the amount of the guarantee undertaken by the member (this is set at £10 in the model Articles of Association).

The functions of the members of the Academy Trust include:

- Overseeing the achievement of the objectives of the company
- Taking part in annual and extraordinary general meetings
- Appointing some of the governors
- Signing off the company’s financial accounts and annual report
- Power to amend the Articles of the company and, ultimately, to remove the directors

### Seven principles of public life

All members are expected to adhere to the seven principles of public life. These are:

<b>Selflessness</b>	Holders of public office should take decisions solely in terms of the interest of the public. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.
<b>Integrity</b>	Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
<b>Objectivity</b>	In carrying out public business, including making public appointments, awarding contracts, and recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.
<b>Accountability</b>	Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

# Appendix B

## Member Role Description



<b>Openness</b>	Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands this.
<b>Honesty</b>	Holders of public office have a duty to declare any private interest relating to their public office duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
<b>Leadership</b>	Holders of public office should promote and support these principles by leadership and example.

## Director Role Description

Nexus MAT is guided by the individual and collective contribution of the Board of Directors. The work of the Board of Directors is the driving force for the success of the Trust and its member schools/academies, and Directors should feel that the job they do is rewarding and satisfying.

This role descriptor should be read in conjunction with the [DfE Governance Handbook](#) and the expectations outlined in the [Governance Competency Framework](#).

### Duties of a Director

The role of the Director is a non-executive one and Directors are required to be as flexible as possible in the exercising of their responsibilities and duties, ensuring that their oversight of the Trust does not interfere with the day-to-day management, which is the responsibility of the Executive Leadership Team.

Under the Companies Act 2006, Directors have a number of general duties which are owed to the Academy Trust. These include:

- Duty to act within powers – obey the Academy Trust company's constitution and decisions taken under it;
- Duty to promote the success of the Academy Trust – act in the Academy Trust's best interests
- Duty to exercise independent judgement – remember you remain responsible for the work you give to others;
- Duty to exercise reasonable care, skill and diligence – be diligent and well informed about the Academy Trust's affairs.
- Duty to avoid conflicts of interest – avoid situations where your interests conflict with those of the Academy Trust. When in doubt disclose potential conflicts quickly. In Multi Academy Trusts, Directors must ensure that there are no conflicts between their duty to the Academy Trust and to individual schools. A Director must ensure they consider and promote the needs of each individual school for the benefit of the Academy Trust and not simply focus on achieving the best outcome for one particular school.
- Duty not to accept benefits from third parties – be honest and remember that the Academy Trust's property belongs to it and not to you or its Members;
- Duty to declare an interest in a proposed transaction or arrangement.

In addition, Directors of this MAT are expected to:

- Safeguard and promote the values of the of the MAT and the Academies it runs ;
- Ensure the quality of educational provision;
- Challenge and monitor the performance of the Academy(s) and keep the focus on school improvement;
- Support the Executive Leadership Team and be a critical friend;

# Appendix C

## Director Role Description



- Employ senior staff and be involved in scrutinising staffing structures;
- Be accountable for standards, attainment and outcomes for children and young people and ensure the Trust is accountable to the public for what it does;
- Contribute to the local governance role in giving clear strategic direction and ensure that the member Academies respond to the needs of pupils, parents and the wider community;
- Critically evaluate the performance of the member Academies and hold local governance to account, via the CEO;
- Establish clear and effective lines of communication with other Directors, Members and those in local governance;
- Ensure that all policies are regularly reviewed;
- Agree the financial budget and the auditing of Academy accounts, ensuring sound financial management;
- Carry out Board business effectively, including induction of new Directors and a commitment to the continued professional development of Directors.

Directors have a collective responsibility for the above but no Director has the authority to speak or act on the Trust Board’s behalf unless specifically delegated to do so.

Directors must be free at all times to speak and act in what they believe to be the best interest of the Trust, in line with the Code of Conduct. They cannot be mandated by any group to express its views.

### Director Person Specification

In seeking to fill any vacancy, the Trust Board endeavors to maintain a balance of skills and experience amongst its membership. The following general person specification outlines the skills that are required.

Key Skills	
<b>Commitment to education</b>	Able to demonstrate a commitment to lifelong learning and the role Nexus MAT plays in improving the lives of children and young people
<b>Interpersonal skills and the ability to work as part of a team</b>	Able to work positively with others and debate whilst maintaining a constructive atmosphere.
<b>Communication skills and the ability to influence</b>	Able to express ideas/plans in a clear manner and to listen actively to other views. Able to communicate effectively.

# Appendix C

## Director Role Description



<b>Planning and Organisational skills</b>	Able to quickly establish an effective course of action for self and others to achieve goals that can be monitored by realistic performance targets. To be visionary for the future plans of the Trust.
<b>Determination and Drive</b>	Able to create the required energy/enthusiasm and commitment necessary to be effective. To have the tenacity to overcome obstacles.
<b>Strategic Perspective</b>	Able to develop a broad-based view of issues and events and to perceive their long-term impact.
<b>Intellectual and technical ability</b>	Able to absorb sometimes complex information and to rationalise appropriately. Able to think laterally and arrive at a pragmatic solution.
<b>Leadership</b>	Able to demonstrate behaviour and skills that motivate others to achieve - to inspire confidence in others to achieve. To respect the views of others.
<b>Experience</b>	<ul style="list-style-type: none"> <li>• Expertise in a field which is of relevance to the oversight of the affairs of the Trust. (Some vacancies or link roles may require specific qualifications or a particular skill or experience.)</li> <li>• Ability to demonstrate a full understanding and appreciation of the principles of governance, including collective responsibility, discharge of fiduciary duties and the seven principles of public life.</li> </ul>
<b>Circumstances</b>	Available to attend scheduled meetings of the Trust Board (66% minimum) and its Committees.
<b>Equal Opportunities/Investors in People</b>	Commitment to equal opportunities

### Seven principles of public life

All Nexus Directors are expected to adhere to the seven principles of public life. These are:

<b>Selflessness</b>	Holders of public office should take decisions solely in terms of the interest of the public. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.
<b>Integrity</b>	Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
<b>Objectivity</b>	In carrying out public business, including making public appointments, awarding contracts, and recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.
<b>Accountability</b>	Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
<b>Openness</b>	Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands this.
<b>Honesty</b>	Holders of public office have a duty to declare any private interest relating to their public office duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
<b>Leadership</b>	Holders of public office should promote and support these principles by leadership and example.

## Local Governor Role Description

Nexus MAT values the experience and skills of its Local Governors. It recognises the contribution that Local Governors make to the success of the Trust and its member schools/academies, and wants its Governors to feel that the job they do is rewarding and satisfying.

This role descriptor should be read in conjunction with the [DfE Governance Handbook](#) and the expectations outlined in the [Governance Competency Framework](#).

### Duties of a Local Governor

The role of the Local Governor is a non-executive one, and Local Governors are required to be as flexible as possible in the exercising of their responsibilities and duties, ensuring that their oversight of the Academy/School does not interfere with the day-to-day management, which is the responsibility of the Headteacher(s) and the Executive Leadership Team.

The primary responsibilities of Local Governors are to:

- play an active role in the high level strategic planning process of the School/Academy by contributing to:
  - the development of the mission, vision and educational character;
  - the development of strategic priorities;
  - the setting of measurable targets to support the development and budget;
  - the monitoring of achievement against objectives;
  - the development of plans to address weaknesses;
- comply with the Articles of Association, Financial Handbook, Governors' Code of Conduct and any other related governance policies and procedures;
- contribute to the business of local governance in an effective, efficient, open and transparent manner;
- attend local governance meetings, governor training and induction events as required;
- help new Governors understand their role;
- act in the best interests of the school at all times.

# Appendix D

## Governor Role Description



Local Governors have a collective responsibility for the above but no Governor has the authority to speak or act on behalf of local governance unless specifically delegated to do so.

Local Governors must be free at all times to speak and act in what they believe to be the best interest of the school, in line with the Code of Conduct. They cannot be mandated by any group to express its views.

### Local Governor Person Specification

In seeking to fill any vacancy, local governance endeavors to maintain a balance of skills and experience amongst its membership. The following general person specification outlines the skills that are required. Certain categories of Governors, e.g. link role, may require additional skills.

Key Skills	
<b>Commitment to education</b>	Able to demonstrate a commitment to lifelong learning and the role Nexus MAT plays in improving the lives of children and young people
<b>Interpersonal skills and the ability to work as part of a team</b>	Able to work positively with others and debate whilst maintaining a constructive atmosphere.
<b>Communication skills and the ability to influence</b>	Able to express ideas/plans in a clear manner and to listen actively to other views. Able to communicate effectively.
<b>Planning and Organisational skills</b>	Able to quickly establish an effective course of action for self and others to achieve goals that can be monitored by realistic performance targets. To be visionary for the future plans of the school.
<b>Determination and Drive</b>	Able to create the required energy/enthusiasm and commitment necessary to be effective. To have the tenacity to overcome obstacles.
<b>Strategic Perspective</b>	Able to develop a broad-based view of issues and events and to perceive their long-term impact.

<b>Intellectual and technical ability</b>	Able to absorb sometimes complex information and to rationalise appropriately. Able to think laterally and arrive at a pragmatic solution.
<b>Leadership</b>	Able to demonstrate behaviour and skills that motivate others to achieve - to inspire confidence in others to achieve. To respect the views of others.
<b>Experience</b>	Expertise in a field which is of relevance to the oversight of the affairs of the school. (Some vacancies or link roles may require specific qualifications or a particular skill or experience.)
<b>Circumstances</b>	Available to attend scheduled meetings of local governance (66% minimum per year).
<b>Equal Opportunities/Investors in People</b>	Commitment to equal opportunities

### SEVEN PRINCIPLES OF PUBLIC LIFE

All governors are expected to adhere to the seven principles of public life. These are:

<b>Selflessness</b>	Holders of public office should take decisions solely in terms of the interest of the public. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.
<b>Integrity</b>	Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
<b>Objectivity</b>	In carrying out public business, including making public appointments, awarding contracts, and recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.

# Appendix D

## Governor Role Description



<b>Accountability</b>	Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
<b>Openness</b>	Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands this.
<b>Honesty</b>	Holders of public office have a duty to declare any private interest relating to their public office duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
<b>Leadership</b>	Holders of public office should promote and support these principles by leadership and example.

## Chair role description

In addition to their function as a Member/Director/Governor, there are specific skills and qualities required of a Chair.

This role descriptor should be read in conjunction with the [DfE Governance Handbook](#) and the expectations outlined in the [Governance Competency Framework](#).

A chair is responsible for regularly liaising with the Chief Executive and/or the Headteacher(s) in order to ensure the Board/committee they chair conducts its business and is meeting the duties outlined to it in the scheme of delegation.

The chair is supported by the appointed clerk, who will provide coordination of the board’s business to ensure that agendas are planned and reports are received and circulate at least 7 working days prior to the next scheduled meeting. The clerk will also liaise with the Chief Executive Officer or Headteacher(s) and link governors to ensure that any required reports are submitted on time to ensure the board/body can exercise informed scrutiny and challenge.

The role of Chair is key strategic leadership role in Nexus Multi Academy Trust, and is relative to both the Trust Board and individual schools.

Duties of a chair:	
<b>Promote and maintain high standards of inclusion and achievement</b>	By working closely the Chief Executive/Headteacher(s) to ensure the Board sets a clear vision, ethos and strategic direction in line with their delegated responsibilities. This will require officers of the Trust/school to be held to account for the educational performance of pupils.
<b>Provide oversight of performance in a range of areas</b>	By ensuring that there is robust oversight of the financial performance of the Trust/school and effective use of resources; that improvement plans are informed by objection evaluation; sharing the workload of the Board fairly and equally.
<b>Lead effective governance</b>	By facilitating group discussion and individual contributions of Directors/governors and Trust/school staff to the work of the Board; providing clear direction in line with the Trust’s priorities and plans; and by engendering a common understanding of how accountabilities should effectively be exercised individually and collectively.

# Appendix E

## Chair Role Description



<b>Establish and maintain relationships</b>	By meeting regularly with Trust/school officers, other Directors/governors and school staff acting as critical friend – offering support, challenge and encouragement optimizing use of the skills, knowledge and experience of others
<b>Modelling accountability and integrity</b>	By acting at all times in an open, honest and transparent way; by being responsive to communications and ensuring that the work of the Chair and the Board is subject to formal record and published in the line the expectations of the Public and the Trust.
<b>Adapting the focus and approach based on the tier of governance</b>	By ensuring that their personal approach and the approach taken by Members, Directors and Governors strives for healthy challenge whilst appreciating the importance of consistency across the Trust.

Whilst being a first amongst peers with a remit and responsibility to provide leadership and enable team working, the chair has no individual power. The Board is a corporate entity and its power and authority rest with the whole.

### Process Map for Recruitment of new Directors

