

River Learning Trust

Constitution

1. Introduction

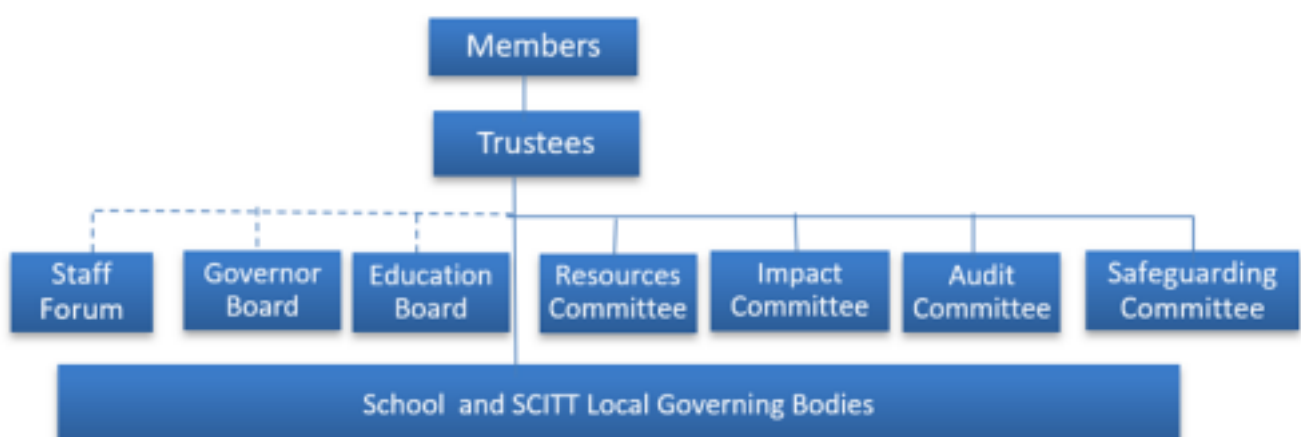
This constitution sets out the governance structure for the Trust. The [Memorandum and Articles of Association of the Trust](#) set out the legal requirements in respect of Members and Trustees and some aspects of governance. This document amplifies the role and requirements of Members and Trustees in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

2. Principles of the Trust

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

3. Governance Structure

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



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

4. Roles, responsibilities and appointment processes

4.1. Members

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

In order to do this every Member must:

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

4.1.1 Duties of Members

The specific duties of Members are to:

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

In order to fulfill 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's effectiveness;
- Undertake activities to understand the challenges and achievements of all parts of the Trust – Academy Trust Board, schools, SCITT and any other elements;
- Attend the AGM and additionally meet as Members without Trustees to review the work of the Trust Board formally twice a year.

4.1.2 Number of Members

There will be five Members. One of the Members (i.e. 25 per cent of the total number) will be appointed by the Diocesan Board of Education and one member will be ex officio the Chair of the Trust Board. At no time can the number of Members be fewer than three (article 12).

4.1.3 Appointment of Members

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

In the appointment of a new Member, consideration will be given to ensuring diversity of the Member group.

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

Applications will be reviewed by a panel comprised of the existing Members.

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

The interview will be held by the same panel as that for shortlisting. Where possible an opportunity will be provided for an informal discussion to be held between each shortlisted candidate and a group of LGB Chairs and/or Headteachers prior to interview.

4.2 Trustees

4.2.1 Role of Trustees

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

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

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

a) must encompass:

- Education – experience with performance and monitoring/tracking data, staff development, school improvement, SEND, AP, Safeguarding;
- 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;

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.
- Legal - experience of legal issues facing schools and/or charities

4.2.2 Duties of Trustees

The specific duties of Trustees are to:

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

4.2.3 Number of Trustees

There will be up to 12 Trustees. Nine will be appointed by the Members and three (25 per cent) by the Diocesan Board of Education. At no time can the number of Trustees be fewer than five. The Board may co-opt up to two Trustees as long as the total number of Trustees does not exceed 12.

4.2.4 Appointment of Trustees

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

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

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 all the Members and the Chief Executive Officer. Candidates may be shortlisted, and then will be invited to interview.

The interview will be held by the same panel as that for shortlisting. Where possible an opportunity will be provided for an informal discussion to be held between each shortlisted candidate and a group of LGB Chairs and/or Headteachers prior.

4.2.5 Chair of Trustees

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

4.2.6 Terms of office of Trustees

The term of office for a Trustee is four years and they may be re-appointed in accordance with the Articles. Co-opted trustees shall remain in office for a period of one term of four years.

4.2.7 Delegation of powers and Local Governing Bodies

The Trust Board establishes the governance structures for the Trust and individual academies, and may delegate its powers and functions to committees and Local Governing Bodies (LGBs). This will be done through a defined [Scheme of Delegation](#). (The Scheme of Delegation for the trust's VC CofE schools is [here](#)) The level of delegation will depend upon the performance of an individual academy, with strongly performing academies operating with a high degree of autonomy. Further detail is provided in the Trust's Schemes of Delegation.

4.3 Chief Executive

4.3.1 Role of the Chief Executive

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

4.3.2 Duties of the Chief Executive

Specific responsibilities are to:

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

The Chief Executive leads the Trust executive team, who are responsible for core Trust functions of performance monitoring and managing centrally-provided support services. These core functions are funded from a small percentage contribution from the budget of each school.

4.3.3 Appointment of the Chief Executive

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

4.4 Resources Committee

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

4.4.2 Membership

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

4.4.3 Quoracy

A meeting of the committee shall be quorate when three trustees are in attendance (this may include the CE acting in his capacity as trustee).

4.4.4 FINANCE

- Scrutiny of budget plans for recommendation to the Trust Board;
- Review pupil census, funding forecasts and budget assumptions
- Regular monitoring of income and expenditure against budget plans, with analysis of variances;
- Review the year end financial position as set out in the year end financial statements;
- Examine and review new initiatives for financial development, including fundraising;
- Approve delegated finance policies
- Approve and keep under review the Academy Trust's investment policy;
- Approve and keep under review the Academy Trust's reserves policy;
- Review the top slice consultations
- Review draft financial statements and submit a recommendation to the Trust Board on their adoption (pending clearer split with Audit committee TBC)
- Consider DfE funding changes and their impact on budgets, drawing any matters of significance to the trust Board
- Promptly notify the Trust Board of all financial matters of which the Committee has knowledge and which may materially affect the current or future position of the Academy Trust;
- Develop a financial strategy for the Academy Trust and consider policies, procedures or plans required to realise such strategy.

CAPITAL, ESTATES AND OPERATIONS

- Monitoring of progress of capital projects;
- Monitoring of key operations data
- Recommendation and review of estates and capital policies/strategies

HR

- Monitoring of key HR data
- Recommendation and review of HR policies;

PROCUREMENT

- Approval of procurements above 'threshold'
- Recommendation and review of procurement policies/strategies;

IT

- Monitoring of key IT data
- Recommendation and review of key IT policies;

4.4.5 Frequency of meetings

Four times per year.

4.5 Impact Committee

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

4.5.1 Membership

- Four Trustees with expertise and knowledge of school improvement
- The CEO, Directors of Education, Director of Inclusion and other members of the central team as requested by the committee in attendance

4.5.2 Quoracy

A meeting of the committee shall be quorate when three of its members are in attendance (one of these may be the CE acting in his capacity as trustee).

4.5.3 Responsibilities:

- To receive a termly report from the Directors of Education and Director of Inclusion regarding standards and performance of the Academy Trust against key performance indicators;
- To identify any areas of concern in respect of standards and performance and to ensure with the Chief Executive, Directors of Education and Director of Inclusion that suitable improvement plans are implemented;
- To scrutinise and review Academy Trust statements and policies relating to *inter alia* curriculum, attendance and behaviour, CEIAG for recommendation to the Trust Board;
- To ensure that effective processes are in place for the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Academy Trust;
- To consider provision in the trust for educational-focussed CPLD (including leadership development);
- To review data on Careers, Education, Information, Advice and Guidance (CEIAG) and student destinations;
- To consider the performance of the Teaching School Hub and SCITT;

- To support the Chief Executive Officer in the creation, implementation and monitoring of the Academy Trust's strategic education and inclusion plans and any post-Ofsted action plans;
- To ensure that effective arrangements are in place across the Academy Trust for monitoring pupil attendance and to receive reports on the performance of schools in relation to attendance;
- To ensure effective arrangements are in place across the academy trust to ensure pupil voice is heard and informs decision making

4.5.4 Frequency of meetings

Four times a year.

4.6 Safeguarding Committee

The Safeguarding Committee will take a holistic view of safeguarding across the Trust and consider information about schools covering the full range of safeguarding matters e.g. Safeguarding RAG Grid, sample Audits and Action Plans, Child Protection Reporting data, Behaviour, Attendance and Exclusion data. It will also regularly receive reports on Health and Safety and Risk Assessment matters. The Safeguarding Committee will support and challenge the Central Team to secure effective implementation of the Trust's safeguarding assurance strategy.

4.6.1 Membership

- Three Trustees
- Trust Safeguarding Lead (in attendance)
- Chief Executive (in attendance)
- Directors of Education (in attendance, as needed)
- Safeguarding Officer (in attendance, as needed)

4.6.2 Quoracy

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

4.6.3 Responsibilities

- Receive and review at every meeting a report from the Trust's Safeguarding Lead including the Safeguarding RAG grid and related Safeguarding information.
- Receive and review reports from the Operations Director on Health and Safety and Risk Assessment matters.
- Review H&S policies and their operation in school.
- Receive monitoring reports from the Safeguarding Link Trustee.
- Receive and review reports from the Directors of Education on attendance and exclusion data focussing on severe and persistent absence.
- Review the outcomes of any external review of Safeguarding commissioned by the Trust and monitor the implementation of any recommendations.
- Review progress in the implementation of the Trust's Safeguarding assurance strategy.
- Review policies related to Safeguarding for recommendation to the Trust Board for approval.
- Receive and review at every meeting a report from the Trust's Safeguarding Lead including the Safeguarding RAG grid and related Safeguarding information.
- Receive monitoring reports from the Safeguarding Link Trustee.
- Receive and review reports from the Directors of Education.
- Review the outcomes of any external review of Safeguarding commissioned by the Trust

and monitor the implementation of any recommendations.

- Review progress in the implementation of the Trust's Safeguarding assurance strategy.
- Review policies related to Safeguarding for recommendation to the Trust Board for approval.

4.6.4 Frequency of meetings

Three times per year.

4.7 Audit and Risk Committee

This committee provides assurances to the Trust Board that both financial and non-financial risks are being adequately identified and managed by reviewing and agreeing a programme of work to address, and provide assurance on, those risks. The role of the Audit and Risk Committee is therefore to ask what is being done about a particular risk (rather than why), when a change in the status of the risk can be expected and to monitor the successful delivery of this improvement.

The outcome of the work informs the governance statement that accompanies the Trust's annual accounts and, so far as is possible, provides assurance to the external auditors.

4.7.1 Membership

- At least three external members, two of whom should have audit/finance expertise
- Chair of the Trust Board
- One other Trustee in addition to the Chair of the Trust Board
- Chief Executive (in attendance)

4.7.2 Quoracy

A meeting of the committee shall be quorate when two external members and one Trustee are present.

4.7.3 Responsibilities

- Advise the board on the effectiveness and resources of the external/internal auditors or scrutineers to provide a basis for their reappointment, dismissal, retendering, or remuneration.
- Ensure there is co-ordination as appropriate between internal scrutiny and external audit and any other review bodies that are relevant.
- Consider the reports of the scrutineers and, when appropriate, advise the Trust Board of material control issues.
- Provide minutes of all Audit and Risk Committee meetings on request.
- Oversee the annual review of the trust's risk register and conduct a review of the risk register at each meeting.
- Monitor the effectiveness of risk management policy and processes.
- Review any risks to the academy trust's systems of internal control and agree a programme of work to address, and provide assurance on, those risks to the trust board as appropriate.
- Review, monitor and assess periodically major aspects of risk such as:
 - damage to the trust's reputation
 - loss of funds
 - changes in government policy

- risks to standards, systems and controls that may arise from expansion.
- Review the external auditor's plan each year.
- Review the annual report and accounts.
- Review the auditor's findings and actions taken by the trust's SLT in response to those findings.
- Undertake the annual review of the effectiveness of the external auditor and recommend to the members whether to reappoint the external auditor.
- Take delegated responsibility on behalf of the board of trustees for examining and reviewing all systems and methods of control both financial and otherwise including risk analysis and risk management; and for ensuring the trust is complying with the overall requirements for internal scrutiny, as specified in the Academy Trust Handbook.
- Review/agree an annual programme of internal scrutiny informed by the risk register, which is objective and independent, covering systems, controls, transactions, and risks.
- Advise the trustees on the adequacy and effectiveness of the trust's systems of internal control, governance, and risk management processes.
- Review the scrutineer's findings and actions taken by the trust's SLT in response to those findings.
- Consider the appropriateness of executive action following internal scrutiny reviews and to advise the board on any additional or alternative steps to be taken.
- Undertake the annual review of the effectiveness of the internal scrutineer and decide whether to recommend to the trust board the reappointment of the internal scrutineer or to recommend alternative arrangements.
- Consider appropriate actions following any serious incidents, including fraud, which are reportable to the Education and Skills Funding Agency/DfE or would have a major financial or reputational risk to the trust.
- Ensure that all significant losses have been properly notified and investigated as required by the ATH;
- Undertake annual reviews of the committee's effectiveness including, where appropriate data is available, benchmarking against best practice.

4.7.4 Frequency of meetings:

Four times per year as an Audit and Risk Committee plus an annual meeting of external members only for self-scrutiny and reflection.

4.8 Remuneration Committee

The committee is responsible for making decisions regarding the pay of the Chief Executive Officer, the Chief Operating Officer and the Chief Finance Officer.

4.8.1 Membership

- Three Trustees (including one member of the CEO Appraisal Committee), CEO when their pay is not being discussed
- In attendance:
- HR Director
 - Head of Governance and Compliance

4.8.2 Quoracy

The quorum is three trustees.

4.8.3 Responsibilities

The committee is expected, and has full delegated powers, to carry out the following

specific tasks:

- having received and considered pay recommendations from the Trust Board's Appraisal Committee (for the CEO) and the CEO (for the COO) take decisions regarding the pay of the relevant staff;
- set the salary of the CEO and set the salary bands for the salaries of the COO and Chief Finance Officer;
- inform the relevant staff members of their decisions and of the right of appeal;
- establish an Appeals Committee to take decisions on appeals against the decisions of the Remuneration Committee in accordance with the terms of the Pay policy;
- consider, determine and keep under review a policy for the remuneration, benefits and incentives of the Chief Executive Officer and such other members of the Senior Executive Team as the Trust Board shall from time to time direct. Within this the committee shall receive submissions from the CEO explaining the relevant salary levels.

4.8.4 Frequency of meetings

One meeting a year in the autumn term in early December after the Trust Board's Appraisal Committee has met

4.9 Governor Board

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

4.9.1 Membership (all *ex officio*)

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

4.9.2 Responsibilities:

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

4.9.3 Frequency of meetings:

Four times per year (including one meeting devoted to Resources issues and one with an Impact focus).

4.10 Education Board

4.10.1 Membership (all *ex-officio*)

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

4.10.2 Responsibilities

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

4.10.3 Frequency of meetings:

At least six times per year

4.11 Local Governing Bodies

4.11.1 Membership

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

4.11.2 Responsibilities

The Scheme of Delegation sets out the powers and duties of the LGBs and their responsibility to ensure good governance of their schools. It also explains the different roles and responsibilities of Trustees and members of the LGBs and their commitments to each other to ensure the success of each school. The extent of freedom to act is determined by the performance and perceived risk for each school. There are separate Schemes of Delegation for our VC CofE schools, the Oxfordshire Teaching School and Oxfordshire Teacher Training.

The core functions of each LGB are as follows:

- Setting the school's vision, ethos and strategic direction within the values of the Trust;
- Maintaining the effective operation and membership of the LGB;
- Overseeing the educational performance of the school:
 - Regularly reviewing performance and progress and monitoring data;
 - Understanding the quality of teaching and learning across the school with detailed knowledge of its strengths and weakness;
 - Ensuring the school has appropriate support and intervention strategies in place to deliver high quality teaching and learning plans, and to address

underperformance and areas of weakness;

- Overseeing the financial performance of the school:
 - Seeking value for money and ensuring resources are applied appropriately at academy level;
 - Monitoring and reviewing expenditure regularly;
 - Maintaining proper accounting records and preparing expenditure and balance sheets;
 - Notifying the Trust of any changes to fixed assets used by the school;
 - Supporting the Trust board in relation to the annual budgetary process;
 - Observing proper levels of delegation;
- Ensuring pupil wellbeing including safeguarding, school safety and security;
- Appointment of the Headteacher and carrying out their annual performance appraisal.

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

4.11.3 Frequency of meetings

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

4.12 Staff Forum

This is an informal meeting that is held once a year to which all staff are invited to hear and discuss a presentation from the Chief Executive.