

# Trust Governance Handbook



Pride  
Passion  
Partnership  
Professionalism  
Positivity

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# Vision Statement

An inclusive family of schools placing every child at the heart of everything we do.

## Our core values:

Pride

Passion

Partnership

Professionalism

Positivity

In order to achieve our 'vision', the Trust is underpinned by the following principles:

- Our schools are Trust-minded and are collectively responsible for the achievement of all children. Every school should be a giver and receiver of support and challenge.
- Our schools will support each other in cycle of continual development.
- The most effective form of intervention is the sustainability of high-quality teaching.

# Priorities 2023-24

<b>1. Student Outcomes</b>	<b>5. School Improvement</b>
<p>To ensure that all children in Trust schools make the best possible progress during their time attending Trust schools.</p> <p>Systems are in place for systematically tracking pupils' progress and using this information to inform interventions.</p>	<p>To ensure there is a Trust wide improvement strategy that recognises the different interventions needed at different stages of the improvement journey that a school undertakes.</p>
<b>2. Governance</b>	<b>6. Development Centre</b>
<p>To ensure that the Board of Directors delivers on its key responsibilities and holds the Chief Executive Officer, Chief Operating Officer and central office team to account for delivering on Trust priorities.</p>	<p>To develop a strategic plan for the growth of the Development Centre in light of latest national initiatives</p>
<b>3. Leadership and Management</b>	<b>7. Partnerships</b>
<p>To embed new systems and ensure the central team provide the best possible service and support to the schools</p> <p>To develop the school improvement arm of the central services</p> <p>To review school based leadership structures to ensure they are the best fit</p>	<p>To develop a strategic marketing plan</p>
<b>4. School Performance</b>	<b>8. Succession Planning</b>
<p>To review and further develop the systems which support school performance</p>	<p>To develop a clear succession plan for key posts within the Trust</p>

# Schools of the Trust

<b>The Bridge School</b>	<b>The Bridge Integrated Learning Space</b>
<p>251 Hungerford Road London N7 9LD 020 7619 1000 Executive Headteacher: Penny Barratt</p>	<p>1 Dowrey Street London N1 0HY 020 7619 1000 Headteacher: Ed Ascroft</p>
<b>The Bridge Satellite School</b>	<b>The Bridge Hungerford School</b>
<p>c/o 251 Hungerford Road London N7 9LD 020 7619 1000 Headteacher: Rosie Whur</p>	<p>249 Hungerford Road London N7 9LF 020 7619 1000 Headteacher: Jo Stephens</p>
<b>The Bridge Easton</b>	<b>Fen Rivers School</b>
<p>Bawburgh Road Easton Norfolk NR9 5EA 01603 652313 Headteacher: Heidi Philpott</p>	<p>Kilhams Way King's Lynn Norfolk PE30 2HU 01553 887330 Headteacher: Amanda Fewkes</p>
<b>Development Centre</b>	
<p>251 Hungerford Road London N7 9LD 020 7619 1000 Director: Gary Morrissey</p>	

# Governance Structure

Our governance structure is made up as illustrated in the Trust Governance Structure diagram. The **Members** hold ultimate responsibility for the Trust whilst the Accountable Body for the Trust is the **Board of Directors**. Each school within the Trust has its own **Local Governing Body** that provides challenge and support to the Headteacher and updates to the Board.

There are currently two sub-committees of the Board, the **Finance, Audit and Risk Committee** and the **Remuneration Committee**. Directors of the Board comprise the members of these committees advised by the Chief Executive and the Chief Operating Officer.

The Headteachers of each school in the Trust meet regularly at a **Leadership Team** meeting with the Chief Executive and the Chief Operating Officer. In addition, Headteachers meet with the Chief Operating Officer to monitor and review their school budgets and to ensure compliance with the requirements of the Academy Trust Handbook and internal financial controls.

The Chief Executive, along with a Director and the Chair of the Local Governing Body will conduct the **Performance Appraisal** of each Headteacher.

## Our Members

Our Members, Thomas Adcock, Amy Loveng, Helen Rayfield, Daniel Rose and David Tait, hold formal responsibility for the Trust as registered at Companies House. The Members can amend the Articles of Association (subject to DfE approval) and take other fundamental decisions related to the corporate structure of the Trust. Members also have the right to remove a Director by ordinary resolution (a vote passed by a simple majority of Members).

The role of Member is likely to continue to be a largely 'hands-off' role. The distinction between a Member and Director is perhaps best illustrated by an example: - whilst the annual audited accounts will be presented to the Members, it is the Trust Board and the Chair of the Board who approve, sign and lodge them with Companies House.

## Our Directors

Our Directors are the Accountable Body for the Trust. They are responsible for:

- 1 Agreeing the vision, values and strategic priorities of the Trust;
- 2 Holding the Chief Executive to account for the academic progress of the schools within the Trust;
- 3 Approving and monitoring budgets;
- 4 Appointing all senior central staff, including involvement in the appointment of Headteachers;
- 5 Conducting the annual performance management reviews of the Chief Executive and Chief Operating Officer.

At the start of 2023-24, the Board of Directors consists of seven Directors including the Chief Executive and is scheduled to meet six times during the academic/financial year with meetings also attended by the Chief Operating Officer. The quorum for all meetings is three Directors, or one third should the number of Directors exceed nine in total with professional governance administration support provided by the Trust's Governance Professional. The Chair and Vice Chair of the Board are elected annually by the Directors.

The Chair is responsible for finalising the agenda for each meeting Board meeting and agreeing the papers to be presented at the meeting with these to be sent to Directors by the Trust's Governance Professional at least seven clear days in advance of each meeting. Should the Chair, Vice Chair or the Trust's Governance Professional not be present at a meeting, a temporary replacement may be appointed for that meeting.

## Local Governing Bodies (LGBs)

Our LGBs play an important role in providing support and challenge to Headteachers, in considering detailed information on educational progress and the quality of teaching and in supporting the Board in monitoring individual schools.

They are responsible for:

- Ensuring the strategic direction of the school is clear and reviewed annually;
- Holding the Headteacher to account for the performance of the school and its pupils, and the performance management of staff;
- Review the impact of the school's use of specific grant funding under delegation from the Board of Directors;
- Monitor the school's fulfilment of its statutory duties under the Equality Act 2010 and check safeguarding responsibilities are fully met including those related to the 'Prevent' duty;
- Consider how successfully the school are involving parents/carers and other professionals in deciding how best to support pupils.

The LGBs are comprised of the Chair, who is appointed by the Trust Board, the Headteacher, two elected parent members, one elected staff member and up to seven additional members appointed by the Board. Each LGB meets six times per year, once every half term.

## Finance

The Trust's Articles of Association, Master Funding Agreement, Scheme of Delegation, Financial Procedures and Terms of Reference for LGBs offer information and advice on the Trust's financial procedures. A summary is outlined below.

The Bridge MAT Limited is a company (company) limited by guarantee incorporated in England and Wales. The Academy Trust is a charity and its Directors are also the Charity Trustees of the Academy Trust.

The Master Funding Agreement (**MFA**) is between the Secretary of State for Education and the company. All funding from the Secretary of State, devolved by the Education and Skills Funding Agency (**ESFA**) through grants, including the General Annual Grant (**GAG**) for individual schools will go direct to the Trust. All funds, including reserves, are held centrally at Trust level. The Directors, in conjunction with the Accounting Officer / Chief Executive and the Chief Operating Officer will oversee the budgets set for each school.

The Trust will retain a central contribution fund. The percentage of this will be recommended by the Chief Executive and Chief Operating Officer and determined by Directors. The contribution will be reviewed annually.

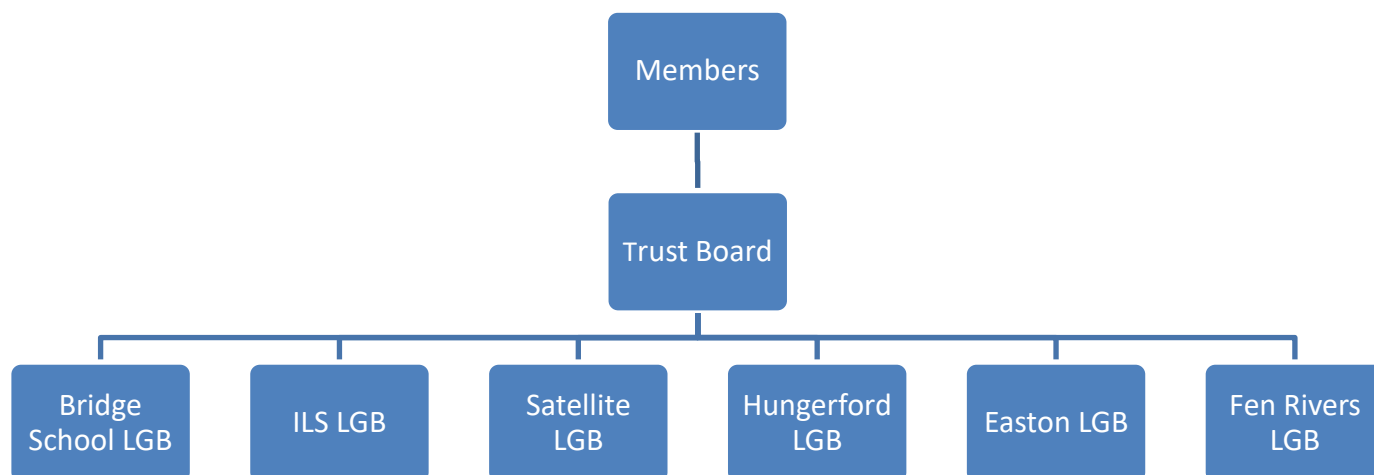
Each school is responsible for ensuring that its funding is allocated as set out in their Supplementary Funding Agreement. Directors, in conjunction with the Accounting Officer and the Chief Operating Officer will monitor the use of funds in each Trust school. They are also responsible for ensuring that the financial and accounting requirements are met as set out in the Academy Trust Handbook (**ATH**) published by the ESFA.

Financial governance of the academies is managed by the Chief Operating Officer through a number of centrally driven processes and controls. To avoid any confusion, inconsistency or duplication of efforts, the LGB's role is focused on the following:

- The Chair of governors working with the Headteacher will submit a brief use of premiums annual report to the Board of Directors highlighting the impact of the use of premiums on pupils.
- The Chair of governors will attend a mid-year summary financial update meeting and the end of year finance review meeting with the Headteacher and Trust Central Finance team.
- At the first LGB meeting of the academic and financial year local governors will receive from the Headteacher a summary overview of their school's budget for the new financial year.



## Governance Structure



## Members: Thomas Adcock, Amy Loveng, Helen Rayfield, Daniel Rose, David Tait

TRUST BOARD	BRIDGE SCHOOL LGB	ILS LGB	SATELLITE SCHOOL LGB	HUNGERFORD SCHOOL LGB	THE BRIDGE EASTON LGB	FEN RIVERS LGB
<b>David Tait</b> Chair	<b>Howard Taylor</b> Chair & Trust Governor	<b>Tiba Seear</b> Chair & Trust Governor	<b>Stephanie Smith</b> Chair & Trust Governor	<b>Stuart Lester</b> Chair & Trust Governor	<b>Alex Tuya</b> Chair & Trust Governor	<b>Michael Cadman</b> Chair & Trust Governor
<b>Thomas Adcock</b> Vice Chair	<b>Penny Barratt</b> Headteacher	<b>Ed Ashcroft</b> Headteacher	<b>Rosie Whur</b> Headteacher	<b>Jo Stephens</b> Headteacher	<b>Heidi Philpott</b> Headteacher	<b>Amanda Fewkes</b> Headteacher
<b>Penny Barratt</b> Chief Executive	<b>Patricia Aiyappan</b> Parent Governor	<b>Amanda Gill</b> Trust Governor	<b>Anthony Carmel</b> Trust Governor	<b>Elena Chambi</b> Staff Governor	<b>Danny Burton</b> Trust Governor	<b>Teagan Burr</b> Staff Governor
<b>Michael Davies</b> Director	<b>Peter Bembridge</b> Staff Governor	<b>Oli John</b> Parent Governor	<b>Sue Connaughton</b> Parent (Elected)	<b>Najma Colonic</b> Parent Governor	<b>Klaine Bunn</b> Parent Governor	<b>Paula Gilbert</b> Trust Governor
<b>Gillian Jones</b> Director	<b>George Bowron</b> Trust Governor	<b>Sam Jones</b> Trust Governor	<b>Gillian Goodfellow</b> Staff Governor	<b>Carol Katz</b> Trust Governor	<b>Claire Greengrass</b> Staff Governor	<b>Rachel Good</b> Staff Governor
<b>Kurt Ma</b> Director	<b>Sam Cannicott</b> Trust Governor	<b>Etienne Makosso</b> Trust Governor	<b>Thomas Griffith</b> Trust Governor	<b>Francis Louis</b> Trust Governor	<b>David Hawkins-Weeks</b> Trust Governor	Parent Governor (Vacant)
<b>Ghino Parker</b> Director	<b>Jessica Hawley</b> Trust Governor	<b>Hayley O'Connell-Meyer</b> Parent Governor	<b>Aceil Haddad</b> Trust Governor	<b>Travis Tran</b> Trust Governor	<b>Emily Passey</b> Parent Governor	Parent Governor (Vacant)
	<b>Natasha Jackson</b> Trust Governor	<b>George Pierson</b> Trust Governor	<b>Clare Haviland</b> Parent Governor	Trust Governor (Vacant)	<b>Victoria Zielinski</b> Trust Governor	Trust Governor (Vacant)
	<b>John Roberts</b> Parent Governor	<b>Hilde Syversen</b> Trust Governor	<b>Jo Muriel</b> Trust Governor	Trust Governor (Vacant)	Trust Governor (Vacant)	Trust Governor (Vacant)
	Trust Governor (Vacant)	Staff Governor (Vacant)	Trust Governor (Vacant)	Parent Governor (Vacant)	Trust Governor (Vacant)	Trust Governor (Vacant)
						Trust Governor (Vacant)
<b>Matt Lake</b> Governance Professional	<b>Matt Lake</b> Governance Professional	<b>Matt Lake</b> Governance Professional	<b>Matt Lake</b> Governance Professional	<b>Matt Lake</b> Governance Professional	<b>Matt Lake</b> Governance Professional	<b>Matt Lake</b> Governance Professional

# The Bridge MAT Ltd Trust Board Meetings 2023-24 Academic and Financial Year

<b>September 2023</b>	Thursday 28 <sup>th</sup> September 2023 6.00pm to 8.00pm <i>Trust Central Office</i>
<b>October 2023</b>	
<b>November 2023</b>	Thursday 16 <sup>th</sup> November 2023 6.00pm to 8.00pm <i>Trust Central Office</i>
<b>December 2023</b>	
<b>January 2024</b>	Thursday 18 <sup>th</sup> January 2024 6.00pm to 8.00pm <i>Trust Central Office</i>
<b>February 2024</b>	
<b>March 2024</b>	Thursday 21 <sup>st</sup> March 2024 6.00pm to 8.00pm <i>Trust Central Office</i>
<b>April 2024</b>	
<b>May 2024</b>	Thursday 16 <sup>th</sup> May 2024 6.00pm to 8.00pm <i>Trust Central Office</i>
<b>June 2024</b>	
<b>July 2024</b>	Thursday 18 <sup>th</sup> July 2024 6.00pm to 8.00pm <i>Trust Central Office</i>

# Scheme of Delegation

This Scheme of Delegation sets out the delegated powers between the Board of Directors, the Finance, Audit and Risk Committee and Local Governing Bodies within the Trust.

The delegated powers are broken down into different levels in line with the Trust's principles of governance, leadership and operation. The delegated autonomy for individual schools is aligned with the need for the Trust to fulfil its corporate responsibilities and accountabilities to the Department for Education (DfE), Education and Skills funding Agency (ESFA), Charities Commission, HMRC and Companies House.

The Scheme of Delegation should be read in conjunction with the Terms of Reference for the relevant body, which are included in this Handbook.

## Key

Level 1: Trust Board

Level 2: Finance Audit & Risk Committee (FAR)

Level 3: Chief Executive (CEO)

Level 4: Chief Operating Officer (COO)

Level 5: Local Governing Body (LGB)

Level 6: Headteacher, in consultation with CEO, COO and local Chair of Governors where appropriate

Although decisions may be delegated to the Local Governing Body or Headteacher, the Trust Board as a whole remains responsible for any decision made under delegation and may overrule the Local Governing Body/Headteacher where appropriate.

Tasks	Trust Board	FAR Committee	CEO	COO	LGB	Headteacher
<b>1. Financial Governance &amp; Management</b>						
1.1 Trust and School Financial Regulations (including key policies)	X	X		X		
1.2 Trust Financial Procedures	X	X		X		
1.3 Trust Procurement Policy	X	X		X		
1.4 Trust 3 Year Budget Plan	X	X		X		
1.5 Trust 1 Year Budget Plan	X	X		X		
1.6 Trust Consolidated Financial Statements	X	X		X		
1.7 Trustees' Report	X		X			
1.8 Recommend Appointment of Trust Auditors	X	X				
1.9 Response to Auditor's Management Letter	X					
1.10 School 3 Year Budget Plan		X		X		
1.11 School 1 Year Budget Plan		X		X		
1.12 Financial Returns to ESFA			X	X		
<b>2. Governance</b>						
2.1 Trust Scheme of Delegation	X		X	X		
2.2 New Academies Joining Trust	X		X	X		
2.3 Local Governing Body (LGB) Terms of Reference	X		X		X	
2.4 Appointment of Chair of Trust Board	X					
2.5 Appointment (and removal) of Chair of LGBs	X					
2.6 Appointment (and removal) of Vice Chair of LGBs					X	
2.7 Appointment of Board Sub Committees, if any	X					
2.8 Appointment (and removal) of Governance Professional for the Trust Board	X					
2.9 Appointment (and removal) of Clerk to LGBs	X					
2.10 Calendar of Trust Board and LGB Meetings			X			

	Tasks	Trust Board	FAR Committee	CEO	COO	LGB	Headteacher
<b>3.</b>	<b>Financial Authorisation</b>						
3.1	Budgeted Expenditure (Excluding Contracts) up to £5,000						X
3.2	Budgeted Expenditure (Excluding Contracts) Between £5,000 and £60,000			X	X		
3.3	Budgeted Expenditure (Excluding Contracts) Between £60,000 and Find a Tender limit		X				
3.4	Budgeted Expenditure (Excluding Contracts) Over Find a Tender limit	X					
3.5	All Contracts			X	X		
3.6	Disposals or Write-Off of Stock, Assets or Debts Up To £1,000				X		X
3.7	Disposals or Write-Off of Stock, Assets or Debts Over £1,000			X	X		
3.8	All Settlements/Compensation Payments Up To £50,000 (AFH Limit)	X					
3.9	Settlements/Compensation Payments Over £50,000	X					
3.10	Capital Projects in excess of Find a Tender limit	X	X				
<b>4.</b>	<b>School Performance, Curriculum &amp; Teaching</b>						
4.1	School Performance Targets			X			
4.2	Annual School Development Plans					X	X
4.3	Curriculum			X			X
4.4	Teaching & Learning Policy			X		X	X
4.5	Sex Education & Relationships Policy			X		X	X
4.6	Religious Education Policy			X		X	X
<b>5.</b>	<b>Staff Policies and Pay</b>						
5.1	Pay and Remuneration Policy	X					
5.2	Job Role Salary and Grading			X	X		
5.3	Changes to Employees Terms and Conditions or Collective Agreements	X					
5.4	CEO/COO Annual Pay Award	X					
5.5	Headteachers' Annual Pay Award		X	X			
5.6	Teachers' & Support Staff Pay Progression		X	X			
5.7	Statutory Teacher and Support Staff Pay Award		X		X		
5.8	Central Office Staff Annual Pay Award		X		X		
5.9	Performance Management and Appraisal Review Policy	X		X			
5.10	Disciplinary Policy	X		X			
5.11	Grievance Policy	X		X			
5.12	Capability Policy	X		X			
5.13	Whistleblowing Policy	X		X			
5.14	Restructuring and Redundancy Policy	X		X	X		
5.15	Employee Health and Safety Policy	X		X	X		
<b>6.</b>	<b>Staff Management</b>						
6.1	School Organisation Structure	X		X	X		
6.2	Central Office Organisation Structure			X	X		
6.3	Staff Recruitment – Posts Included in Current Structure and Budget						X
6.4	Staff Recruitment – Posts Not Included in the Current Structure and Budget			X	X		

	Tasks	Trust Board	FAR Committee	CEO	COO	LGB	Headteacher
6.5	Headteacher Appointment	X		X		X	
6.6	Deputy Headteacher Appointment			X		X	X
6.7	Senior Leadership Appointment					X	X
6.8	Teaching and Support Staff Appointment						X
6.9	Suspension Procedures for CEO	X					
6.10	Dismissal of CEO	X					
6.11	Appeal of CEO Against Dismissal	X					
6.12	Suspension Procedures for the Head of School and Central Office Employees			X	X		
6.13	Dismissal of Headteacher	X		X			
6.14	Appeal of the Headteacher Against Dismissal	X					
6.15	Suspension of Any Teaching or Support Staff			X			
6.16	Dismissal of Any Teaching or Support Staff			X			
6.17	Appeal of Any Teaching or Support Staff Against Dismissal	X		X		X	
7.	School Policies and Procedures						
7.1	School Day			X			
7.2	Term Time and Holidays			X			
7.3	Inset Days			X			
7.4	School (PAN)	X		X			
7.5	Change of Age Range	X		X			
7.6	Child Protection and Safeguarding Policy	X					
7.7	Attendance Policy	X		X			
7.8	Student Behaviour & Exclusions Policy	X		X			
7.9	Fixed-Term Exclusion			X			X
7.10	Permanent Exclusion			X			
7.11	Complaints Procedure	X		X	X		
7.12	Admissions Policy	X					
7.13	School Prospectus			X			
7.14	School Website			X			
7.15	School Logos and Branding			X			
7.16	School Uniform			X			
7.17	School Trips Policy			X			
7.18	Pupil Premium Report						X
7.19	Year 7 Catch Up Report						X
7.20	Accessibility Plan						X
7.21	Travel Plan						X
8.	Premises and Assets						
8.1	Asset Management Policy and Plan	X			X		
8.2	Health and Safety Policy	X		X	X		
8.3	Estates Management Strategy	X			X		

# Finance, Audit and Risk Committee

## Terms of Reference

Adopted by resolution of the Trust Board on 13 July 2023.

### 1. COMPOSITION

- a) The Finance, Audit and Risk Committee will consist of the following members:
- Vice Chair of Directors as Committee Chair;
  - Two additional Trust Directors.

#### Attending

- Trust Accounting Officer (Chief Executive);
- Chief Operating Officer.

- b) These terms of reference may only be amended by the Board of Directors.

### 2. FREQUENCY OF MEETINGS AND PROCEEDINGS

- a) The committee will meet three times each financial year as follows:

- November – post-audit report and Financial Statements; Review internal audit reports;
- Spring Term – risk management and business continuity; Review internal audit reports;
- Summer Term – audit planning; Review internal audit reports.

- b) The committee will also meet at other times as the Chair of the committee shall deem to be appropriate. Unless otherwise agreed by all members of the committee, notice of meetings, confirmation of the venue, time and date of meetings together with an agenda and all relevant papers, should normally be circulated to each member at least seven clear days in advance of the meeting.

- c) The quorum for meetings of the committee is three committee members.

### 3. REPORTING

The Trust Governance Professional shall minute the proceedings and resolutions of the committee. Minutes of committee meetings shall be circulated promptly to all members of the committee for review and approval.

### 4. PURPOSE OF THE COMMITTEE

The committee's role is one of oversight. It is tasked with the following:

- a) Reviewing the overall financial position and risk profile of the Trust for appropriateness;
- b) Monitoring the risk management techniques employed at all levels within the Trust;
- c) Receiving the Auditor's Report prior to consideration and approval by the Trust Board.

In line with the requirements of the Academy Trust Handbook the committee **must**:

- a) Reviewing the external auditor's plan annually;
- b) Review the Annual Report and Accounts;
- c) Review the auditor's findings and actions taken by the Trust's executive leadership in response to those findings;
- d) Assess the effectiveness of the external auditor;
- e) Produce an annual report of the committee's conclusions to the Trustees/Directors and Members including recommendations on the reappointment or dismissal and retendering of the external auditor and their remuneration.

The committee shall make whatever recommendations to the Trust Board that it deems appropriate within the remit of its terms of reference.

### 5. OBJECTIVES

The committee has the following objectives:

#### External Auditors Report

The committee will receive and review the annual post audit report from the Auditors on any weaknesses or errors found during the course of the annual audit.

### Internal Assurance Audit

The committee will review reports in order to discuss potential control and risk issues which could represent a significant weakness in the Trust's internal financial control framework. Internal Assurance Reports are provided by way of a contract with Kreston Reeves LLP. The Internal Assurance audit and report is completed and prepared by a suitably qualified individual. The findings of the audit are then reported to the Chair of the committee.

Additional responsibilities include:

- a) Consideration of the response of the Trust Executive Leadership and action taken in respect of external or internal assurance audit recommendations;
- b) Monitoring to ensure that there are no unjustified restrictions or limitations on the work performed by the Trust's Auditor or Internal Assurance;
- c) Review of examinations conducted by external agencies and any corrective action taken.

### Risk Management

To review the effectiveness of risk management systems within key areas of the Trust's operations:

- a) Monitoring the risk profile of the business against the Board's desired risk appetite;
- b) Monitoring the effectiveness and output of the annual risk management process;
- c) Assessment of the overall population of risk within the risk registers, including any changes during the period;
- d) Consideration and challenge of risk prioritisation as provided by the risk owners, including discussion of any discrepancies;
- e) Ensuring that risk management is appropriately embedded within line management and that this process is monitored;
- f) Monitoring the effectiveness of Trust-wide policies.

### Business Continuity

To develop and monitor the effectiveness of the business continuity plan and to periodically test the underlying assumptions of the plan.

### Finance

- a) Receive regular financial reports from the Chief Operating Officer on the individual academies within the Trust and on the financial viability of the Trust;
- b) To receive and recommend the annual budget to the Trust Board;
- c) To receive and recommend the Annual Financial Statements.

## 6. AUTHORITY

The committee has the authority to conduct or authorise investigations into any matters within its scope of responsibility. It is empowered to:

- a) Investigate any activity within its terms of reference;
- b) Seek any information that it requires from any employee and all employees are directed to co-operate with any requests made by the committee;
- c) Obtain external legal or independent professional advice and such advisers may attend meetings as necessary.
- d) Receive regular financial reports from the Chief Operating Officer on the individual academies within the Trust and on the financial viability of the Trust;
- e) To receive and recommend the annual budget to the Trust Board;
- f) To receive and recommend the Annual Financial Statements.

# Remuneration Committee Terms of Reference

Adopted by resolution of the Trust Board on 13 July 2023.

## 1. COMPOSITION

- a) The Remuneration Committee will consist of the following members:
- Vice Chair of Directors as Committee Chair;
  - Chair of Trust Board;
  - One Additional Trust Director.

The committee may invite any member of Trust staff or external specialists to attend to assist it with its discussions but all decisions remain solely with the Trust Directors on the membership of the committee.

- b) These terms of reference may only be amended by the Board of Directors.

## 2. FREQUENCY OF MEETINGS AND PROCEEDINGS

- a) The committee will meet a minimum of once in each financial year and more frequently as required including consideration of the need for mid-year reviews of targets and objectives.
- b) Unless otherwise agreed by all members of the committee, notice of meetings, confirmation of the venue, time and date of meetings together with an agenda and all relevant papers, should normally be circulated to each member at least seven clear days in advance of the meeting.
- c) The quorum for meetings of the committee is three committee members.

## 3. REPORTING

The Trust's Governance Professional shall minute the proceedings and resolutions of the committee. Minutes of committee meetings shall be circulated promptly to all members of the committee for review and approval.

The minutes of meetings of the committee shall be kept confidential to the members of the committee and the committee Chair will provide oral reports of meetings to the Trust Board.

## 4. PURPOSE OF THE COMMITTEE

The purpose of the committee's role is to provide the means for the Trust Board to deliver its responsibilities for ensuring rigorous and effective standards are adhered to in consideration and approval of the remuneration and succession planning for senior executive positions including those of the Chief Executive and the Chief Financial and Operating Officer.

## 5. ROLES AND RESPONSIBILITIES

The committee's responsibilities are to:

- Ensure that the Trust Board has a senior management succession plan which minimises the risk to business continuity in the event of resignations or long-term absence;
- Agree the remuneration procedures and conditions of employment for the Chief Executive, Chief Operating Officer and any other senior executive positions outside of national School Teachers' Pay and Conditions and Local Government salary scales;
- Benchmark senior executive remuneration against national indicators;
- Ensure that the remuneration arrangements and procedures for senior executives are broadly consistent with and proportionate to that of other Trust employees;
- Agree key objectives for the forthcoming year for the Chief Executive, Chief Operating Officer and other senior executives and how these will be measured;
- Consider achievement of previous year's agreed key objectives of the Chief Executive, Chief Operating Officer and other senior executives under the agreed performance management system;
- Receive a report from the Chief Executive on the overall performance of other senior executives.



# Trust Local Governing Body (LGB)

## Terms of Reference

Adopted by resolution of the Board on 13 July 2023.

### 1. INTRODUCTION

1.1 The Bridge MAT (“the Trust”) is governed by a Board of Directors (“the Directors”) who are accountable to the Department for Education and have overall responsibility and ultimate decision-making authority for all of the work of the Trust, including the establishment and running of the schools operated by the Trust.

1.2 The following schools will be operated by the Trust in the 2023-24 academic year:

- The Bridge School;
- The Bridge Integrated Learning Space;
- The Bridge Satellite Provision;
- The Bridge Hungerford School;
- The Bridge Easton;
- Fen Rivers School

(each one the “School” or collectively “the Schools”).

1.3 In order to assist with the discharge of their responsibilities, the Directors have established Local Governing Bodies (LGBs) for each of the Schools. The LGB shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of the Trust (the “Articles”).

1.4 The Directors may review these terms of reference at any time but shall review them at least annually.

1.5 These terms of reference may only be amended by the Board of Directors.

### 2. CONSTITUTION OF THE LOCAL GOVERNING BODIES (LGBs)

2.1 Members of the LGBs shall be known as “local governors” or “members of the LGB”.

2.2 The Directors have the right to appoint such persons to the LGBs as they shall determine from time to time.

2.3 Subject to clause 2.2), the composition of the LGBs shall be as follows:

- The Headteacher;
- Up to 1 Staff local governor; \* Fen Rivers permitted 2 staff governors initially to ease transition to the Trust;
- Up to 2 Parent local governors;
- Up to 7 local governors, appointed by the Directors.

2.4 The procedure for the appointment and removal of local governors shall be as set out in Appendix 1.

### 3. PROCEEDINGS OF THE LGB

The proceedings for meetings of the LGB shall be as set out in Appendix 2.

### 4. RELATIONSHIP BETWEEN THE BOARD AND LGBs

4.1 The LGB shall in carrying out its role:

- 4.1.1 Promote high standards and aim to ensure that pupils are attending a successful School which provides them with the highest quality of education and supports their wellbeing;
- 4.1.2 Be responsible to the Directors for its actions and follow the expectations of local governors as laid down by the Directors;
- 4.1.3 Aim to establish that is competent, accountable, independent and diverse and that it promotes best practice in governance; and
- 4.1.4 Aim to ensure that its local governors promote and uphold high standards of conduct, probity and ethics.

4.2 The Directors shall support the work of the LGB by:

- 4.2.1 Setting a clear strategic vision to allow the LGB to set and achieve its own aims and objectives within such vision;
- 4.2.2 Ensuring that systems are in place to allow the local governors to be presented with timely and good data to allow the LGB to analyse School performance in order to support and challenge the Headteacher and the senior leadership team of the School;

#### 4.2.3 Ensuring that local governors have access to high quality training.

- 4.3 Without prejudice to the Directors' other rights, Directors have the right to remove any local governor and to amend these terms of reference at any time. Where the Directors have concerns about the performance of an LGB they may, amongst other actions:
- 4.3.1 Require the relevant LGB to adopt and comply with a governance action plan in such form as determined by the Directors;
  - 4.3.2 Suspend or remove any or all of the matters delegated to LGB;
  - 4.3.3 Suspend or remove any or all of the local governors of the relevant LGB.
- 4.4 The Directors may require an action where:
- 4.4.1 The School has achieved a level of progress deemed to be inadequate or below national standards;
  - 4.4.2 The School had been deemed by Ofsted/HMI through recent inspection to be classified as "Requires Improvement" or "Inadequate";
  - 4.4.3 The School has received information relating to the safeguarding and/or safety of its pupils.
- 4.5 The Directors may vary the matters delegated where:
- 4.5.1 The LGB acts outside of its delegated powers and limitations;
  - 4.5.2 The LGB is in breach of these terms of reference.
- 4.6 The Directors may remove local governors where:
- 4.6.1 The School is in material breach of its funding arrangements;
  - 4.6.2 The local governor is in material breach of these terms of reference or has persistently breached these terms of reference.
- 4.7 The circumstances listed in paragraphs 4.4, 4.5 and 4.6 are illustrative only.

## 5 DELEGATED POWERS

### General Principles

- 5.1 In the exercise of its delegated powers and functions, the local governors of the LGB shall:
- 5.1.1 Ensure that the School is conducted in accordance with the objectives of the Trust, the terms of any trust governing the use of the land which is used for the purposes of the School, any agreement entered into with the Secretary of State for the funding of the school;
  - 5.1.2 Promptly implement and comply with any policies or procedures communicated to the LGB by the Directors from time to time;
  - 5.1.3 Review its own policies and procedures on a regular basis, in view of any advice or recommendations made by the Directors;
  - 5.1.4 Work closely with the Directors and act with integrity, objectivity and honesty in the best interests of the Trust and the School;
  - 5.1.5 Be open about decisions and be prepared to justify those decisions;
  - 5.1.6 Keep confidential all information of a confidential nature obtained by them relating to the School and the Trust; and
  - 5.1.7 Adopt financial prudence in managing the financial affairs of the Trust insofar as these relate to the School and are delegated to them.
- 5.2 Each local governor shall be required to take part in regular self-review and is accountable for meeting his/her own training and development needs. It is a local governor's responsibility to consider if, and raise any concerns where, he/she feels that appropriate training and development is not being provided.
- 5.3 Local governors shall be expected to report to the Trust against Key Performance Indicators (KPI) where these have been set for the School and provide such data and information regarding the business of the School and the pupils attending the School as the Directors may require from time to time.
- 5.4 The Scheme of Delegation sets out the powers retained by the Trust and delegated from the Directors to the LGB, Chief Executive, Chief Operating Officer and Headteacher.
- 5.5 For the avoidance of doubt, where a power is not expressly delegated to the Chief Executive, Chief Operating Officer, LGB or Headteacher, it will be deemed to have been retained by the Directors regardless of whether it is specified in the Scheme of Delegation.
- 5.6 The Scheme of Delegation may be reviewed by the Directors at any time but shall be reviewed at least annually. Directors reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the LGB.

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- 5.7 Notwithstanding the application of any provision of these terms of reference, if the Chair of the LGB is of the opinion that a matter of urgency exists and a delay in exercising the function would likely be seriously detrimental to the interests of the School, any pupil or their parent or a person who works at the School, then they may exercise any function of the LGB which can be delegated to an individual or any function relating to the exclusion of pupils after consultation with the Chief Executive and the Headteacher.

# Appendix 1

## Appointment and Removal of Local Governors

### 1 Staff Local Governors

- 1.1 The Directors shall invite nominations from all staff employed under a contract of employment at the School and, where there are any contested posts, shall hold an election by a secret ballot.
- 1.2 All arrangements for the calling and conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Directors. The Directors may delegate the running of the election to the LGB.

### 2 Parent Local Governors

- 2.1 Parent local governors shall be elected by parents of registered pupils at the School. They must be a parent of, or have parental responsibility for, a student at the School at the time when they are elected and not be being paid to work at the school for more than 500 hours in any twelve consecutive months.
- 2.2 The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of parent local governors. The Directors may delegate the running of the election to the LGB.
- 2.3 Where a vacancy for a parent local governor is required to be filled by election, the Directors shall take such steps as are reasonably practical to ensure that every person who is known to them to be a parent of a registered pupil at the School is informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate and vote at the election, and are given an opportunity to do so.
- 2.4 Any election of persons who are to be the parent local governors which is contested shall be held by secret ballot. The arrangements made for the election of the parent local governors shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having their ballot paper returned to the School by a registered pupil at the School.
- 2.5 Where the number of parents standing for election is less than the number of vacancies, the Directors may appoint a person who is the parent of a registered pupil at the School or, where it is not reasonably practical to do so, a person who is the parent of a registered pupil of another School run by the Trust.

### 3 Director Appointed Local Governors (Trust Governors)

- 3.1 Other local governors shall be appointed by the Directors. He or she must be:
  - a) a person who lives or works in the community served by the School;
  - b) a person who, in the opinion of the Directors, is committed to the governance and success of the School.
- 3.2 The Directors can appoint an employee of the Trust as a local governor but only to a School in which they do not work. These employees must either be a senior member of staff or on a School leadership team.
- 3.3 The Directors will appoint local governors based on a majority vote of the Directors present at the Board meeting where nominations are considered. Every Director will have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote.

### 4 Term of Office

- 4.1 The term of office for any local governor shall be four years, save for the Headteacher who shall remain a local governor until they cease to work in that position.
- 4.2 Subject to remaining eligible to be a particular type of local governor, any person may be re-appointed or re-elected to the LGB.

### 5 Resignation and Removal

- 5.1 A person serving on the LGB shall cease to hold office if:
  - a) They resign their office by giving notice in writing to the Clerk of the LGB;
  - b) The Headteacher or a staff local governor ceases to work at the School;

c) The Directors terminate the appointment of a local governor whose presence or conduct is deemed by the Directors not to be in the best interests of the Trust or the School.

5.2 For the avoidance of doubt, a parent local governor shall not automatically cease to hold office solely by reason of their child ceasing to be a pupil at the School.

## **6. Disqualification of Local Governors**

6.1 A person shall be disqualified from serving on the LGB if they would not be able to serve as a Director in accordance with Articles 68-80 of the Trust's Articles.

## **7. Appointment and Removal of Chair of LGB**

7.1 The Chair of the LGB shall be appointed by the Directors and may be removed from office by the Directors at any time.

7.2 The Vice Chair shall be appointed by the LGB from amongst its non-staff members.

7.3 The term of office of the Chair and Vice Chair shall be two years. Subject to remaining eligible to be a local governor, any local governor may be reappointed as Chair or Vice Chair of the LGB.

7.4 The Chair or Vice Chair may at any time resign his/her office by giving notice in writing to the Directors. The Chair or Vice Chair shall cease to hold office if:

a) They cease to serve on the LGB;

b) In the case of the Vice Chair, he/she is appointed to fill a vacancy in the office of Chair.

7.5 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of Chair, the Vice Chair shall act as the Chair for the purposes of the meeting. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, local governors shall elect one of their number to act as Chair for the purposes of that meeting.

## **8. Working Parties**

8.1 Subject to the prior agreement of the Directors, in order to fulfil the needs of the School, each individual establishment may form temporary working parties in order to support specific operational requirements, as and when necessary.

# Appendix 2

## Proceedings of the Local Governing Body

### 1 Meetings

- 1.1 The LGB shall meet six times per academic year and shall hold such other meetings as may be necessary.
- 1.2 Meetings of the LGB shall be convened by the Clerk to the LGB, who shall send local governors written notice of the meeting and a copy of the agenda and related papers at least seven clear days in advance of each meeting. Where there are matters demanding urgent consideration, the Chair or, in his/her absence, the Vice Chair may waive the need for seven days' notice in advance of a meeting and substitute such notice as he/she thinks fit.
- 1.3 Any local governor shall be able to participate in LGB meetings by telephone or video conference provided that he/she has given reasonable notice to the Clerk of the LGB and that the local governor has access to the appropriate equipment to facilitate this.
- 1.4 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of an individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the LGB.

### 2 Quorum

The quorum for an LGB meeting, and any vote on any matter at such a meeting, shall be any three local governors or, where greater, any one third (rounded up to a whole number) of the total number of local governors in post at the date of the meeting, which must include at least one local governor appointed by the Directors.

### 3 Voting

- 3.1 Every matter to be decided at an LGB meeting shall be determined by a majority of the votes of local governors present and entitled to vote on the matter. Every local governor shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote. A local governor may not vote by proxy.
- 3.2 A local governor who is also an employee of the Trust shall withdraw from any part of any meeting of the LGB at which his/her remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 3.3 A resolution in writing, signed by all local governors, shall be valid and effective as if it had been passed at a meeting of local governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the local governors.

### 4 Conflicts of Interest

- 4.1 Any local governor who has or may have any direct or indirect duty or personal interest (including but not limited to any personal financial interest) which conflicts or may conflict with their duties as a local governor shall disclose that fact to the LGB as soon as they become aware of it. A person must absent themselves from any discussions of the LGB in which it is possible that a conflict will arise between their duty to act solely in the interests of the School and any duty or personal interest (including but not limited to personal financial interest).
- 4.2 A local governor has a personal financial interest if they, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the local governor or any person living with the local governor as their partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the School.

### 5 Minutes of Meetings

- 5.1 At every LGB meeting, the minutes of the last meeting shall be taken as the first agenda item after any apologies for absence and, if agreed to be an accurate record, shall be signed as such by the Chair of the meeting.
- 5.2 The Clerk of the LGB shall ensure that a copy of the agenda for every LGB meeting, the draft and signed minutes of every such meeting and all reports, documents and other papers considered are provided to the Trust Governance Professional as soon as is reasonably practicable after each meeting.

# Guidance for Local Governors

## Visits to Schools

### Context

One of the key roles and responsibilities for Local Governing Bodies (LGBs) is to monitor the progress and performance of the School. Undertaking visits demonstrates the LGB's role in the strategic management of the School by helping to hold the School to account and evaluate its progress. The local governors visiting programme is an integral part of the yearly monitoring calendar. Local governors should make arrangements to visit the school in between LGB meetings focussing on the responsibility areas listed on page 6. For example, considering the progress that has been made against the strategic aims that governors and leaders have agreed. Where possible the focus of forthcoming visits should be identified in the LGB Meetings. Visits to the school allow local governors to:

- See the school at work and observe the range of attitudes, behaviour and achievements
- Get to know the staff and demonstrate their commitment to the school
- Give active support to the staff and the activities of the school
- Evaluate resources and discuss with staff further requirements
- Gain first-hand information to assist with policy making and decision taking
- Work in partnership with the staff

Before making a visit local governors will:

- Contact the Headteacher and agree a date, time and focus for the visit
- Clarify the etiquette, courtesies and expectations for the visit
- Draw up a timetable for the visit with the Headteacher or the visit co-ordinator

On the day of the visit the local governor will remember to:-

- Arrive on time
- Respect the professionalism of all colleagues, supporting but not interfering

After the visit the local governor will:

- Remember to thank colleagues and students (where appropriate)
- Meet with the Headteacher to give brief verbal feedback
- Complete the School Visit Pro-forma, reporting on the focus. The completed form must be given to the Headteacher and then, after any possible alterations, the form will be circulated to the LGB via the Headteacher.

Local governors must report without giving opinions and where possible individuals should not be able to be identified. It is important to remember that visits are a snapshot in time, and judgements should not be made arbitrarily.

### The visit is not about:

- Inspection
- Making judgements about the professional expertise of teachers or leaders
- Checking on your own children
- Pursuing a personal agenda
- Arriving with inflexible pre-conceived ideas

## What to Avoid

It is important for all parties to note that local governors' visits are not a form of inspection and do not involve local governors making a judgement about teaching in any official capacity. That remains the responsibility of the Headteacher and other education professionals.

Local governors must avoid visiting classrooms where their own children are present. They should also be aware of 'pursuing personal agendas' and make sure they fulfil the code of conduct as it is outlined here.

Please remember that members of staff are very busy people whose first priority must be the children. There may be times when arrangements have to be changed or alterations made.

Please be sensitive to the circumstances and flexible in your expectations.

It is important to remember that any information you gather on the visit must remain confidential.

### Ground Rules

	Always	Never
<b>Before</b>	Arrange details of the visit Agree purpose of the visit Sign in at Reception and collect your visitor name badge	Turn up unannounced
<b>During</b>	Keep to the role agreed Remember confidentiality Stick to the times and purpose agreed Wear your visitor name badge	Assume a different role to the role agreed Walk into a classroom with a clipboard Interrupt the teacher Distract the students from their work
<b>After</b>	Thank colleagues Provide brief verbal feedback to the Headteacher Feedback to the LGB using the Visit Report Form Sign out at Reception	Leave without acknowledgement Break rules of confidentiality



## Local Governing Body Visit Report

Name	
Date of Visit	
Focus of Visit	
Summary of activities: e.g. observing classes, talking to staff and pupils, looking at resources etc.	
What have I learned as a result of my visit?	
Positive comments about the visit	
Aspects I would like clarified / questions that I have.	
Any other comments.	

Signed: \_\_\_\_\_ Signed: \_\_\_\_\_  
 (Local Governor) (Headteacher)

**\*\*You are required to complete a Declaration even if you have no interests to declare \*\***

# Directors and Governors

## Declaration of Interests

### Why do I need to declare conflicts of interest?

- Declaring your conflicts of interest is a legal requirement within the Academy Trust Handbook (ATH), Articles of Association and Funding Agreements.
- The Academy Trust Handbook states that the recorded interests of members, trustees and governors should be displayed on the Trust or school's websites as appropriate.

### What is the rationale for declaring conflicts of interest?

- Members, trustees/directors and governors have a legal duty to act only in the best interests of their schools and avoid any conflict between personal/pecuniary interests and those of the school.
- Where a situation arises in which there is a conflict, steps should be taken to identify, prevent and record the conflict to ensure members, trustees or governors are acting in the best interests of their school(s).
- By requiring declaration of any potential conflicts of interest, members, trustees and governors are more aware of potential conflicts when considering items of business (although this is not a substitute for declaring an interest at meetings).
- The requirement for declarations of potential conflicts of interest (used to create the Register of Business Interests) also goes some way to show that in spending public money, member, trustees/directors and governors do not benefit personally from decisions in which they participate.

### What will happen with my completed form?

- The completed form will be kept in a file in school and will be part of a public document, open to inspection by, for example, parents, the local authority, inspectors and other governors.
- It will be retained for a period after your term of office ends, in case questions arise thereafter.
- It will also be used to create a Register of Interests and the interests may be published on the Trust's or school website.

### What if I do not declare relevant interests?

- Failure to declare a relevant interest is a serious matter.
- It might be an oversight, but a deliberate failure would be cause for suspension as a Member, Trustee/Director or local governor.

### What if my interest ceases or a new interest arises?

- Should your circumstances change, you may revise your entry at any time.
- Members, Trustees/Directors and governors will review the Register as a whole annually and all are requested to complete a declaration annually.

### What interests should I declare?

- You should declare any pecuniary/personal interests that have the potential to conflict with the interests of an individual school or the Trust.
- These include direct pecuniary interests (eg. if you supply goods/services to the school) and indirect pecuniary interests (eg. if your spouse or relative supplied services to an individual school or the Trust).
- There may also be non-pecuniary interests (conflicts of loyalty) whereby the member, trustee or governor does not stand to gain any benefit but a declaration should still be made (eg. if a family member works in an individual school of within the Trust and a decision is made which affects the family member).
- You do not need to declare an interest as a parent of a child at an individual school; a teacher at a school; or any other interest which is implicit in your appointment (eg. for ex-officio posts).

### What if I am unsure whether an interest is a relevant interest?

- If you are in any doubt about whether to declare a particular interest, it is probably best to do so.
- If you feel that further details would be helpful (e.g. making clear where a possible conflict might lie), again it is probably best to give them, if necessary in a separate letter which will then be kept on the file with this form.
- To assist you, a list of questions is included in this form on page 2 and advice is available from the Trust Governance Professional.

## THE BRIDGE MAT / SCHOOL:

### Declarations of Interests Form

Name of Director / Governor:	
Date appointed as Director / Governor:	

#### What interests should I declare?

- You should declare any pecuniary/personal interests that have the potential to conflict with the interests of the school.
- The questions below are included to assist you in highlighting common interests which should be declared.
- However, the list is not exhaustive so **if you are in any doubt about whether to declare a particular interest, it is probably best to do so.**

Question	Yes	No
Are you a governor, trustee or staff member at another <b>educational establishment</b> ?		
Are any staff members of the school a <b>related person</b> ?		
As an individual or contractor, do you provide goods or services to an individual school within the Trust or to the Trust itself or have other financial dealings with the Trust or an individual school within the Trust?		
Are you aware of a <b>related person</b> who provides goods or services to the Trust or a school within the Trust or has other financial dealings with the Trust or a school within the Trust as an individual or contractor?		
Are you a staff member, director, shareholder, trustee, partner or owner of an <b>organisation</b> or do you have another relevant interest in an <b>organisation</b> that provides or may provide goods or services to the Trust or a school within the Trust or have or may have other financial dealings with the Trust or a school within the Trust?		
Are you aware of a <b>related person</b> who is a staff member, director, shareholder, trustee, partner or owner of an <b>organisation</b> or has another relevant interest in an <b>organisation</b> that provides goods or services to the Trust or a school within the Trust or has other financial dealings with the Trust or a school within the Trust?		
<p>* An <b>educational establishment</b> includes places like a school, university or Children's Centre.</p> <p>** A <b>related person</b> is somebody who could possibly exert influence over you including but not limited to a relative (parent, spouse, child etc.), partner, co-habitee or business partner.</p> <p>*** An <b>organisation</b> includes a company, business, partnership, contractor, charity, trust etc.</p>		

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## Potential conflicts of interest:

- If you answered "Yes" to any of the above questions or if you have any other interests to declare, please provide details below **including the date the interest began.**
- Continue on a separate sheet if necessary, but please ensure that you sign and date that sheet too.

- |  |
|--|
| <ul style="list-style-type: none"><li>• If you do not have any potential conflicts of interest, please state "<u>NONE</u>"</li></ul> |
|--|

Signed \_\_\_\_\_

Date \_\_\_\_\_

**\*\*Please note that you are still required to orally disclose any interest at any specific meeting and to leave the meeting for that agenda item.\*\***

Please return this form to: **Matt Lake, Trust Governance Professional, The Bridge MAT Limited, 251 Hungerford Road, London N7 9LD** or by email to [mattheweldon.lake@thebridgetrust.academy](mailto:mattheweldon.lake@thebridgetrust.academy)

# Code of Practice for The Board of Directors of The Bridge MAT Limited

## Roles and Responsibilities

In relation to The Bridge MAT Limited (“the Trust”), we understand the respective roles of the Trust Board, Local Governing Bodies (LGBs), and the Executive Team.

- We accept that we have no legal authority to act individually, except when the Trust Board has given us delegated authority to do so, and therefore we will only speak on behalf of the Trust if we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the Trust Board. This means that we will not speak against majority decisions outside Trust Board meetings.
- 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 governance and will act appropriately.
- We will consider carefully how our decisions may affect the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of the Trust. Our actions within the Trust and the local community will reflect this.
- In making or responding to criticism or complaints we will follow the procedures established by the Trust.
- We will actively support and challenge the executive leaders of the Trust.
- We will accept and respect the difference in roles between the Trust Board, LGBs and staff, ensuring that we work collectively for the benefit of the Trust.
- We will respect the role of the executive leaders and their responsibility for the day to day management of the organisation and avoid any actions that might undermine such arrangements.
- We agree to adhere to Trust’s rules and policies and the procedures relating to the Trust Board as set out by the relevant governing documents and legislation.
- When formally speaking or writing in our role as a member of the Trust Board we will ensure our comments reflect current organisational policy even if they might be different to our personal views.
- When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the organisation.

## Commitment

We acknowledge that accepting office as a Director of the Trust involves the commitment of significant amounts of time and energy.

- We will each involve ourselves actively in the work of the Trust Board, and accept our fair share of responsibilities, including where we agree to serve 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 will get to know the Trust and its schools well and respond to opportunities to involve ourselves in Trust activities.

- When visiting any of the Trust's schools, arrangements will have been agreed in advance with the Headteacher and staff and will be undertaken within the framework established by the Trust.
- We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the Trust Board, meeting attendance records, relevant business and pecuniary interests, and other relevant details will be published on the Trust's website.
- In the interests of transparency, we accept that information relating to members of the Trust Board will be collected and logged on the DfE's national database of school governors.

### 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 other members of the Trust Board, members of LGBs within the Trust, the Trust Governance Professional and all staff both in and outside of meetings.
- 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 other members of the Trust Board in relation to matters that have been delegated to us and consider 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 members of LGBs, executive leaders, staff and parents, the local authority 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 school.
- We will exercise the greatest prudence at all times when discussions regarding Trust business arise outside of a Trust Board meeting.
- We will not reveal the details of any vote of the Trust Board.
- We will ensure all confidential papers are held and disposed of appropriately.

### 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 business of the Trust Board 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's website.
- 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 as a whole and not as a representative of any group.

### Ceasing to be a Director

- We understand that the requirements relating to confidentiality will continue to apply after a member of the Trust Board leaves office.

## Breach of this code of conduct

- If we believe this code has been breached, we will raise this issue with the Chair and the Chair will investigate; the governing 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 the chair that is believed to have breached this code, another Trust Board member, such as the vice chair will investigate.

## The seven principles of public life

*(Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).*

**Selflessness** - Holders of public office should act solely in terms of the public interest.

**Integrity** - Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

**Objectivity** - Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

**Accountability** - Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

**Openness** - Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

**Honesty** – Holders of public office should be truthful

**Leadership** – Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

**Adopted by the Board of Directors of The Bridge MAT Limited on 13 July 2023.**

# Code of Practice for Local Governing Bodies of The Bridge MAT Limited

## Roles and Responsibilities

In relation to The Bridge MAT Limited (“the Trust”), we understand the respective roles of Local Governing Bodies (LGBs), the Trust Board and Executive Team.

- We accept that we have no legal authority to act individually, except when the LGB or Trust Board has given us delegated authority to do so, and therefore we will only speak on behalf of the LGB or the Trust if we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the LGB. This means that we will not speak against majority decisions outside the LGB meetings.
- 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 governance and will act appropriately.
- We will consider carefully how our decisions may affect the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our school and the Trust. Our actions within the school and the local community will reflect this.
- In making or responding to criticism or complaints we will follow the procedures established by the Trust.
- We will actively support and challenge the executive leaders within the remit of the LGB terms of reference.
- We will accept and respect the difference in roles between the LGB, the Trust Board and staff, ensuring that we work collectively for the benefit of our school.
- We will respect the role of the executive leaders and their responsibility for the day to day management of the organisation and avoid any actions that might undermine such arrangements.
- We agree to adhere to the Trust’s rules and policies and the procedures relating to the LGB as set out by the relevant governing documents and legislation.
- When formally speaking or writing in our role as a member of the LGB we will ensure our comments reflect current organisational policy even if they might be different to our personal views.
- When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the Trust.

## Commitment

We acknowledge that accepting office as an LGB member involves the commitment of significant amounts of time and energy.

- We will each involve ourselves actively in the work of the LGB, and accept our fair share of responsibilities, including where we agree to act 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 will get to know the school well and respond to opportunities to involve ourselves in school activities.



- We will visit the school, with all visits arranged in advance with the Headteacher and in accordance with such framework as the LGB may establish from time to time.
- When visiting the school in a personal capacity (i.e. as a parent or carer), we will maintain our underlying responsibility as an LGB member.
- We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the LGB, meeting attendance records, relevant business and pecuniary interests, and other relevant details will be published on the school's website.
- In the interests of transparency, we accept that information relating to members of the LGB will be collected and logged on the DfE's national database of governors.

### 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 other members of the LGB, members of the Trust Board, members of other LGBs within the Trust, the Clerk to the LGB and all staff both in and outside of meetings.
- 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 other members of the LGB in relation to matters that have been delegated to us 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 Trust Board, executive leaders, staff and parents, the local authority 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 school.

- We will exercise the greatest prudence at all times when discussions regarding our school or Trust business arise outside a LGB meeting.
- We will not reveal the details of any vote of the LGB or share detail of discussions with anyone outside of the LGB.
- We will ensure all confidential papers are held and disposed of appropriately.

### 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 business of the LGB 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 school and Trust's website.
- 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 school as a whole and not as a representative of any group, even if we have been elected or appointed by or on behalf of parents or staff, and not act solely on behalf of a child of our own on roll at the school even if elected as a parent governor.

## Ceasing to be a Local Governor

- We understand that the requirements relating to confidentiality will continue to apply after a member of the LGB leaves office

## Breach of this Code of Conduct

- If we believe this code has been breached, we will raise this issue with the chair and the chair will investigate; the governing 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 the chair that we believe has breached this code, another governing board member, such as the vice chair will investigate.

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Adopted by the Trust Board by Resolution on 13 July 2023.

# Board Paper Proposal Template

## The Bridge MAT Limited

## BOARD PROPOSAL PAPER

<b>Agenda Item:</b>	#
<b>Agenda Item:</b>	Title of Paper
<b>Sponsor:</b>	The sponsor(s) name and title(s)
<b>Presenter:</b>	The presenter(s) name and title(s)

### Proposed Resolution:

Insert the exact wording of the proposed resolution the board is being asked to pass. If approved without amendment, this is what will appear in the meeting minutes. The draft resolution must be clear and concise. However, in doing so, the resolution when combined with the paper must contain sufficient detail that will allow the people responsible for any action to know the extent of their authority and responsibilities. Of course, the final resolution acts as a historical and legal record should the matter ever be disputed.

### Purpose and Context:

In this section, explain in no more than [5] lines what the paper is about and what it is endeavouring to achieve. The paragraph should be clear and concise and should state why the paper is being submitted to the board.

### Background:

Outline in no more than [1] page the background to what is being proposed to the board, providing the information necessary for a proposal to be understood by a non-executive director, who does not have the background knowledge of an executive managing the particular matter on a day-to-day basis. As such, any unfamiliar terminology or acronyms should be explained.

Summarise any previous board consideration of the specific proposal.

If it is not possible to explain the background to a proposal in the space of [1] page, include an attachment(s) and provide further details. The use of graphs and tables can often convey the message more effectively and in less time than narrative.

Identify any external advice/consultants/information involved in the preparation of the proposal.

### Recommendation:

Outline the recommendation in no more than [1] page. Do not repeat the statements made in the sections above. Most recommendations should be sufficiently detailed to stand alone, that is, to make sense without accompanying text.

Mention the options that were considered by management and explain why the preferred option was chosen. Identify the key decision-making criteria and note how each option performs against that criteria. Use a table and/or chart, if this helps communicate the point.

Also detail the outcomes that management is seeking to achieve from the proposal. If the implications of the proposal are complex, include an attachment(s) and provide further details.

### Issues:

#### *Strategy Implications*

Explain in no more than [10] lines how this proposal is aligned to the agreed strategic and business plans.

#### *Financial Implications*

Explain in no more than [10] lines the financial implications of the proposal. Once again, this should take the form of an executive summary approach. If the financial implications are complex, such as a detailed capital expenditure proposal for a large project, include an attachment and provide further details.

This section might include comments on whether the expenditure is budgeted or unbudgeted, the proposed timing of the expenditure and cash flow implications. If a detailed business case has been prepared for a proposal, the major financial points of the case should be summarised here.

#### *Risk Analysis*

Analyse in no more than [10] lines the major risks associated with the proposal and explain how these risks will be managed. This information may be presented using the following table format.

Identified Risk	Risk Likelihood*	Impact of Risk**	Strategy to Manage Risk

\* For example, likelihood ratings: 1 (Rare); 2 (Unlikely); 3 (Possible); 4 (Likely); 5 (Almost Certain)

\*\* For example, impact ratings: 1 (Insignificant); 2 (Minor); 3 (Moderate); 4 (Major); 5 (Catastrophic)

#### *Legal and Compliance*

Outline in no more than [10] lines any legal implications of the proposal. The adoption of appropriate internal risk management and compliance processes will be a condition precedent to the Board considering and approving a proposal.

Outline what KPIs and/or reporting to the Board will occur during and after implementation.

---

*Management Responsibility*

Identify the manager who will have responsibility for the proposal as well as the executive who will deal with the matter on a day-to-day basis.

**Signing of Board Paper**

\_\_\_\_\_  
Chief Executive

\_\_\_\_\_  
Sponsor

**Consultation:**

*The following people have been involved in the preparation of this Board paper:*

List the names and titles of the people involved in the preparation of the Board paper.

**Attachments**

Attachments need to be clearly labelled so the reader knows what the document is without having to trace it back through the text. Where there are multiple attachments, an index should be included either at the bottom of the paper or as a cover sheet to the attachments.

# The Chief Executive's Strategic Report

## 1. Current Significant Issues

An overview of any current significant issues facing the organisation. These may continue on from the previous meeting of the Board or be a new issue. These current issues should not just be for information but are also to allow the Chief Executive to obtain input and feedback from Directors.

## 2. Matters for Approval

- Any matters for which the Chief Executive is seeking the Board's approval and which are not covered elsewhere in the agenda.
- Using the recommended agenda format, there should not be any decisions required here as they are covered under Matters for Decision.
- However, there may be some specific issues, often related to the Chief Executive personally such as leave, expenses, etc., which may be better included at this point in the agenda.

## 3. Update on Trust Priorities

- Updates on the strategic plan are covered in this section of the report.
- Major reviews on progress of the corporate plan should be covered every three or so months. The action-oriented business plan should be included, with updates indicating progress since the last meeting.
- In addition, it may be desirable to comment in greater detail on the performance of a particular business or function at this point in the Chief Executive's report.
- Either one or two business units or functions might be covered, with an update on initiatives and progress.
- Over the course of the year, each business or function should be addressed at least once.
- It is likely that for this section the Chief Executive will have been assisted by the manager responsible for this aspect of the organisation's activities.

## 4. Major Key Performance Indicators

- The strategic plan should have had a number of both financial and non - financial KPIs. Examples may be overall budgeted surplus/deficit; funding (by major source); various indicators of services provided; staffing numbers; client staff ratio, etc.
- In this section, which should follow the same format from meeting to meeting, these KPIs will be reported, together with their target, possibly a "traffic light" indicator to indicate whether performance is on or better than target (green); a little less than target, but not of major concern (amber); or below target and of some concern (red).
- A brief description of the reason and actions being taken for amber and red items should also be included. In this way, the Board is constantly having its attention drawn to the outcomes expected under the strategic plan.

## 5. Risk and Compliance Update

Depending on what actions management have taken between Board meetings, this section may have two components:

### 5.1 Update on Risk and Compliance Management

A brief update on any significant outcomes from the ongoing work on risk and compliance.

### 5.2 Risk and Compliance Incidents

A brief outline of any incident or activity that has resulted in the occurrence of a risk or compliance event that is outside the agreed risk and compliance standards. Examples will include any WHS incidents, any queries or actions by a government department or authority, any significant client or staff complaints, any environmental incidents, any legal action, etc.

## 6. Matters for Noting

Any other issues which the Chief Executive wishes to bring to the Board's attention but which are unlikely to require discussion. This can include visitors to the organisation, significant meetings that have involved the Chief Executive and so on.

# Central Office Decision-Making Checklist

<b>1. Before Decision-Making</b>	
<b><i>Do not start until this is complete</i></b>	
Is the matter for decision clear and well formulated?	
Are the options well specified?	
Do we need to make this decision now?	
Has this decision been considered previously? If so, why are we revisiting it?	
Do the Board and related papers contain sufficient information?	
Has the Board encouraged honest disclosure of any cost estimates?	
Do we need to obtain additional information?	
How reliable is the data?	
Do we need an opinion from an independent external adviser?	
<b>2. Decision-Making</b>	
<b><i>Evaluate each decision here</i></b>	
Is the decision aligned with the Trust's vision, mission and values?	
Will the decision assist us to achieve the Trust's goals?	
If the question was framed another way, would we make the same decision?	
Are one or more people strong advocates for a particular course of action?	
Have counter arguments and alternatives been adequately explored?	
Has a balanced case been made for the proposed course of action?	
Is this a case of potentially continuing to back a failed decision?	
Have one or more Directors taken a critical and questioning role in the discussion?	
Have we been given sufficient time to discuss the decision?	
Do we know the maximum, minimum and most likely outcomes of the decision?	
Is the return on investment realistic?	
Has the impact of this decision on all stakeholders and the organisation been considered?	
Do we understand the maximum potential loss of this decision?	
Have all the risks associated with this decision been considered?	
<b>3. After Decision-Making</b>	
<b><i>What happens after the decision is made?</i></b>	
Has the best approach for communicating the decision been agreed?	
Do all parties understand the communication protocol for the decision?	
Has someone been assigned responsibility for implementation of the decision?	
Have KPIs been established to monitor implementation of the decision?	
Do we need to review the implementation of the decision? If so, when?	