

## **Governance Structure**

**January 2021**

### **Members**

Chair of Members: Mr Rob Harvey

Members play a limited but crucial role in safeguarding Academy Trust governance. While they must ensure they do not stray into undertaking the Academy Trustees' role, they should assure themselves that the governance of the Trust is effective, that Trustees are acting in accordance with the Trust's charitable objects and that the Board of Trustees is upholding the vision and values of The Gallery Trust. The members must use their powers to step in if governance is failing.

Members should not be involved in the day-to-day business of the Trust and must ensure they do not assume the powers of Trustees. However, they do have an important role in the Trust based on a number of key powers set out in the articles of association and in company law. These include the powers to appoint and remove the board and direct the Trustees to act in certain circumstances.

Members have a general duty to exercise their powers to further the Academy Trust's charitable object; 'to advance for the public benefit education in the United Kingdom.'

The Members hold the Board of Trustees to account for the performance of the MAT. In order to ensure Members are fully cognisant of Trust business, strategy and operation, Members receive minutes from Board of Trustees meetings. Members meet with the CEO and Chair of Trustees to receive information regarding the performance of the MAT, and attend the Annual General Meeting, held in December each year.

The Trust has 5 Members in accordance with DfE recommendations, one of whom is the Chair of Trustees. The Chair of the Members is not the Chair of Trustees.

### **Board of Trustees**

Chair of Trustees: Mr Chris Scrivener

The Board of Trustees, led by the Chair, is the decision-making body of the Trust and is accountable and responsible for all of the establishments in the Trust.

The Board of Trustees must operate and make decisions to further the Trust's charitable object; '*to advance for the public benefit education in the United Kingdom*'. The Trustees are responsible for the general control and management of the administration of the Academy Trust.

As set out in the Governance Handbook, the Board of Trustees has three core functions:

1. Ensuring clarity of vision, ethos and strategic direction
2. Holding the Executive Leaders to account for the educational performance of the school(s) and its pupils and the effective and efficient performance management of staff.
3. Overseeing the financial performance of the schools and the Academy Trust and making sure money is well spent.

The Board of Trustees comply with Government, DfE and ESFA requirements, company law and charity law, subject to these the Academy Trustees may exercise all the powers of the Academy Trust.

The Board of Trustees is the Trust's key strategic decision maker. It may delegate certain responsibilities to the Chief Executive Officer (in certain circumstances) and in accordance with the Trust's Scheme of Delegation, a committee or an individual, but the Board of Trustees remains accountable and is responsible for all decisions made. The Board of Trustees avoids routine involvement in operational matters but is responsible in law for the schools in the Trust, and therefore it may need to intervene in operational matters if a circumstance arises where, because of the actions or inactions of the executive leaders, the school may be in breach of a statutory duty. Having advised the Board, executive leaders must comply with any reasonable direction given by it.

The Board of Trustees must make decisions in the best interest of students, not personal interests, and welcome a diverse range of viewpoints when debating decisions. Good decision making is well informed by both available evidence of what works or is likely to be effective, and by the views and needs of key stakeholders, particularly parents.

Trustees have legal responsibilities through the Articles and Memorandum of Association and the Funding Agreement, under company law as Directors, and under charity law as Trustees. As such, they must comply with the following duties under charity law:

- ensure the charity is carrying out its purposes for the public benefit
- comply with the charity's governing document and the law
- act in the charity's best interests
- manage the charity's resources responsibly
- act with reasonable care and skill
- ensure the charity is accountable

Academy Trustees must also comply with their statutory duties as company directors, which are set out in the Companies Act 2006, s170-177. In practical terms, all Trustees need to be familiar with their Trust's articles of association as well as their statutory duties under the Companies Act, which comprise the duties to:

- act within their powers
- promote the success of the company
- exercise independent judgment
- exercise reasonable care, skill and diligence
- avoid conflicts of interest
- not to accept benefits from third parties
- declare any interest in proposed transactions or arrangements.

As the strategic leader of the Trust, it is vital the Board of Trustees is connected with, and engages, the communities and stakeholders it serves. This connection will be largely generated through the activities of the Local Academy Boards.

The Board of Trustees should also have regard to the need for the CEO, executive leaders, teachers and other staff in the academies to be able to achieve a satisfactory work life balance, and, through their strategic role, should provide support and challenge to help reduce unnecessary burdens, for example, in relation to the number of data requests that are made.

The Trust's Board can consist of up to a maximum of 10 trustees. This structure facilitates strategic working by a small and effective group. Trustees are proposed and seconded at a Board of Trustees meeting and are formally appointed by the Members, before their details are lodged by the Company Secretary at Companies House. The Chair and Vice Chair of Trustees are elected annually at the first General Meeting of the academic year.

The Board of Trustees has approved linking Trustees to the following areas of responsibility:

- Safeguarding and Child Protection (including PREVENT)
- Health and Safety

The role of a link Trustee is to have specific oversight of a particular area and deepen the Board's knowledge of that particular area. The role will involve visiting schools within the Trust and meetings with key staff to understand how the strategic objectives are being embedded, how money is being spent and any particular issues affecting delivery. These roles should always remain strategic and not operational.

## **Committees**

**Finance and Personnel Committee**

**Audit and Risk Committee**

**Schools and Education Committee**