

United Schools Trust Governance Overview

The UST Company Number is 09255130. Currently United Schools Trust has one school, Kingsteignton School for which the Trust Board carries out governance roles. There is no local governing board in place.

Governance Structure

Members: Christina Mabin, Ian Sheriff, Julie Stuchbery-Ullah, Elizabeth Thompson and the Co-Chairs of the Trust Board.

According to the Articles of Association, the Members of the Company shall comprise (Article 12)

- The signatories to the Memorandum – the signatories are Ian Sheriff, Elizabeth Thompson and Martin Harding dated 3 October 2014. (*Martin remains a signatory until the Articles are changed*)
- The chairman of the trustees; and
- Any person appointed under Article 16 – this says that “the Members may agree by passing a special resolution in writing to appoint such additional Members as they think fit and may agree by passing a special resolution in writing to remove any such additional Members provided that such appointment or removal is in the best interests of the Company”.

Trustees:

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|----------------------------|---|
| • David Barnett (Co Chair) | Appointed by Members 13.02.2020 |
| • Jane Collings (Co Chair) | Appointed by Members 11.10.2021 |
| • Lisa Cummings | Parent Trustee – no election required 26.04.21 |
| • Penny Fitch (Staff) | Appointed as CEO 01.04.19
(previously appointed by Members 01.09.16) |
| • Carli Peplow | Co-opted by Trust Board 14.09.2020 |
| • Karen West (Staff) | Co-opted by Trust Board 03.07.19 |
| • Marcus West | Appointed by Members 11.01.21 |
| • Suzannah Wharf | Appointed by Members 13.02.2020 |
| • One parent vacancy | Adverts to continue to appear in newsletters |
| • Up to three vacancies | To be appointed by Members |

According to the Articles of Association: (Articles 45 – 64)

- The number of trustees shall not be less than three
- The total number of trustees who are employees of the Company shall not exceed one third of the total number of trustees (including the CEO)
- The company shall have the following trustees:
 - a) up to eight trustees appointed by the Members through such process as they determine
 - b) the Chief Executive Officer “shall be a trustee for as long as he remains in such office”
 - c) a minimum of two parent trustees unless there are Local Governing Bodies – these trustees must be a parent of a registered pupil when appointed. Trustees make appointment/election arrangements.

- d) the company may also have any co-opted trustees – “a co-opted trustee means a person who is appointed to be a trustee by being co-opted by trustees who have not themselves been so appointed” (Article 58)
- e) the term of office for any trustee shall be four years (except the CEO) subject to remaining eligible to be a particular type of trustee, any trustee may be re-appointed or re-elected.
- f) Where a trustee resigns, they shall give written notice to the Clerk.

Click [here](#) to view the **Articles of Association**.

The role of Members

In April 2018, the Members of United Schools Trust agreed the contents of a document entitled the Role of the Members giving an overview of the duties of the Members and their relationship with Trustees. The primary function of the Members is to have oversight of the governance arrangements of the Trust and to challenge the Board of Trustees regarding ethos, values, key priorities, financial well-being, effective governance and adherence by the Board to the requirements of the Funding Agreement and Articles. Please see Appendix 1 below.

The role of Trustees

It is the Trustees who have the duty and responsibility in law to conduct the business of the Trust. Each Trustee will take a lead for at least one portfolio. These portfolios have Terms of Reference reviewed annually or when the membership of the Board changes:

Trustees	Role
David Barnett	Standards & School Improvement Inclusion, SEND, Children in Care & Pupil Premium
Jane Collings	Personnel, Staff Links and Partnership Development
Lisa Cummings	GDPR, Risk Register (and Finance temporarily)
Penny Fitch	Principal/CEO
Carli Peplow	Safeguarding and Children in Care Deputy
Karen West	Premises, Security and Health and Safety
Marcus West	Community & Parent Links Safeguarding Deputy and Pupil Premium Deputy
Suzannah Wharf	Curriculum

Each Trustee works with the Principal to monitor the impact of policies, procedures and performance through school visits, virtual meetings, discussion and data. Trustees supply the Clerk with visit notes following monitoring visits so that all trustees have an overview of portfolios other than their own. Trustees are responsible for reviewing linked policies in line with the review cycle overseen by the Clerk. School staff and the Principal review policies, pass them to the trustee who can raise any questions and bring them to the Trust Board for approval when necessary. The Clerk maintains a spreadsheet indicating when policies are due for review.

The following committees are in place:

- **First and Second Committees** will be drawn from three eligible trustees. A First/Hearings Committee will consist of not less than three trustees and shall not include the Principal or any employees of the UST. If any trustee has a connection with the individual involved in the formal proceeding or knowledge of the incident/issues they should step down. The same conditions stand for the Second/Appeals Committee and

no trustee involved in the First/Hearings Committee may be included in the Second Committee.

- **Principal's Appraisal Committee:** External Adviser with 3 trustees: Jane Collings (Lead) and Carli Peplow.
- **Audit and Risk Committee:** 3 to 6 Committee Members: David Barnett, Jane Collings, Lisa Cummings (Chair) and Suzannah Wharf. CEO/Accounting Officer and Business Manager/CFO to provide information at these meetings. The Chair and Principal are not eligible for this Committee.
- **Performance and Pay Committee:** 3 Committee Members: David Barnett (Lead), Suzannah Wharf and Jane Collings
- The **Admissions Committee:** Not less than 3 trustees: Marcus West, Karen West and the Principal/CEO. The full Trust Board determines the admissions policy and the Principal does not decide on the admission of any individual child
- A Co-Chair, Finance Portfolio Holder, Principal and Business Manager meet monthly to **monitor the budget.**

The Academy Trust Handbook was published in June 2021 and was effective from 1 September 2021, see [Academy Trust Handbook](#). Academy Trusts must comply with this handbook as a condition of their funding agreement. The handbook comprises short topics explaining requirements that trusts must follow. In the handbook 'must' identifies requirement and 'should' identifies minimum good practice which trusts should apply. There are useful links throughout the handbook to signpost further information. There is a section outlining the changes made in this edition of the handbook.

Trustees will be signed posted to the Governance Handbook – Academy trusts and maintained schools October 2020. [Please click here for link to Handbook](#)

The DfE also published a document entitled **Academy Trust Governance – Structures and Role Descriptors** in October 2020, which can be found by clicking [here](#).

The trustees should focus on three core functions:

- Ensuring clarity of vision, ethos and strategic direction
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
- Overseeing and ensuring effective financial performance (Academy Trust Handbook June 2021).

As Trustees, we have signed up to the Nolan Principles of Public Life within our Code of Conduct which is re-visited at the beginning of each academic year. These principles include selflessness, integrity, objectivity, accountability, openness, honesty and leadership in terms of promoting the above principles.

As an academy, United Schools Trust is a charitable company limited by guarantee, so trustees have duties as directors under company law and trustees under charity law. Some of the following responsibilities overlap with each other and the Nolan Principles.

Duties as directors include:

- To act within powers
- To promote success of the company
- To exercise independent judgement
- To exercise reasonable care, skill and diligence

- To avoid conflicts of interest
- Not to accept benefits from third parties
- To declare an interest in a proposed transaction or arrangement

Duties as charitable trustees:

- Duty of compliance
- Duty of prudence
- Duty of care

As Trustees we need to be familiar with the **Academy Trust Handbook** (Updated each year, with most recent being published in June 2021 and effective from 1 September 2021). The following headings give an overview of the detailed information contained in the handbook:

- Roles and responsibilities
- Main financial requirements
- Internal scrutiny
- Annual accounts and external audit
- Delegated authorities
- The regulator and intervention

Please see [the Academy Trust Handbook](#) and [funding and inspectorate information @ Kingsteignton School](#).

Annual Review of Governance 2021-22:

- a) On-going skills audit and review of make-up of the Trust board to address succession planning. Encourage trustees to give advance notice of resignations to allow for recruitment and handover period.
- b) Review attendance at Trust Board meetings and discuss any changes needed to enable Trustees to attend. Face-to-face meetings are starting to be held following the pandemic
- c) Review portfolios and match with updated terms of reference at the beginning of the year and update membership as necessary.
- d) Encourage Trustees to undertake training in line with c) and identify any generic training requirements
- e) Complete Trustee Self-Evaluation exercise
- f) Ensure Trustee related information is up to date on the website
- g) Review Vision as part of developing our 3-year strategic plan for 2021 - 2024
- h) Ensure Trustees are aware of the Finance and Audit Action Plan. The budget is being monitored by the Co-Chairs, Finance Portfolio Holder, Principal and Business Manager each month. The full Trust Board has access to documentation produced by the Business Manager prior to Board meetings. The Business Manager attends Board meetings to answer Trustee questions. The Audit Committee monitors the Audit Action Plan and the Risk Register. Trustees are involved as Portfolio holders and discussions take place at Trust Board meetings when appropriate.
- i) Agree dates of Trust Board meetings for next academic year, inform Members of dates of meetings including AGM and draft House Keeping Document for September meeting



Appendix 1

Role of the Members

As formal guardians of the Trust's ethos and values, the Members are committed to securing the long-term sustainability and success of the Trust. The Members will actively support the work of the Trust whilst respecting their distinct roles, responsibilities and boundaries.

- 1 It is the Trustees who have the duty and responsibility in law to conduct the business of the Trust
- 2 The primary function of the Members is to have oversight of the governance arrangements of the Trust and to challenge the Board of Trustees in relation to:
 - a) The Trust's adherence to the ethos and values of which the Members are the 'guardians'
 - b) Key priorities for improvement of the Trust and how these are monitored, with a focus on if they consider Trustees have devoted sufficient time to key issues and have maintained appropriate monitoring and evaluation
 - c) Financial well-being of the Trust and how effectively Trustees have held the leadership to account for successful financial management
 - d) The focus of the Board on ensuring that it reflects the right balance of skills and experience required to ensure effective governance, including considering attendance by Trustees at meetings and how apologies are dealt with, and
 - e) Adherence by the Board to the requirements of the Funding Agreement and Articles

The Members should be 'eyes on and hands off' and should avoid over stepping their powers or undermining the Board's discretion in exercising its responsibilities.

- 3 However, the Members can and should intervene by exercising their powers under the Articles of Association and Company Law (usually by special resolution) with a transparent evidence trail:
 - a) As required for the orderly functioning of the Trust, and
 - b) To support stronger governance arrangements, if the Board is not exercising effective governance and leadership of the Trust or is otherwise 'dysfunctional'

Means by which the Members fulfil their role

Members seek to be of significant benefit to the Trust:

- 1 The Members are to receive the following information digitally or in hard copy:
 - a) Agendas and associated papers prepared for Trustee Board meetings
 - b) Trustee Board minutes
 - c) Trust Risk Register
 - d) Relevant pupil numbers data
 - e) Three-year Strategic Plan
 - f) Academic results and pupil progress data
 - g) Any other documents required to enable the Members to fulfil their function as stated in Section 2 of the Role of Members above
- 2 Trustees are clear how they can escalate concerns to Members
- 3 The Co-Chairs of the Board:
 - a) Acts as the conduit by which the Members are kept informed of upcoming developments that are relevant to their oversight, including those that may not be evident from the information referred to above, and for the informal exchange of Members' and Trustees' views
 - b) Liaises closely with the Members regarding the composition and functioning of the Trust Board
- 4 The Members meet as follows:
 - a) The Annual General Meeting in January chaired by a Co-Chair of the Board and attended by the Principal and Clerk. Other Trustees will be invited to the meeting. Business includes: the Trust's audited Annual Report and Accounts, appointment of the Auditor and academic outcomes
 - b) The Co-Chairs will meet Members when required and supported by all Members. Members will be invited to the Strategy Meeting held in June/July each year.
 - c) Other formal and informal meetings including those required to appoint Members and Trustees as appropriate
- 5 The Members are not expected to attend Board meetings but may join the Trustees for key education and finance training.