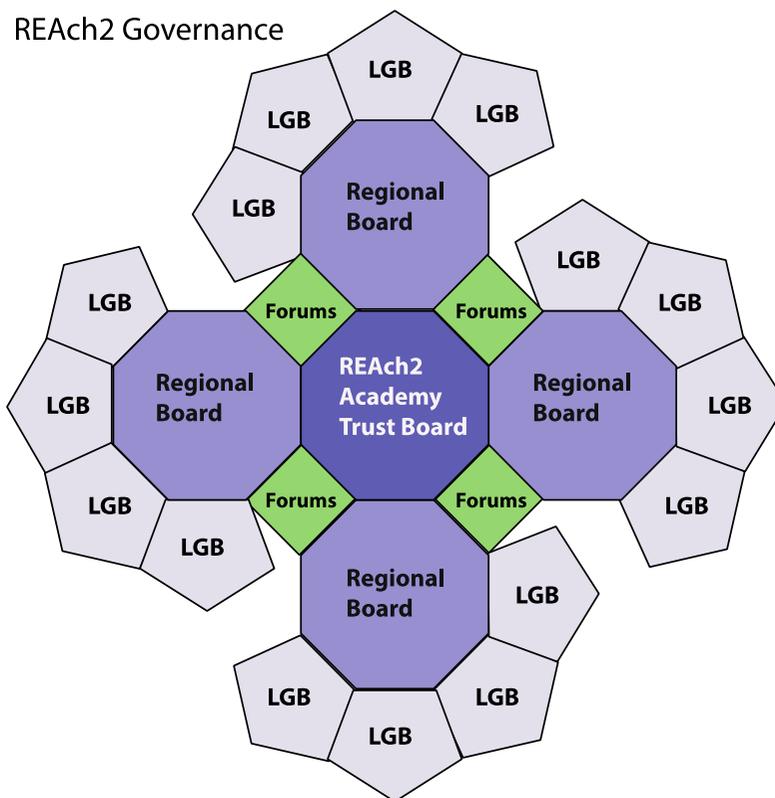# REAch2 Governance Charter

REAch2 is a charitable voluntary organisation which relies on the valuable input of a considerable number of non-executive volunteers, supported by an experienced team of staff. Due to the size of the organisation and the number of schools for which it is responsible, coupled with its drive for accountability, it is also a complex organisation with various important elements of governance.

REAch2 Governance

Principles

1. The REAch2 Charter sets out the fundamental principles of the organisation and lays down the rules for its governance. The Charter consists of the principles set out here, the Academy Trust Articles of Association and the detail set out in the Roles and Functions Matrix and Terms of Reference.

2. The governance principles of REAch2 recognise the importance of developing relationships with common purpose and they are about developing processes and structures.

3. We will continue to develop our governance arrangements to shape and take account of best practice in the sector. The '21 questions that every Multi-academy Trust should ask itself' (January 2015; see Annex 1), set out by the All Party Parliamentary Group on Education Governance and Leadership, provide a foundation by which we will assess the effectiveness of our governance.

4. Financial governance must, as a foundation, be compliant with the principles and regulations set out in the Academies Financial Handbook. REAch2 aims to go beyond this foundation to provide excellence in its governance.

5. Governance is underpinned by a common understanding about who is responsible for providing valuable input to decision making and who has the decision-making responsibility.

6. Effective governance in our large Academy Trust is supported by the following:

   a. Trust Members – the guardians of the constitution

   b. Trust Board – the Directors / Trustees

   c. Trust sub-committees

   d. Regional Boards and their sub-committees – including the Regional Ambassadors

   e. Local Governing Bodies – the Local Governors

   f. The Executive Team - the Chief Executive Officer (the CEO), the Deputy CEO, Finance Director and Business and Policy Director (together the Executive Leaders) and their respective teams.

7. The Trust Boardhas overall responsibility and ultimate decision-making authority for all the work of the Academy Trust, including the establishment and maintenance of the Academies.

8. Regional Boards have three key functions:

   a. Provide regional overview, scrutiny and challenge of academy education and financial performance;

   b. Support regional locality forums for academy leaders and governors to shape and influence Academy Trust thinking; and

   c. Ensure an effective flow of communication between the Local Governing Bodies, Regional Boards and the Trust Board.

9. The governance of each Academy shall be delegated to the relevant Local Governing Body.

Vision and Values: *"Exceptional opportunities for learning"*

The shared vision and values of REAch2 and all the Academies underpins the governance arrangements of the Academy Trust.

REAch2 fully supports the independence and distinguishing characteristics of each of the Academies. REAch2 seeks to provide a level of autonomy proportionate to the success of the Academy, which together with a focus purely on primary schools, is what gives REAch2 its distinctiveness.

Recognising the value of collaboration and the advantage of a public association, REAch2 will provide a voice on national issues affecting the Academy Trust and our academies, helping to communicate the Academy Trust's needs and concerns to those responsible for the funding and regulation of publicly funded schools.

REAch2has a commitment to supporting the schools within the REAch2 familyforthe benefit of the communities served by the schools. REAch2 expects academiesto work together in the spirit of solidarity. The relationship between the Academy Trust, Regional Boards and Local Governing Bodies is one of partners sharing a common goal, drawing on each other's strengths in order to overcome any weaknesses and respond robustly to any challenges.

REAch2 is the Cornerstone of the entire Academy Trust: providing a strong, responsible foundation from which every academy develops and grows. A cornerstone provides a subtle yet crucial role in a building; in the same way, the Trust ensures REAch2 is a trustworthy, reliable and inspirational organisation, delivering the best possible learning experiences.

As an Academy Trust we are committed to creating a culture that strongly reflects our Touchstones: seven principles, which make our academies unique: inclusion, learning, leadership, enjoyment, responsibility, inspiration and integrity.

Our Local Governing Bodies are the champions of our values in our Academies.

Accountability for decisions

The Trust Board delegate authority to three key groups in order to ensure the effective leadership and governance of the Academy Trust. The three key groups are:

- Executive leadership and management team (the Executive Team);
- Regional Boards;
- Local Governing Bodies.

The relationship between the Trust Board and the Executive Team, the Regional Boards and the Local Governing Bodies is characterised as a partnership to realise a common vision and a common purpose. In the case of the Regional Boards and the Local Governing Bodies the relationship between the three tiers of governance is also based on the principles of:

1. no duplication of governance.
2. governance should be as close as possible to the point of impact ofdecision-making.

The Terms of Reference and the Roles and Functions Matrixprovides clarity as to who the decision makers are for different levels of decisions. Effectiveness of both management and governance is supported through clarity over who holds the decision-making responsibility and who supports and advises the decision makers. The use of the 'Bain RAPID' tool, described in Appendix 2, will underpin the relationships developed at different levels of governance and management to ensure effective and efficient decision making.

Intervention

The Trust Board remains ultimately responsible for the Academy Trust and the conduct of the Academies. The operation of the various elements of governance outlined in this Charter are crucial to the success of the group. However, there will be circumstances (more the exception than the norm) where the Trust Board might need to intervene and, for example, withdraw delegated authority a particular element of governance.

In such circumstances, the Trust Board, along with the Executive Team, would work closely with any Academies concerned and those involved in their governance who would be expected to promptly implement any advice or recommendations made by the Trust Board and the Executive Team.

TheTrust Board reserves the right to review or remove any power or responsibility which it has delegated, in particular, in circumstances where serious concerns in the running of an Academy (or Academies) are identified, including where:

- there are concerns about financial matters;

- insufficient progress is being made against educational targets (including where intervention by the Secretary of State is being considered or carried out);

- there has been a breakdown in the way the Academy is managed or governed; or

- the safety of pupils or staff is threatened, including a breakdown of discipline.

Overview of key elements of our governance

Members

REAch2 has "**Members**" who are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. The Members appoint some of the Trustees and can exercise reserve powers to appoint and remove Trustees but it is anticipated that this power will be rarely exercised. The Academy Trust will ordinarily have at least five Members.

Trust Board

The corporate management and trustee responsibility for the actions of the company is vested in the "**Trustees**" of the Academy Trust (together, referred to as "the **Trust Board**"), who are company directors registered with Companies House. The Trustees are personally responsible for the actions of the Academy Trust and the Academies and are accountable to the Members, to the Secretary of State for Education and to the wider community for the quality of the education received by all pupils of the Academies and for the expenditure of public money. The Trustees are required, as trustees and pursuant to the

Funding Agreements, to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Academy Trust.

The role of the Trust Board is reflected in the '21 questions that every Multi-academy Trust should ask itself' identified by the All Party Parliamentary Group on Education Governance and Leadership (January 2015)and set out in Appendix 1 of this Charter:

- Setting the vision, ethos and strategy for the Academy Trust and its academies over the next three to five years;
- Establishing the governance structures for the Academy Trust, from Members to Academy level, in keeping with the Articles of Association;
- Providing clarity, through the published Terms of Reference and the Roles and Functions Matrix, of the level at which the following governance functions are exercised:
  - o determiningeach individual Academy'svision,ethosand strategicdirection
  - o recruitingeachAcademy'sHeadteacher
  - o performancemanagementof each Academy'sHeadteacher
  - o determiningHumanResourcespolicyandpractice
  - o oversightofeachAcademy'sbudget
  - o assessmentoftherisksforeachAcademy.
- Setting the level at which the Regional Boards and LGBs will have authority and accountability through the scheme of delegation;
- Engaging with the Academies' communities, parents, pupils and staff;
- Contributing to developing collaborative relationships beyond the Academy Trust;
- Ensuringthat there isastrongandeffectiveexecutiveleadershipstructure andpersonnel inplaceacrosstheTrust;
- Overview and scrutiny of Academies'education performancedata;
- Overview and scrutiny of theAcademy Trust's financialcapabilityandmanagementsystemsto ensure

compliancewiththeAcademiesFinancialHandbook,and deliver bestvalueformoney;

- Ensuringsenior leaders withinAcademies arechallengedtoimprovetheeducationofpupils;
- Developing the Trust Board to ensure that it has the capacity, skills and succession plans to have a positive impact on outcomes for pupils.

The Trust Board sets Trust-wide policy.

Regional Board Chairs will attend Trust Board meetings as advisors to the Board in order to improve effective governance and partnership at all levels of the organisation.

The Board will carry out a regular skills audit of its Trustees. Where key skills are missing on the Board, expertise will be procured to support the challenge and scrutiny of specialist areas such as human resources or educational performance.

Trust Board Sub-Committees

Trust Board Sub-Committees will provide the overview and high-level scrutiny of the prioritised risks and regional overview provided by each of the Regional Boards. The principle of 'no duplication of governance' requires a clear differentiation of the nature of the scrutiny and challenge provided by the Trust Board Sub-Committees of each region's contribution to the overall performance of the Academy Trust. This compares with the Regional Board's scrutiny of each individual academy's contribution to regional performance.

The Trust Board Sub-Committees will be:

- Educational Standards and Performance
- Finance
- Human Resources
- Risk and Audit.

The Finance Sub-Committee shall establish a remuneration committee for determining senior executive salaries and performance criteria. Senior executives include the CEO and any member of the Executive Team that reports directly to the CEO. The CEO (or managers with the CEO's delegated authority) determines salaries of all other employees, subject to the overall budget limits and pay policy approved by the Trust Board.

Executive Team

The REAch2 "**Executive Team**" is the executive management arm of the Academy Trust, focusing on operations and the educational performance of the Academies. They operate under the leadership and direction of the CEO, who is by virtue of his position aTrusteeof the Academy Trust. The Executive Team work directly with the staff in each Academy and both the Regional Boards and the Local Governing Bodies to ensure that the required outcomes are achieved in accordance with the direction and vision of the Trust Board.

Regional Boards

Four Regional Boards, through the Terms of Delegation and the Roles and Functions Matrix, provide the overview, scrutiny and performance challenge of the Academies and Local Governing Bodies in their region. Non-executive Regional Ambassadors provide the appropriate skills and experience to provide effective support and challenge in the four areas of scrutiny: educational standards and performance; finance; HR; risk and audit.

The Regional Boards have a fundamental role to play in developing and maintaining positive relationships and common purpose with Local Governing Bodies. This is in parallel with the role of the Regional Executive Principal led regional teams who will develop and maintain those relationships and common purpose with the individual academy management teams.

Forums

Each of the Regional Boards will support a Headteacher Forum and a Chairs of Local Governing Bodies Forum. The purpose of the Forums is to:

- promote the values of independence and interdependence;
- build relationships;
- generate new ideas;
- influence policy development; and
- provide a starting point for consultation.

The Regional Boards, in consultation with Headteachers and Chairs of Local Governing Bodies, will determine the most effective methods of establishing and managing the forums. For example, forums may be established on a regional basis and/or on a smaller locality basis. Forums will be Chaired by elected representatives from amongst their membership to

encourage freethinking and honest debate without constraint or any perceived need to tell senior staff or Trustees 'what they want to hear'.

The Regional Boards contribute to the effectiveness of the Academy Trust by 'knowing' and being champions of their Academies.

Local Governing Bodies (LGBs)

The role of a Local Governor within a Multi-Academy Trust is an important one. In developing our governance arrangements, the Trust Board has sought to ensure that the responsibility to govern is vested in those closest to the impact of decision-making and that such responsibility matches the capacity of those assuming responsibility. In conjunction with the Regional Boards, the Trust Board establishes Local Governing Bodies for each of the Academies, for the most part made up of individuals drawn from the Academy's community, both as elected and appointed members.

The Local Governors are accountable to the Regional Board and the Trust Board (who in turn is accountable to the Department for Education) as well as to the communities they serve.

The broad duties of the Local Governing Body are summarised as:

- To contribute to and fulfil the vision and ethos of REAch2 in so far as it relates to the Academy, ensuring that the Academy achieves the aims and ambitions it has for its pupils, having regard in particular to the benefits of being part of a family of schools which stresses the importance of collaboration and mutual support;

- To implement and review from time to time the strategic plan for the Academy, focussing on the Academy's performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by the Trust Board;

- To act as a critical friend to the Academy's senior leadership team, being ready to challenge and hold senior leaders to account for all aspects of the Academy's performance;

- To oversee the management of the finances of the Academy, assessing the annual budget prepared by the Academy's Headteacher (with the support of the Academy's senior leadership team) and submitting such for approval by the Regional Board and the Trust Board, ensuring that the Academy works within its budget and the Academy's senior leadership team adopts and implements appropriate risk and financial management policies and practices;

- To support the Trust Board in ensuring that insurance or equivalent risk protection is put in place and maintained for all risk areas including damage to property, employer liability, public and third party liability and director liability in accordance with any policy issued by the Trust Board from time to time;

- To support the Academy's Headteacher in the development and review (from time to time) of an appropriate staffing structure for the Academy, ensuring there is robust and accountable monitoring of the performance of staff and implementing all and any policies relating to staff adopted by the Trust Board;

- To support the Trust Board in its monitoring and evaluation of the delivery of any central services and functions provided or procured by the Academy Trust for the Academies, reporting any issues or concerns to the Regional Executive Principal and, if necessary, the CEO, the Chair of the Regional Boardor the Chair of the Trust Board;

- To promote within the organisation and externally the benefits of collaboration with the other Academies and to actively seek opportunities to work together either with the aim of improving economic efficiencies within the Academies or identifying and implementing best practice;

- To develop effective links within the Academy's community, communicating openly and frequently as appropriate and ensuring that the Academy meets its responsibilities to the community and serves the community's needs in relation to the safeguarding and education of its pupils; and

- To engage fully and openly with any inspection of the Academy, whether by the Trust Board, Ofsted or any other appropriate public body to whom the Academy is accountable.

Pupil, parent and staff voice

Accessing and responding to pupils' collective concerns is an important part of the operations and governance of REAch2 academies. All schools have active Pupil Councils with representatives from each year group. Each LGB is expected togive due regard to issues that are raised though the Pupil Council and the management actions taken in response to the issues.

Parental voice is formally built into the governance structure with the election by parents of two parent Governors to each LGB. Staff voice is similarly built into the governance structure with the election to each LGBof two employees of the Academy (usually one teacher and one non-teaching staff member) by employees of the Academy.

As a Trust we will consider what further mechanisms for pupil, parent and staff representation at other governance levels may be appropriate.

Overview: composition of governance elements

Trust Members

- The chair of trustees (governors) of Hillyfield Primary Academy (currently Roger Pryce)
- Persons appointed by the Members by special resolution (currently Peter Little and Rev. David Rossdale)

Trust Board

- Chief Executive Officer (if confirmed as such by the Members)
- 5x Trustees appointed by the Members
- Up to 1 Trustee appointed by the Southwark Diocesan Board of Education
- any Co-opted Trustees

Regional Boards

- Regional Executive Principal
- Trust Board Trustee/s
- 6x Regional Ambassadors appointed by the Trust Board
- 3x elected Local Governing Body Chairs,which shall include the chair of a 'Lead Academy' (an academy which is both judged outstanding by Ofsted and is a teaching school) if applicable
- 3x elected Headteachers
- Up to 3x Co-opted Regional Ambassadors

Local Governing Bodies

- Headteacher
- 4x governors appointed by the Trust Board
- 2x elected Parents
- 2x elected Staff
- Up to 3x Co-opted Local Governors

Appendix 1 – All Party Parliamentary Group on Education Governance and Leadership (January 2015)

21QuestionseveryMulti-academyTrustBoardshouldaskitself

http://www.publications.parliament.uk/pa/cm/cmallparty/register/education-governance-and-leadership.htm

http://www.nga.org.uk/getattachment/News/NGA-News/21Q/21-Questions-for-Multi-academy-Trusts-FINAL.pdf.aspx

Vision,ethosandstrategy

1. DoestheTrusteeBoard haveaclearvision andstrategicprioritiesforthenextthreetofiveyears,towhichallacademiescontributeandwhichisunderstoodbyeachofitsacademies?

2. Howeffectivelydothesestrategicprioritiesdrivethegovernancestructure,activitiesandagendasettingatalllevelsoftheTrust?

3. What visiondoestheTrustee Boardhaveforthe sizeofthe Trustand howdoesthestrategyensurethatthereisthecapacityto support anyadditionalacademieswell?

Governancestructures

4. Isthestructure oftheTrustfromitsmemberstoacademylevelgovernanceconducivetoeffectiveworking,ensuringcheckandbalancesbutavoidingduplicationat different levels,anddeliveringgoodtwo-waycommunications?

5. HowdoestheTrusteeBoard ensurethatitsgovernance structureisclear,in keepingwithitsArticlesof Association, andthatthoseatregional, clusterandacademylevelunderstandtheirrolesand responsibilitiescomparedtothoseofthe Trustee Board?

6. a)DoestheTrusteeBoard haveaschemeofdelegation,is itpublishedonitswebsite andthoseofitsacademies,anddoesthescheme makeclearwherethefollowingkeygovernancefunctionsareexercised:

   • Determiningeach individual academy'svision,ethosand strategicdirection?

   • Recruitingeachacademy'sPrincipal/Headofschool?

   • Performancemanagementof each academy'sPrincipal/Headofschool?

- Determination of Human Resources policy and practice?

- Oversight of each academy's budget?

- Assessment of the risks for each academy?

b) Is the principle of earned autonomy applied to individual academies or local clusters and if so, do all involved at all levels of governance within the MAT understand how?

Trustee Board effectiveness and conduct

7. **Right skills:** Has the Trustee Board adopted a robust and transparent process for the recruitment both of trustees and those at local governance level, including role specifications, skills audits and interview panel to ensure those carrying out governance functions have the full range of experience, qualities and skills necessary to discharge all the Trustee Board's responsibilities?

8. **Clerking:** Does the Trustee Board have a professional clerk providing information and guidance on regulatory practice and procedures, including governance leadership to the committees and any academy level governance?

9. **Chair:** How does the Trustee Board ensure the chair shows strong and effective leadership?

10. **Trustee performance**: Does the chair carry out an annual review of each trustee's contribution to the Board's performance and ensure each trustee is investing in his/her own development?

11. **Succession planning**: Do we engage in good succession planning so that, in normal circumstances, no trustee serves for longer than two terms of office and the chair is replaced at least every six years?

12. **Conflicts of interest & conduct:** How does the Trustee Board ensure conflicts are avoided and that the Nolan principles of public life are adhered to?

13. **Learning from others**: Has the Trustee Board regularly reviewed its structures and practice, making use of other Boards' experiences and periodically seeking external expertise?

Engagement

14. How does the Trustee Board listen to, understand and respond to pupils, parents, staff and local communities across all its academies?

15. What benefit do the academies within the Trust draw from collaboration with other schools and other sectors, including employers, locally and nationally; and how is the Trust involved in contributing to improving leadership and schools beyond its own academies?

Effective accountability of the executive leadership

16. How well does the Trustee Board understand its academies' performance data, and how do Trustees know that pupils in all their academies are making the best progress they can?

17. What mechanisms does the Trustee Board use to ensure there is a strong and effective executive leadership structure and personnel in place across the Trust with the right skills, clear line-management and reporting mechanisms?

18. How does the Trustee Board ensure senior leaders within academies are challenged to improve the education of pupils, and what intervention would be used if improvement is not progressing according to plan at an academy?

19. How does the Trustee Board ensure that the Trust's financial capability and management systems are robust to ensure compliance with the Academies Financial Handbook, best value for money and deliver the long-term strategy?

20. Do the compliance systems give assurance to the Trustee Board that the Trust is meeting its statutory and legal responsibilities?

Impact on outcomes for pupils

21. How much have the academies improved over the last three years, and what has the Trustee Board's contribution been to this?

Appendix 2 - RAPID®: Bain's tool to clarify decision accountability

http://www.bain.com/publications/articles/RAPID-tool-to-clarify-decision-accountability.aspx

"Decisions are the coin of the realm in business. Every success, every mishap, every opportunity seized or missed stems from a decision someone made—or failed to make. Yet in many firms, decisions routinely stall inside the organization—hurting the entire company's performance.

The culprit? Ambiguity over who's accountable for which decisions. In one auto manufacturer that was missing milestones for rolling out new models, marketers and product developers each thought they were responsible for deciding new models' standard features and colors. Result? Conflict over who had final say, endless revisiting of decisions—and missed deadlines.

How to clarify decision accountability? Assign clear roles for the decisions that most affect your firm's performance—such as which markets to enter, where to allocate capital, and how to drive product innovation. Think "RAPID® ": Who should recommend a course of action on a key decision? Who must agree to a recommendation before it can move forward? Who will perform the actions needed to implement the decision? Whose Input is needed to determine the proposal's feasibility? Who decides—brings the decision to closure and commits the organization to implement it?

When you clarify decision roles, you make the *right* choices—swiftly and effectively.

To address this common problem, Bain, created RAPID®, a tool to clarify decision accountability. A loose acronym for Input, Recommend, Agree, Decide and Perform, RAPID® assigns owners to the five key roles in any decision."

"If managers suddenly realize that they're spending less time sitting through meetings wondering why they are there, that's an early signal that companies have become better at making decisions. When meetings start with a common understanding about who is responsible for providing valuable input and who has the ***Decision** making responsibility*, an organization's decision-making metabolism will get a boost."

Source: Bain & Company