

# anthem



## Governance Framework 2019-20

# Contents

<b>Introduction .....</b>	<b>2</b>
About this framework.....	2
What is an academy? .....	2
Anthem.....	2
Our purpose.....	2
Our values .....	2
<b>Anthem governance structure.....</b>	<b>3</b>
Role of the principal sponsor.....	3
Legal structure of Anthem .....	4
Relationship to the Department for Education (DfE).....	4
Constitutional structure.....	4
Members.....	4
The Board of Trustees.....	4
The Local Governing Body .....	5
<b>Terms of reference.....</b>	<b>6</b>
Anthem Trustee Board terms of reference.....	6
Overall responsibility.....	6
Main duties.....	6
3. Compliance .....	7
4. Prudent management of assets.....	7
5. Good governance .....	7
Board Composition and Operation .....	8
1. Membership .....	8
2. Meetings .....	8
3. Role of the Chair .....	8
Reporting and controls .....	9
Local Governing Body (LGB) terms of reference .....	9
1. Purpose .....	9
2. Responsibilities .....	9
3. Membership .....	10
4. Sub committees and panels .....	10
5. Quorums .....	11
6. Meeting arrangements .....	11
7. Reporting arrangements .....	11
<b>Underlying principles .....</b>	<b>12</b>
Conflicts of interest.....	12
Code on conflict of interest .....	12
Conduct.....	13
Trustee indemnity insurance .....	13



## Introduction

### About this framework

This document is intended to provide an overview of the governance structure and systems of Anthem Schools Trust. It is not intended to be exhaustive and, in the event of an issue arising that is not covered, please refer in the first instance to the Chief Operating Officer (COO). It may be used for the induction of new Local Governors, and as a useful reference tool for community stakeholders and representatives of HMI/Ofsted/DfE.

### What is an academy?

Academies are state-funded schools and are defined by law. There are currently three different types of academy within Anthem.

Converter academies are those schools which have achieved an Ofsted category of ‘Good’ or better and have chosen to convert to academy status. In converting, the school must agree to support a school or schools that are in challenging circumstances and/or in need of rapid improvement.

Sponsored academies are those schools where the standards of performance of pupils at the school are unacceptably low, and/or the school is in an Ofsted category of concern. The DfE has the power to require the school to become an academy and in doing so requires the school to have a ‘sponsor’.

Free schools are schools proposed by community groups to be set up in order to provide education in a certain area. Campaigns for some of the Free Schools in Anthem have been led by community groups with Anthem’s assistance; others have been led directly by Anthem.

## Anthem

### Our purpose

Together we create ambitious, successful schools where every child thrives.

### Our values

Our vision and approach are built on three values. These are:

- **Excellence**
- **Integrity**
- **Collaboration**

These values shape the way we work with individual schools, as well as the way the schools work with each other, to try to provide the best possible start in life for all our learners.

## Anthem governance structure

Effective governance provides scrutiny and challenge to the leadership and operations of an organisation to ensure that it is delivering its objects.

The structure of governance at Anthem follows the hierarchy below:

### Members

Supervisory role to hold the Board of Trustees to account

### Trustees

Overall **strategic** responsibility for the Trust

### Education Executive Team

**Executive** role to recommend strategic decisions to Trustees and oversee performance across the Trust

### Headteacher

**Operational** at local level, with strategic authority within the school context

### Local Governing Bodies

Focus on the school's ethos, standards and relationship with the local community

Anthem is the legal entity for which the Board is ultimately responsible, and the Local Governing Bodies (LGBs) attached to schools have responsibilities delegated by the Board.

The governance role exists to ensure that an Anthem school:

- is properly run
- demonstrates high standards in all aspects, including those inspected by Ofsted and other regulators
- fulfils the purpose of Anthem
- meets the needs of the beneficiaries – the pupils and community
- complies with legislation and statutory guidance.

The Board follows the Charity Commission Code of Governance 2017 and the DfE Governance Handbook 2019.

### Role of the principal sponsor

Education Development Trust acts as the principal sponsor of Anthem, holding Trustees to account for the delivery of school improvement. The two organisations are legally and operationally separate.

Education Development Trust is a not-for-profit international education company committed to transforming lives by improving education around the world. It works in the UK and around the world, in countries across Europe, Africa, the Middle East and Asia. It has responsibility for managing major strategic government contracts and providing broader education consultancy services.



## Legal structure of Anthem

Anthem is legally a charity as well as a company and is therefore subject to charity law and company law. Anthem is a company limited by guarantee which means that it does not have a share capital or shareholders, but instead has members who act as guarantors.

Although Anthem is a charity however, it is exempt from registration with the Charity Commission as it is regulated by the Education and Skills Funding Agency (ESFA). This means it does not have a charity number, but it must comply with Charity Law and operates in all other respects as any other charity. As a company, it is also subject to the regulator for companies called Companies House. The company number for Anthem is 7468210.

## Relationship to the Department for Education (DfE)

Anthem has a funding agreement with the Department of Education (DfE) that is called the Master Funding Agreement. This is the contract by which Anthem receives funds to run the schools. Attached to this Master Funding Agreement is a Supplemental Funding Agreement for each school that includes clauses specific to that school.

The DfE has delegated the day-to-day regulation of academies to the Education and Skills Funding Agency (ESFA) and it is the ESFA that Anthem and the schools have most dealings.

Local Authorities retain certain statutory functions, e.g. pupil admissions or special educational needs, and the schools work with their Local Authority (LA) in these statutory areas. In other areas, such as the supply of services, it is up to Anthem and/or the school to decide how it wants to work with the LA.

## Constitutional structure

The Articles of Association of Anthem set out the constitution of the Trust.

### Members

As a company limited by guarantee Anthem has Members which are akin to shareholders of a commercial company. The difference is that they do not contribute financially, they act as a guarantor and no dividend is payable to them.

The role of the Members is to safeguard the mission, ethos and values of the Trust and to hold the Board to account. They appoint as well as dismiss Trustees that sit on the Board.

The Members of Anthem are:

- Education Development Trust as a corporate member
- the Chair of Anthem
- three independent individuals

### The Board of Trustees

The Board is made up of:

- three representatives from Education Development Trust
- three independently recruited individuals

The Trustees have the usual duties of Trustees of a charity and are also the legal Directors of the company under company law.

The Board delegates some of its work to committees. Currently it has four such committees to cover the areas of Education, Finance, Audit and Remuneration.

In addition, each school has a Local Governing Body (LGB) and its members are known as Local Governors. Local Governors are appointed by the Trust. The LGBs have responsibilities delegated to them by the Board which are summarised in the Scheme of Delegation.

The Board is also accountable to external government agencies, including the DfE, for the quality of the education provided in Anthem schools. They are required to have systems in place through which they can assure themselves of the quality of the education and other legal matters, such as safeguarding and health and safety, across the Trust.

In order to help it discharge these responsibilities, the Board appoints a Chief Executive to lead and manage the Trust, who in turn appoints the Education Executive Team and Headteachers.

### **The Local Governing Body<sup>1</sup>**

Local Governing Bodies have some devolved responsibility for day-to-day school governance under an agreed Scheme of Delegation. The Board has the right of appointment and removal of all Local Governors except the Headteacher, who is an ex officio member.

As the ultimate point of accountability for the performance of their schools, the Board will monitor and challenge Local Governing Bodies, and will intervene where required to support school improvement.

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<sup>1</sup> Please note that for the purposes of this document, the term Local Governing Body also refers to Local Strategic Boards that work across more than one school.

## Terms of reference

### Anthem Trustee Board terms of reference

Anthem Trustee Board derives its authority and its responsibilities from two sources:

- Under the Charities Act 1993 the trustees of a Trust are “the people responsible under the Trust’s governing document for controlling the management and administration of the Trust, regardless of what they are called”. Trust law lays a number of specific duties on all Trust trustees, which are reflected in these terms of reference. In essence these are:
  - A duty of care, to ensure that the Trust works in pursuance only of its objects and that it delivers on these.
  - A duty of compliance with all relevant legislation and regulation.
  - A duty of prudence in respect of the Trust’s assets.
- Articles of Association set out the composition of the Board, the ways in which Trustees are appointed and their powers.

### Overall responsibility

- To hold Anthem ‘in trust’ for current and future beneficiaries by:
- Setting the vision, mission and values of the Trust.
- Developing strategy to achieve the Trust’s objects, and monitoring performance.
- Ensuring that the Trust seeks the views of current and future beneficiaries and that these are considered in developing strategy and delivering services.
- Acting as the guardians of the Trust’s assets, both tangible and intangible, taking all due care over their security, deployment and proper application.
- Ensuring that the Trust complies with all legal and regulatory requirements.
- Ensuring that the Trust’s governance is of the highest possible standard.

### Main duties

#### 1. Strategic direction

*Ensure that the Trust has a clear vision, mission and strategic direction and is focused on achieving these. To work in partnership with the Chief Executive and other senior staff to ensure that:*

- a. The Trust has a clear vision, mission and strategic plan that have been agreed by the Board, and that there is a common understanding of these by Trustees, staff and volunteers.
- b. Operational plans and budgets support the vision, mission and strategic priorities.
- c. There are effective mechanisms to listen to the views of current beneficiaries, to identify possible future beneficiaries, to review the external environment for changes that might affect the Trust (environmental, political, financial, competitive, partnerships, alliances)
- d. There is regular review of the need for the Trust and for the services it provides or could provide and regular review of strategic plans and priorities.

#### 2. Performance management

*Be responsible for the performance of the Trust, for its impact upon stakeholders and for its corporate behaviour:*

- a. To agree the mechanisms for measuring objectively the progress of the Trust in relation to its vision, mission, key areas of impact, strategic objectives/priorities, business plans and annual targets, and to receive regularly reports on the performance of the Trust.

- b. To ensure that the views of beneficiaries are regularly gathered and considered by the board, through both consultation and effective complaints systems.
- c. To agree Board policies relating to key areas of the Trust's business.
- d. To ensure that there are quality and service standards for major areas of delivery and that these are met.
- e. To articulate, with the help of the staff and others, the values of the Trust.
- f. To ensure that there are mechanisms for beneficiaries, employees, volunteers, other individuals, groups or organisations to bring to the attention of Trustees any activity which threatens the probity of the Trust.
- g. To hold the Chief Executive to account for the management and administration of the Trust.
- h. To ensure that the Chief Executive receives regular, constructive feedback on his/her performance in managing the Trust and in meeting his/her annual and longer-term targets and objectives.
- i. To ensure that the Trust has effective employment policies and processes in place, to recruit, train and develop staff and volunteers.

### **3. Compliance**

*Ensuring that the Trust complies with all legal and regulatory requirements:*

- a. With the assistance of the Chief Executive and appropriate professional advisors be aware of and ensure the Trust complies with all legal, regulatory and statutory requirements.
- b. To maintain familiarity and comply with the rules and constitution that govern the Trust, and to review the constitution regularly.

### **4. Prudent management of assets**

*Being guardians of all the Trust's assets, both tangible and intangible, taking all due care over their security, deployment and proper application:*

- a. To ensure the Trust's financial obligations are met and that there are adequate financial controls in place to ensure all monies due are received and properly applied and that all assets and liabilities are recorded.
- b. To act reasonably and prudently in all matters relating to the Trust and always to bear in mind the interests of the Trust.
- c. To be accountable for the solvency of the Trust.
- d. To ensure that intangible assets such as organisational knowledge and expertise, intellectual property, the Trust's good name and reputation etc are recognized, utilized and safeguarded.
- e. To review the condition and use of the properties and land, owned by the Trust as appropriate.
- f. To ensure that the major risks to which the Trust is exposed are reviewed annually and that systems have been established to mitigate or minimise these risks.

### **5. Good governance**

*Ensure that the Trust's governance is of the highest possible standard:*

- a. To ensure that the Trust has a governance structure that is appropriate to a Trust of its size/complexity, stage of development, and its objects, reflects the diversity of its beneficiaries and that trustees are enabled to fulfil their responsibilities.
- b. To ensure that the Board's delegated authority is recorded in writing by means of minutes, terms of reference for Board committees and sub-committees, job descriptions for officers, Trustees and key staff, etc. and that clear reporting procedures back to the Board are recorded in writing and complied with.

- c. To ensure that the responsibilities delegated to the Chief Executive are clearly expressed and understood, and directions given to him/her come from the Board as a whole.
- d. To ensure the Board of Trustees regularly reviews the Trust's governance structure to an agreed programme, and the Board annually reviews its own performance.
- e. To ensure that major decisions and Board policies are made by the Trustees acting collectively.
- f. In consultation with the Chief Executive, to ensure that the Board has on it the skills it requires to govern the Trust well, and that the Board has access to, and considers, relevant external professional advice and expertise.
- g. To ensure that there is a systematic, open and fair procedure for the recruitment or co-option of Trustees, future Chairs of the Board and future Chief Executives with a view to succession planning.
- h. To ensure that all members of the Board receive appropriate induction on their appointment and that they continue to receive appropriate advice, information and training (both individual and collective).
- i. To ensure that Trustees have a code of conduct and comply with it, and that there are mechanisms for the removal of Trustees who do not abide by the Trustee code of conduct.
- j. Further details of the Trustees' responsibilities and which of these are delegated to the Central Executive, Local Governing Body and headteachers are summarised in the Scheme of Delegation.

## Board Composition and Operation

### 1. Membership

Membership of the Board is determined by the Articles of Association. Trustees will serve for a fixed tenure of three years. One further term may be served upon re-appointment.

Trustees will be recruited in an open and transparent manner, with new Trustees receiving a comprehensive induction upon joining the Board. All Trustees will undertake an annual performance self-assessment which will be reviewed in discussion with the Chair.

### 2. Meetings

The Board will meet at least four times a year. There will be an annual cycle of meetings of which the agenda will reflect the Strategic Risk Register.

Meetings will normally take place in a trust school but may occasionally be held in other parts of the country with the Board's agreement. The Board will also undertake consultation electronically when there are issues of urgency, which require a decision by the Board. Decisions made electronically will be ratified and minuted at the following Board meeting.

Meetings will be quorate and able to proceed with at least three Trustees present, except for in cases of the removal of Trustees when a quorum is two thirds of those entitled to vote (rounded up to a whole person)

The Executive and any other staff members that the Board chooses to invite will attend meetings in a non-voting capacity. The Chief Executive maybe appointed as an ex officio Trustee, however even if this is not the case he/she will be expected to attend every meeting.

### 3. Role of the Chair

The Chair is responsible for ensuring the trust adheres to its Articles of Association, and to these Terms of Reference.

The Chair should facilitate the Board to enable it to exercise its responsibilities and ensure the receipt of timely and sufficient information to enable the Board to perform its role.

The Chair is responsible for ensuring Board meetings are conducted in an atmosphere conducive to constructive and open dialogue.

The Chair will be appointed in accordance with the Articles of Association and will serve for a term of four years. One further term may be served upon re-appointment.

### **Reporting and controls**

It is the Board's duty to present, through the timely publication of an annual report, annual accounts and other means, a balanced and readily understood assessment of the organisation's performance to:

- Members of the Trust
- Companies House
- Education Funding Agency

Detailed financial guidance, including the role of external auditors, issued by the EFA, the Charity Commission and Financial Reporting Council must be observed.

The Board should prescribe the terms on which committees and sub-committees of the Board may be delegated functions.

### **Local Governing Body (LGB) terms of reference**

#### **1. Purpose**

- To support Anthem in implementing its mission of advancing education for the public benefit by providing outstanding, sustainable education solutions that transform learning in schools.
- To be a link to the school community whilst providing challenge and support at local level.

#### **2. Responsibilities**

The LGB are accountable to the Trust with specific delegation for strategy, monitoring, support and challenge within their school. They have four key responsibilities:

- Work in partnership with the Headteacher to develop the school vision, ethos and strategic direction within the overall Trust strategy and local context.
- Utilise skills and expertise to the benefit of the school.
- Support the Education Director in holding the Headteacher to account for the educational and financial performance of the school.
- Ensure public money is well spent.

The LGB's delegated responsibilities are detailed on the Anthem Scheme of Delegation in force for the current academic year.

### 3. Membership

All Members of the LGB are subject to approval and appointment by the Anthem Board of Trustees (the Board) through the Anthem selection process. Applicants must fill in and sign the Anthem Local Governor appointment form and skills audit current at the time of their appointment.

The Board are responsible for the appointment (and, if necessary, removal) of the Chair of Local Governors. The standard term of office for a Chair will be four years from the appointment date, although this can be renewed for a further four years term with agreement of the Board.

The removal of individual members of the LGB for whatever reason must be approved by the Board.

The Local Governors, working in conjunction with Anthem, will identify the skills required on the LGB and potential sources of new Local Governors in the area.

The membership of the LGB will be:

- a Chair
- the Headteacher (ex officio)
- a minimum of five, but not more than 10, other Local Governors who are not employees of Anthem.

It is expected that the Chair will have the relevant background and experience required to lead the LGB.

All Local Governors will participate in an LGB Skills Audit as required, to ensure there is breadth of appropriate skills across the LGB.

All parent and staff Local Governors will be appointed by the Board based on the skills identified by the LGB Skills Audit.

There will be up to two staff Local Governors on the LGB. Other staff can attend LGB meetings with the agreement of the Chair of Local Governors and the Headteacher.

The LGB will participate in Trust-wide quality assurance Local Governor audits.

The LGB will be supported by a Clerk, whose appointment will be approved by the Chief Executive. They will attend and service all meetings.

The Chair of Local Governors may invite members of staff or external 'experts' to attend for parts of a meeting to talk about specified topics or answer questions on reports sent to the LGB.

Members unable to attend will be expected to give apologies and submit a verbal update on any relevant issues to the Chair of Local Governors in advance of the meeting.

Local Governors absent who have not attended meetings for six months will lose their appointment on the LGB.

Local Governors can only serve for a maximum of eight years on the LGB.

### 4. Sub committees and panels

The LGB should not create sub committees except in exceptional circumstance.

Panels should be organised for situations such as exclusions, admissions appeals, disciplinaries and hearing complaints and grievances.



The Clerk should secure panel members from suitably qualified members of the local community, or local authority or independent service providers (e.g. in the case of admissions and independent review panels etc) or from the pool of Local Governors within Anthem.

The panels will report to the Headteacher except when an allegation has been made about the Headteacher, in which case this will be reported to Anthem.

## **5. Quorums**

50% of members of the overall LGB shall constitute a quorum, at least one of whom must represent the school.

## **6. Meeting arrangements**

- a. The LGB will meet at least three times per academic year.
- b. The times of meetings will be confirmed in advance when the annual calendar is agreed.
- c. Declarations of interest must be collated by the Clerk.

## **7. Reporting arrangements**

- a. The Clerk will circulate the agenda relevant papers at least one week before the meeting.
- b. The Clerk will record attendance at meetings, issues discussed and all agreed actions and recommendations.
- c. The minutes will be circulated to the LGB in draft at least one week before the next Local Governing Body meeting, for approval at the meeting. The Clerk will be responsible for sending minutes to Anthem once approved.
- d. In the absence of the Clerk, the Chair of Local Governors will nominate a replacement Clerk for that meeting.

## Underlying principles

### Conflicts of interest

One of the fundamental principles of charity law is that charity Trustees must act in the best interests of the charity and its beneficiaries.

A Trustee or Local Governor should abide by the Anthem Personal and Business Interests Policy. This requires that they declare any interest on an annual basis, with any new declarations during the year being minuted. If there is a financial interest, the Trustee or Local Governor must withdraw from the meeting and not take any further part in the discussion.

Rules on Declarations of Conflict of Interest also apply when a relative of the Trustee or Local Governor is involved – a so-called ‘Connected Party’.

### Code on conflict of interest

The Board, committees of the Board, Local Governing Bodies, members of staff and others within positions of authority and trust within Anthem, are required to maintain a high standard of conduct. No situation should arise where duty and personal interest might conflict, or where the actions of such a person brings Anthem into disrepute.

It is against Anthem policy to grant a benefit or make a payment to:

- any member of the Board, or a committee of the Board, with the exception of reasonable expenses
- any staff member, or Local Governor except under a contract of employment or reasonable expenses, or by approval of the Board
- close relatives (Connected Parties) of any member of the Board, a committee of the Board, Local Governors or any member of staff.

A member of the Board should declare an interest if an item for discussion concerns him/her personally, or an organisation or business in which he/she is involved. If there are direct financial implications, the member will:

- declare an interest before discussion on the matter begins
- withdraw from that part of the meeting unless expressly invited to remain
- not be counted in the quorum for that part of the meeting
- in the case of a direct financial interest, have no vote in the matter
- in the case of any other interest, have no vote in the matter unless the other members consider that the interest gives rise to no actual conflict and that it is in the interests of Anthem for that member to vote.

Further requirements of any member of the Board are as follows:

- never to use his/her position within Anthem for his/her own gain or that of his/her family or associates
- to disclose any interest which could influence judgement or give the impression that any member of the Board is acting for personal motive
- to resign from the Board where any material breach occurs

- to advise the Chair of the Board if he/she considers another member of the Board or a staff member has an interest
- to complete an Anthem Declaration of Interest form on an annual basis.

## **Conduct**

The Board and LGBs will encourage the open expression of views at all meetings but accept collective responsibility for decisions or recommendations made by the group. This means individual members will not speak out against majority decisions in public or in private

Individual members of the Board or LGB have no power or right to act on behalf of the group except where the whole group has delegated a specific function to that individual, or where statutory provisions specify that a function is to be exercised in a particular way.

Visits by Board or LGB members to view the school will be undertaken by agreement with the school Headteacher.

In discharging their duties, the Board and LGBs will always be mindful of their responsibility to maintain and develop the ethos, reputation and good standing of Anthem and of the school.

Please refer to the Code of Conduct, which sets out in full the expectations for Local Governing Bodies.

## **Trustee indemnity insurance**

This is an insurance policy that protects Trustees, Local Governors and senior staff in the event of claims made against them in their capacity as Trustee, Local Governor or senior staff – it is also known as ‘Directors’ and Officers’ Insurance’. Generally, this type of insurance will cover breach of trust claims and wrongful trading legal costs. However, the policy only covers claims where Trustees, Local Governors and senior staff have acted in good faith and not imprudently or fraudulently.