



Discovery Schools Academy Trust

Governance Strategy 2017-20

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Date of approval

29 June 2017

This policy was approved as follows:

Approver:	Trust Board	Date:	29 June 2017
DSAT owner:	Head of Governance	Version:	2.2
JCG review date:	N/A	Review frequency:	3 Years
Status:	Statutory	Next review date:	June 2020

This is a dynamic document which will be updated annually to reflect changes in process built on experience and will be formally agreed by the Trust Board every 3 years.

Document History

Version	Version Date	Author	Summary of Changes
V1.0		Helen Stockill – Head of Governance	Document created
V2.0	29 June 2017	Head of Governance	Formal Board approval
V2.1	October 2017	Head of Governance	Removed tables for cluster board and advisory board members names.
V2.2	8.8.2018	Head of Governance	Updated role of Trustees in line with Academies Financial Handbook. Updated role of cluster and advisory board to align with handbooks.

1. Overview Statement

*The purpose of governance is to provide confident **strategic leadership** and to create robust **accountability, oversight and assurance** for educational and financial performance.*

Governance Handbook DfE January 2017

Good governance is at the heart of delivering educational excellence. This strategy defines what 'governance' means for the Trust and outlines how governance is structured and organised as part of a whole-system approach to improving standards.

Drawing on our own experience DfE good practice guidance this strategy is informed by a set of principles for effective governance which are set out in more detail in Appendix 1.



The governance strategy aims to support the achievement of the Trust Vision

Discovering joy in learning. Sharing the journey for all our tomorrows.

Dedicated to encouraging the aspirations of all in a supportive and safe culture of learning. Being visionary to create opportunities to develop both voice and partnerships across our diverse learning communities.

Providing dynamic, inclusive experiences where success is created through exciting opportunities. Voice, energy and resilience for the youth of today and tomorrow.

The Trust's values

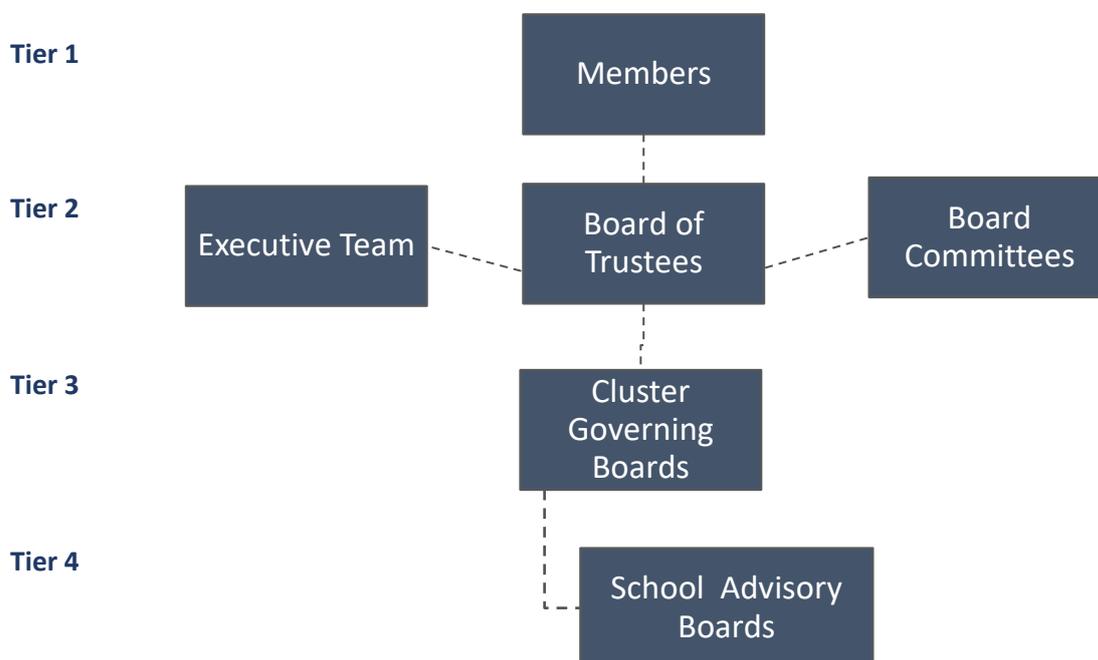
The Trust values are fundamental to delivering good governance; these values sit at the heart of all our decision making and actions to help us make the right decisions. The values below act as the guiding principles for all those involved in governance within the Trust.

Integrity	The ability to make decisions for the best interests of children in all our communities regardless of its popularity or expedience. The maintenance and development of individual school ethos and focus on the community in which it serves.
Democracy	The involvement of all stakeholders in the decision-making process through a framework and consultation process. Providing mechanisms for stakeholders to contribute to the development of the organisation from Pupil Parliament through to leadership networks.
Altruism	Working beyond our own communities within challenging contexts to raise standards and expectations. To work together through joint practice development and knowledge sharing to ensure best practice is shared within and beyond the Trust.
Improvement	To continuously improve the outcomes and aspiration of the children we work with through peer reflection and rigorous self-evaluation because better never stops! To achieve continuous improvement, we need to be outward facing as a trust and seek out partnerships for improvement.
Connectivity	To ensure that all of our schools and processes are digitally enabled, allowing connectivity between schools to provide shared learning and new opportunities. We encourage partnerships working with our communities, business and trusts to raise aspirations.

2. DSAT Governance Model

The nature of the Trust as a company running multiple schools means there are additional governance and management layers.

The DSAT governance model identifies four tiers of governance as shown in the diagram below. A detailed model can be found in Appendix 2.



The four-tier structure was established following a review of governance arrangements in 2017. The revised structure aimed to address the key governance challenges faced by the MAT. The issue of being able to recruit the number of skilled governors needed across a growing MAT and developing a model where governance reflected the executive structure of the MAT were key driver in the change.

The strong focus on collaboration within the MAT gives the opportunity to learn and share good practice. The implementation of Cluster Governing Boards allows this to extend to governance facilitating a sharing of effective practice across a group of schools.

The model allows for engagement at different levels of commitment and skill. It aims to encourage and support those in the governance structure with the capacity to bring their expertise to benefit more children, extending the reach of great governors across a wider group of schools.

The governance functions delegated by the Board across the structure are set out in a Scheme of Delegation which is available on the Trust website.

Tier 1: Members

As a charitable company limited by guarantee the Trust has Members who have a similar role to the shareholders in a company limited by shares. The Members are the ‘guardians’ of the Trust and ensure that the Trust acts within its charitable objects and values to achieve the vision.

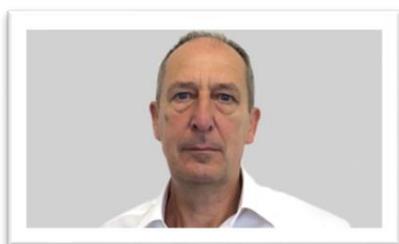
Members have limited but significant powers, most notably they:

- Agree changes to the Articles of Association
- Appoint (and remove) Members
- Appoint (and remove) Trustees
- Appoint the Trust Auditors
- Direct Trustees to take a specific course of action

Current Members are:



- Carolyn Lewis - Director of Education Leicester Diocese



- David Williams - Chair of the Trust Board



- Celia Varley – Representative of Parklands School



- Robert Woolston – Representative of Kibworth CofE School

Members hold an Annual General Meeting where they review the appointments of the Board, the appointment of the external auditor and review the financial statements. In addition to this, Members are invited to visit schools in the Trust and receive a regular update from the trust.

Tier 2: Trust Board

Trustees are charity trustees and company directors, as well as the governing body for all the academies within the Trust. The Trust Board is therefore the accountable body responsible for the performance of the MAT and its schools. The Trust Board has overall responsibility for:

- a) Ensuring clarity of vision, ethos and strategic direction;
- b) Holding the Chief Executive Officer and Trust Senior Leadership to account for the educational performance of the Trust;
- c) Overseeing and ensuring effective financial performance.

The Board is made up of 9 trustees each with an area of specialism:

Appointing body: Members



Jonathan Parsons

- Human Resources specialist
- Appointed March 2019
- 3-year term of office
- Chair of Remuneration Committee



Gary Sims

- Finance specialist
- Appointed March 2019
- 3-year term of office
- Chair of Finance, Audit & Risk Committee



Mihir Trivedi

- Regulatory change specialist
- Appointed August 2018
- 3-year term of office



Shane Bray

- Commercial and business specialist
- Appointed October 2017
- 3-year term of office

Appointing body: Diocese of Leicester Education Trust



David Williams

- Ethos specialist
- Appointed March 2019
- 3-year term of office
- Chair of the Board of Trustees
- Safeguarding lead



Maggie Spence

- Education specialist
- Appointed July 2018
- 3-year term of office

Appointing body: Trustees



Ed Green

- Charity governance specialist
- Appointed March 2019
- 3-year term of office
- Chair of the Partnership & Governance Committee



Richard Bettsworth

- PR specialist
- Appointed 6 September 2017
- 3-year term of office

Ex-officio



Paul Stone

- Chief Executive Officer
- Ex-Officio
- No voting rights

Organisation of the Trust Board

- The Trust Board elect a Chair annually. The Chair of the Board is David Williams.
- The Trust Board is supported by the Head of Governance, Helen Stockill.
- The Board meets 5-6 times a year.
- The Board is advised by the CEO and members of the Central Executive Team.

The work of the board is supported through 4 committees with delegated powers:

Finance, Audit & Risk Committee

The role of the Finance, Audit and Risk Committee is to have financial oversight and scrutiny of the Trust, ensuring good financial and risk management, effective internal controls and compliance with the Trust Funding Agreement, Academies Financial Handbook and DSAT financial regulations.

Education Standards Committee

The Education Standards Committee is focused on improving the educational performance of the Trust, maintaining oversight of curriculum, assessment, quality and standards. This provides assurance and ensures concerns are raised (if appropriate) to the Trust Board. The Committee makes recommendations, as appropriate, on quality and performance matters to the Trust Board and ensures the Trust responds to any performance issues raised in national data reports and by Ofsted.

Partnerships & Governance Committee

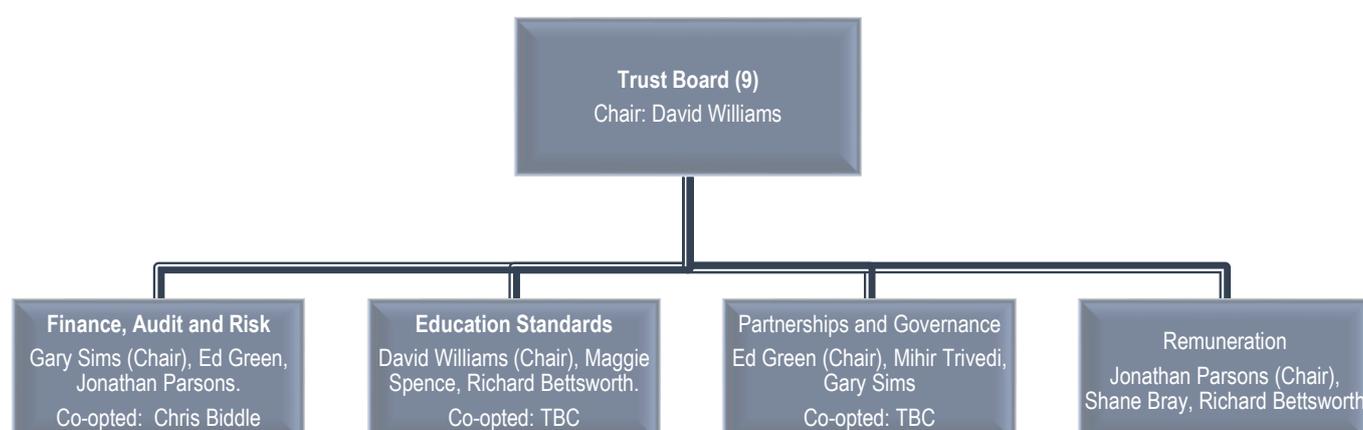
The role of the Partnership & Governance Committee is to establish and govern the operations of the range of partnerships operating under the Discovery Schools Trust company. The oversight of this committee includes ATSA, EPIC, SCITT and governance partners (Cluster Governing Boards) and wider external partnerships with other MATs and organisations.

Remuneration Committee

The role of the Remuneration Committee is to maintain an oversight of the Trust's approach to remuneration and pay progression, reviewing, approving and monitoring strategy and policies on performance management, remuneration and conditions of service for the Trust.

Committee membership is agreed by the Board of Trustees annually. Each committee is made up of at least 3 Trustees and up to 2 co-opted members appointed for their skill and experience. Each committee generally meets three times a year prior to a main board meeting.

Trust Board Structure and Committee Membership



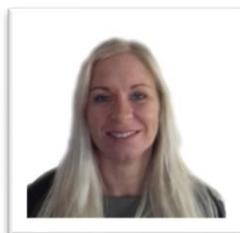
Senior Executive Team

The Board has appointed senior officers to act as the Executive Team and act as agents on behalf of the Board. Current members include:



Paul Stone

- Chief Executive Officer
- Accounting Officer



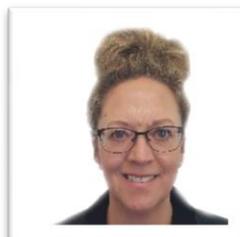
Emma Clarke

- Finance Director



James Brown

- Deputy CEO



Louise Barber

- Director of Operations

The Senior Executive Team are responsible for the day to day operation of the trust, identifying areas of development and formulating strategy to present to the Trust Board. The Executive Team have a role in the creation of individual School Risk Registers, the Trust's 'tool' for the management and monitoring of strategic risk. See section on School Risk Registers.

Tier 3: Cluster Governing Boards

The Board has created three Cluster Governing Boards (CGB) to support its work and has given explicit delegated authority for these bodies to act on its behalf through the Terms of Reference and Scheme of Delegation. Members of the CGB are known as 'Governors'.

Cluster Board Governors are the strategic leaders of a group of schools and have a vital role to play in making sure every child gets the best possible education. The Cluster Governing Board has four primary roles:

- To provide overview, scrutiny and challenge of education, financial performance and risk management of schools in the cluster.
- Being a critical friend by offering support, challenge and encouragement, holding the Cluster Leader to account for outcomes across the group, and ensuring their performance management (alongside the CEO) is rigorous and robust.
- To provide overview, scrutiny and performance challenge of the Advisory Boards in the group.
- To ensure an effective flow of communication between each Advisory Board, the Cluster Board and the Trust Board.

The membership of each CGB is determined by the Trust Board and is made up of 6-8 individuals linked to skills that the Board has identified as critical to provide an effective body. Governors serve a three-year term of office. The list below details the skills that are needed on the Cluster Governing Board. While it is not expected that each individual governor will offer the complete range of skills it is important that skills are balanced across the board.

- | | |
|--------------------------|--|
| ▪ Education | ▪ Governance/Chairing/Board Experience |
| ▪ Data analysis | ▪ Community cohesion |
| ▪ Business management | ▪ Safeguarding |
| ▪ Human resources | ▪ Strategic planning |
| ▪ Financial / accounting | ▪ Marketing / PR |
| ▪ Legal / compliance | |

CGB Organisation

- Each CGB is advised by the Cluster Executive Headteacher and individual school Headteacher (where appropriate).
- The CGB is clerked by the Trust Clerk, Anna Mousley.
- The Chair of the CGB is elected annually.
- The CGB meet 5/6 times a year.
- The CGB Board rotate their meeting location across schools in their Cluster. Advisory Board members are invited to attend a CGB meeting if it is held at their school.
- The Cluster Board will assign a link governor to each school Advisory Board who will act as a champion for that school and develop a relationship with the board.

Tier 4: Advisory Board

Each school has an Advisory Board which has a key role in influencing the development of the school and ensuring it is meeting the needs of children.

Advisory Boards have some delegated decision-making authority and act as a 'critical friend' for the school. This means:

- They provide support and advice
 - Acting as a sounding board for ideas
 - Providing feedback on proposals
 - Helping where needed
- They also provide challenge
 - Asking searching questions
 - Exploring alternative proposals

An effective Advisory Board Member is a 'critical friend' of the school who supports the school, who wants the school to succeed, who has ambitions for the school, who has a clear idea of its purpose, its strengths and weaknesses, and presents the school to others in a positive way. They ask constructive questions to ensure that decisions are made on the basis of sound information.

An effective Advisory Board Member has a relationship with the school that means they can also be honest where there are concerns. They have a direct link to the Trust Board should concerns need to be raised.

The Advisory Board has a range of responsibilities:

- Supporting good governance of the school
- Safeguarding and promoting the values of the school
- Supporting the Headteacher of the school and being a critical friend
- Maintaining a detailed understanding of the strengths and areas for development of the school
- Regularly reviewing data on achievement, quality of teaching and behaviour and safety
- Providing the CGB /Trust Board with the views of the local community and advising on local issues and risks they need to consider that affect the school
- Recommending to the Trust Board any developments or amendments to policies and procedures
- Ensuring there is local adaptation/adoption of key central policies as directed by the CEO on behalf of the Trust Board
- Engagement with the school's key stakeholders e.g. parents/carers, pupils and staff
- Ensuring that the school continues to strongly demonstrate its distinctiveness
- [Kibworth CofE] to ensure a denominational inspection is carried out (SIAMS) and to help evidence the impact of the Christian vision on school performance

The Advisory Board provides a mechanism for ensuring that the Trust is provided with independent and objective views from the local community and support for developing the school.

The membership of the Advisory Board is made up of parents, staff and individuals from the community that could add value. Advisory Board meetings may also be attended by members of the Cluster Governing Board or Executive Team. The Kibworth CofE school Advisory Board¹ also includes an additional two foundation members appointed by the Diocese of Leicester Educational Trust. Advisory Board members serve a three-year term of office.

¹ The Trust is required by the Articles of Association to appoint a 'Local Governing Body' for Kibworth CofE, this is referred to by the term Advisory Board in this strategy.

AB Organisation

- The Advisory Board elects a Chair and Vice-Chair annually.
- The Advisory Board is clerked by the Trust Clerk, Anna Mousley.
- The Trust Clerk co-ordinates the agenda with the Executive Team with input from the Headteacher and AB Chair.
- The AB meets 4 times a year.
- The Advisory Board reports to the Cluster Board through the minutes and chair's termly report.

Advisory Board Committees

Foundation and Community Committee - Kibworth CofE

Kibworth CofE Advisory Board will operate a Foundation and Community Committee which will meet termly. The membership of this committee must include the foundation members appointed by the Diocese of Leicester Educational Trust. The role of the committee is to protect, promote and develop the Christian character and distinctiveness of the school in partnership with the church.

Additional Committees

The Trust acknowledges that from time to time an Advisory Board may require a committee/working party to look at specific issues. The formation of committees must be approved by the Trust.

OFSTED

During an OFSTED inspection, the quality of governance will impact on the leadership and management judgement. As part of the inspection visit the lead inspector should meet with those responsible for governance functions, this includes, the following:

- Chair of the AB or their representative
- Chair of the CGB or their representative
- Cluster Executive Leader
- CEO

Appendix 3 provides an overview of the accountability arrangements within the governance structure.

3. School Risk Register (SRR)

The School Risk Register is the Trust's 'tool' for the management and monitoring of strategic risk. The Trust Executive identify the key risks to the delivery of educational excellence of each school and the key controls in place to manage the risk.

The SRR is reviewed at scheduled points during the year at a Team Around the School (TAS) meeting. During the TAS meeting risks key risks are identified where the impact on the school is considered significant or where the rate of improvement is insufficient and risk mitigation plans created to secure rapid improvement

Each term

Advisory Boards

Advisory Boards monitor and review progress against the SRR and escalate concerns to the CGB. Advisory Board can recommend risks to the CGB for inclusion in the SRR.

Cluster Governing Boards

Cluster Board reviews progress against risk mitigation plans and review the rate of improvement escalating concerns to the Board and Central Executive.

4. Sources of Assurance

The Trust Board typically gains its assurance from internal school, Trust and external sources which include but are not limited to:

Internal school	Trust	External
Policies and procedures	Policies and procedures	Ofsted Reports
SEF	SOAP	Trust Peer Review
Advisory Board minutes	CEO Report	Annual Accounts
School Risk Register	Peer Review	External Audit
Performance Management Review	Internal Audit	H&S Audit
SOAP	Staff Wellbeing Surveys	
Complaints data	Safeguarding Audit	
Budget reports	Minutes of Board and Cluster Board meetings	
	Website Compliance Reporting	
	Corporate Risk Register	
	Strategy documents	
	Partnership survey	
	Budget and forecast reports	

Conclusion

As stated this strategy is designed to assure the board of the roles and relationships between the tiers of the governance structure. It describes the key tiers and processes within the organisation to facilitate robust governance.

This is a dynamic document which will be updated annually to reflect changes in process built on experience and will be formally agreed by the Trust Board every 3 years. Some elements of the strategy are further developed particularly in relation to Trust Board Governance and we will be prioritising support to the new areas that will require development.

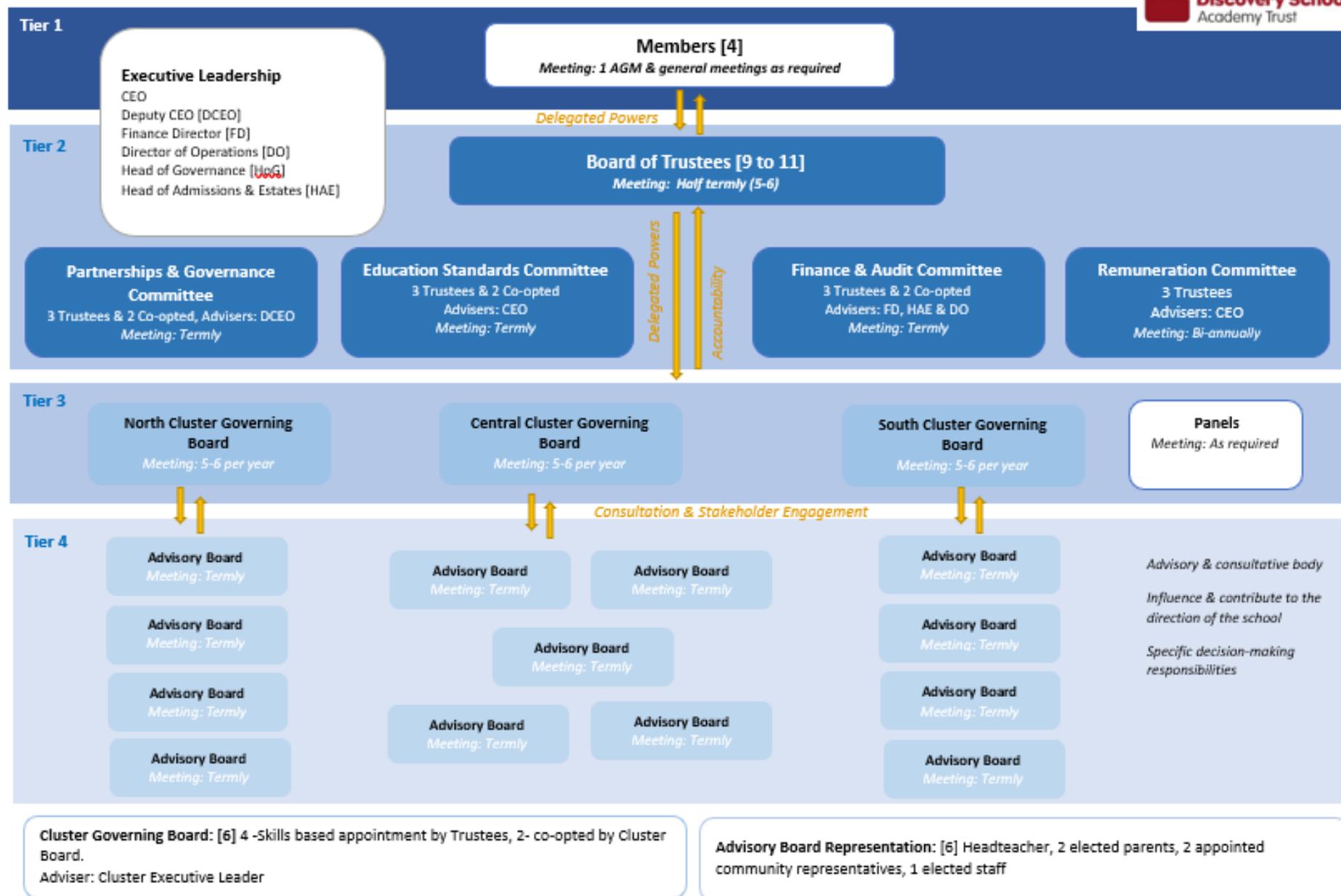
Appendix 1 – Key Performance Indicators (KPIs) for Effective Governance

The Trust KPIs for effective governance are a requirement for the Trust Board and CGBs, they are explained in more detail.

1. The legal/governance structure reflects good practice.
2. The Board is effective. The Chair demonstrates strong leadership skills and an independent approach. The Board is well balanced, no one individual or group has greater powers of decision making or dominates the Board. The Board has an appropriate balance of skills. New members have inductions and the Board critically evaluates its performance annually.
3. The Board's remit and size supports effective decision-making. The Board size cannot exceed 11 members.
4. The Board is strategically, not operationally, focussed. There is an effective committee structure.
5. Appointments to the Board are through an open and transparent recruitment process. All appointments are informed by skills needs which are regularly assessed. The Board actively works to attract a diverse range of candidates representative of the Trust community that schools serves.
6. Decision-making processes are clearly documented, approved and communicated. Decisions are made at the appropriate level.
7. Transparency and accountability is intrinsic to the way the Board, the CEO and the wider Trust operates.



Governance Structure 2017-20



*The Trust is required by the Articles of Association to appoint a 'Local Governing Body' for Kibworth CoFE, this is referred to by the term Advisory Board in this strategy.

Appendix 3: Accountability arrangements within the governance structure

DSAT – Discovery Schools Academy Trust					
Governance Tier	Membership	Meetings	Responsibilities/Authorities	Reporting	References
Members	<ul style="list-style-type: none"> • Signatories to the memorandum • Chair of the Board 	AGM	<ul style="list-style-type: none"> • To appoint/remove Trustees • Receive financial statements and annual report • To change the Articles 	N/A	Articles of Association
Trust Board Clerked by Head of Governance	<ul style="list-style-type: none"> • Up to 9 Trustees • CEO is ex-officio but has no voting rights 	5-6	<ul style="list-style-type: none"> • Determine the vision and strategic priorities for the MAT and agreeing the policy framework • Ensure the quality of educational provision, overseeing standards and outcomes of academies • Monitoring the performance of the schools across the Trust • Ensuring appropriate governance and decision making • Overseeing the Trust’s finances and property • Sign off company accounts and annual report • Performance management of the CEO • Ensure that the Trust complies with all regulatory requirements (charity and company law Independent Schools Standards and the Funding Agreement) 	<p>Reports to Members at AGM on progress for the year and to present financial statements and annual report</p> <p>Accountable to Secretary of State for Education through the Education Funding Agency and Regional Schools Commissioner</p>	<p>Articles of Association</p> <p>Funding Agreement</p> <p>Terms of Reference</p>
Board Committees Clerked by Head of Governance	<ul style="list-style-type: none"> • 3 Trustees • 2 Co-opted members 	6 - half-termly	<ul style="list-style-type: none"> • Delegated decision-making power as determined by the Trust Board from time to time 	<p>Reports back to the Trustees in advance of each Board meeting through approved minutes and reports</p>	<p>Terms of Reference</p> <p>Scheme of Delegation</p> <p>Minutes and reports</p>
Cluster Governing Body Clerked by Trust Clerk	<p>6-8 skills based appointments:</p> <ul style="list-style-type: none"> • 4 Trust Board appointments • 2 Co-opted appointments by CGB 	6 half-termly	<ul style="list-style-type: none"> • To provide overview, scrutiny and challenge of education, financial performance and risk management of schools in the cluster. • Being a critical friend by offering support, challenge and encouragement, holding the Cluster Leader to account for outcomes across the group, and ensuring 	<p>Reports to:</p> <ul style="list-style-type: none"> • Board of Directors through approved minutes 	<p>Minutes and report</p> <p>Scheme of Delegation</p> <p>Terms of Reference</p>

			<p>their performance management (alongside the CEO) is rigorous and robust.</p> <ul style="list-style-type: none"> • To provide overview, scrutiny and performance challenge of the Advisory Boards in the group. • To ensure an effective flow of communication between each Advisory Board, the Cluster Board and the Trust Board. • Identifying trends and key risks to report to the Board 	<p>Receives termly reports and minutes from</p> <ul style="list-style-type: none"> • Individual Advisory Boards 	
<p>Advisory Board</p> <p>Clerked by Trust Clerk</p>	<p>Up to 6 members:</p> <ul style="list-style-type: none"> • Headteacher • Elected Staff • 2 Elected Parents • 2 Community 	4	<ul style="list-style-type: none"> • Supporting good governance of the school • Safeguarding and promoting the values of the school • Supporting the Headteacher of the school and being a critical friend • Maintaining a detailed understanding of the strengths and areas for development of the school • Regularly reviewing data on achievement, quality of teaching and behaviour and safety • Providing the CGB /Trust Board with the views of the local community and advising on local issues and risks they need to consider that affect the school • Recommending to the Trust Board any developments or amendments to policies and procedures • Ensuring there is local adaptation/adoption of key central policies as directed by the CEO on behalf of the Trust Board • Engagement with the school's key stakeholders e.g. parents/carers, pupils and staff • Ensuring that the school continues to strongly demonstrate its distinctiveness • [Kibworth CofE] to ensure a denominational inspection is carried out (SIAMS) and to help evidence the impact of the Christian vision on school performance 	<p>Reports to Cluster Governing Board through approved minutes and reports</p>	<p>Minutes</p> <p>Scheme of Delegation</p> <p>Terms of Reference</p>

