



Handbook for Members, Directors and Governors

Our vision, mission and values

The GEMS Learning Trust is driven to ensure that all children in our fledgling schools receive a first-class education. High expectations, high challenge and a high level of feedback and support will be offered to both staff and pupils to create a high-achieving culture. On a daily basis, our academies will firmly focus on the core basics of phonics, reading, talk for writing, writing, and mathematics.

In addition, creative approaches to learning, independent thinking and collaborative problem-solving skills and the arts will be used to engage and motivate the children to love learning and understand how they learn. A blend of basic skills, rigour and attention to detail will underpin the cross-curricular planning. There will be an energy and buzz amongst the staff and the children, and no child will be allowed to slip through the net.

The GEMS Learning Trust leads the way in developing meaningful parent partnerships models. Our Academies fully involve parents in their children's school life, and that working in partnership, we ensure children are happy and achieving their full, academic potential.

Vision

For all children and staff in our community to flourish and exceed expectations. To create genuinely exceptional schools.

Mission

- For teachers, parents and pupils of the GEMS Learning Trust to benefit from high expectations and aspirations, and broadened horizons
- To strongly involve parents in day to day school life and form part of the educational team with teachers and children
- For our children to be happy and safe at school; to develop positive attitudes, strong personal and social skills, and a lifelong love of learning
- To expect all our children to achieve high levels in reading, writing, mathematics and science all throughout primary school and make exceptional levels of progress from their starting points
- To offer children an enjoyable, creative and enriched curriculum profiling art, music and drama which underpins their academic successes
- To prepare our parents and children to understand the relevance of their learning to future careers in a globalised, competitive and multi-lingual world
- To offer children and their families an extended school day with programmes for both enrichment and additional teaching, as well as supporting working families with quality wraparound care from 8am to 6pm
- For our workforce to be representative of our community and to nurture positive relationships within our school, locally, nationally and internationally; inspiring a strong sense of social responsibility in our staff and families
- To ensure our schools provide an exceptional level of care and diligence in carrying out individual and collective financial, operational and educational function for maximum impact on wellbeing and outcomes for all

Values

Our distinctive values differentiate the GEMS Learning Trust; they are based on the four core values of GEMS Education.

Leading through innovation

- Fearlessly try new ways of teaching and learning, and adopt the best
- The courage to change in the best interests of young people
- Innovative provision using inspired teaching to explore the world
- Exploring exciting advances in science and technology, and how they impact on us

Pursuing excellence

- An uncompromising belief that anyone and everyone can succeed
- An ambition to exceed expectations
- Rigorous leadership of education, financial systems and safety
- Cherishing individuals to promote the well-being of everyone
- A curriculum that is rich and enriched, varied, responsive to local needs
- We focus on enriching children's lives

Growing by learning

- An appetite to learn, an appetite to be a global citizen
- Building confidence for modern life
- Growing happy, confident, rounded, balanced children
- Ensure every child regards themselves as a success
- Improving by learning from the things that we try
- Support, share and coach each other so that we can be even better
- Expect openness and receptiveness, honesty, self-awareness
- Make magic enjoyable moments to make the most of precious but fleeting years

Global Citizenship

- Instilling compassion, respect, awareness and tolerance and respect for other people
- Challenging stereotypes, preconceptions and prejudice
- Bringing the ever shrinking world into the classroom
- Seeing ourselves and our culture in a global context
- Holding global conversations and local dialogues
- Preparing our children for a global world

What we provide to our schools as a Trust

The GEMS Learning Trust is developing the services we provide to our academies. As we grow, the service provision will expand and the mechanism of delivery will develop. Currently we offer:

1. Quality assurance of provision - rigorous performance management and extensive support for each Principal
2. Peer-to-peer support for Principals and exchange of best practices, collaborative data analysis and target setting
3. A framework for schools, each with its own Principal who has the autonomy to develop their school and a role in the strategic growth of the Trust
4. Corporate infrastructure: Financial systems, HR advice, payroll, legal, admissions, branding, H&S oversight, buildings development
5. An influential role for Leadership and Teaching in a progressive, growing organisation; forming hubs, collaborative relationships and local partnerships

Strategic priorities

1. To ensure that the Trust has a clear focus on supporting and ensuring targets are achieved in both first sets of year 6 outcomes. (DPA 2021/22 and TPA 2022/23)
2. To open GEMS Wantage Primary Academy in September 2020 and GEMS Surbiton Primary Academy in September 2022; on time, on budget, well-resourced and well prepared to welcome their first children and their families. To ensure systems are in place to support excellent behaviour, a strong start in teaching and learning and for careful financial management of resources.
3. To strengthen and extend opportunities for ambitious young staff in both TPA and DPA to grow professionally through the development of school to school services, CPD or other similar ventures. Thus aiding the growth of expertise, providing additional challenge and retaining staff who are ready for leadership positions.
4. To ensure the Trust adapts to the addition of two new schools by the revision of governance and committee structures and the re-delegation of governance responsibilities. To grow administrative and operational capacity at the centre to manage the increase in communications, ICT systems, staff, monitoring, compliance and financial oversight.

There is a more detailed explanation of each priority in the development plan at the end of this document. This strategy is reviewed annually.

GEMS Learning Trust Schools

Name of School	Date of opening	Type of School	Address	Premises	Local Authority	Principal	Capacity
GEMS Twickenham Primary Academy	Sept 2015	Free School, Primary	57 Colne Road, Twickenham, TW2 6QF	Converted office building, planning permission to be secured. Owned by DfE	London Borough of Richmond upon Thames	John Smith	420 x 4-11 year olds
GEMS Didcot Primary Academy	Sept 2016	Academy, Nursery and Primary	Chestnut Drive, Didcot, Oxon, OX11 0DL	Purpose built primary school. Owned by OCC	Oxfordshire County Council	Alison Ashcroft	52 x 3 & 4 year olds 420 x 4-11 year olds
GEMS Wantage Primary Academy	Sept 2020	Free School Nursery and Primary	Reading, Road, Wantage, Oxon	Purpose built primary school. Owned by OCC	Oxfordshire County Council	Leah Perring	52 x 2, 3 & 4 year olds, 420 x 4-11 year olds
GEMS Surbiton Primary Academy	Sept 2022	Free School, Primary	King Charles Centre, Surbiton	Purpose built primary school, planning permission to be secured. Owned by DfE.	London Borough of Kingston upon Thames	TBA	420 x 4-11 year olds

The Governance Structure of the GEMS Learning Trust

The GEMS Learning Trust is a Multi Academy Trust. It is a charitable company limited by guarantee and ultimately controlled by its Members who delegate responsibilities to the Trust Board.

Our schools are overseen by the Trust Board. All directors are selected for the range of skills and expertise they bring to help realise our vision and values in the GEMS Learning Trust academies and to ensure effective strategic leadership and management. Terms of office are four years.

The Trust Board delegates some responsibilities for governance to the Operations Committee and the Quality of Education and Safeguarding Regional Boards (Local Governing Bodies). Parent governors sit on Quality of Education and Safeguarding Regional Boards. (QES). Therefore, we have three main types of role:

Role type	Max. people	Meeting types	Registered at Companies House	Appointed by
Members	5	AGM	Yes	Members
Directors	9	Trust Board	Yes	Members and Directors
Governors	8*	QES committee	No	Parents, Staff and Principals

*1 parent and 1 SLT staff governor per school

Members

The Academy Trust is formed by two GEMS related members (GEMS Education) and three independent members. This balance of members ensures that decisions will be taken in the best interests of the Academy Trust and not GEMS. The liability of the members is limited, as with any company limited by guarantee, by the amount of the guarantee undertaken by the member (this is set at £10 in the model Articles of Association). Overall, members usually have much more limited involvement in the management of the academies than the governors/directors. Members hold Directors to account.

The functions of the members of the Academy Trust include:

1. Overseeing the achievement of the objectives of the company including pupil outcomes
2. Taking part in annual and extraordinary general meetings
3. Appointing some of the directors
4. Signing off the company's financial accounts and annual report
5. Power to amend the Articles of the company and, ultimately, to remove directors

Directors

Directors sit on the Trust Board as well as on committees. Directors assist with establishing the strategic direction, by:

- Setting the vision, values, and objectives for the school
- Agreeing school improvement strategies with priorities and targets

Governors

Governors sit on the Quality of Education and Safeguarding Regional Board level and report to the Trust Board. They do not attend Trust Board Meetings. Governors will be made of up staff and parents.

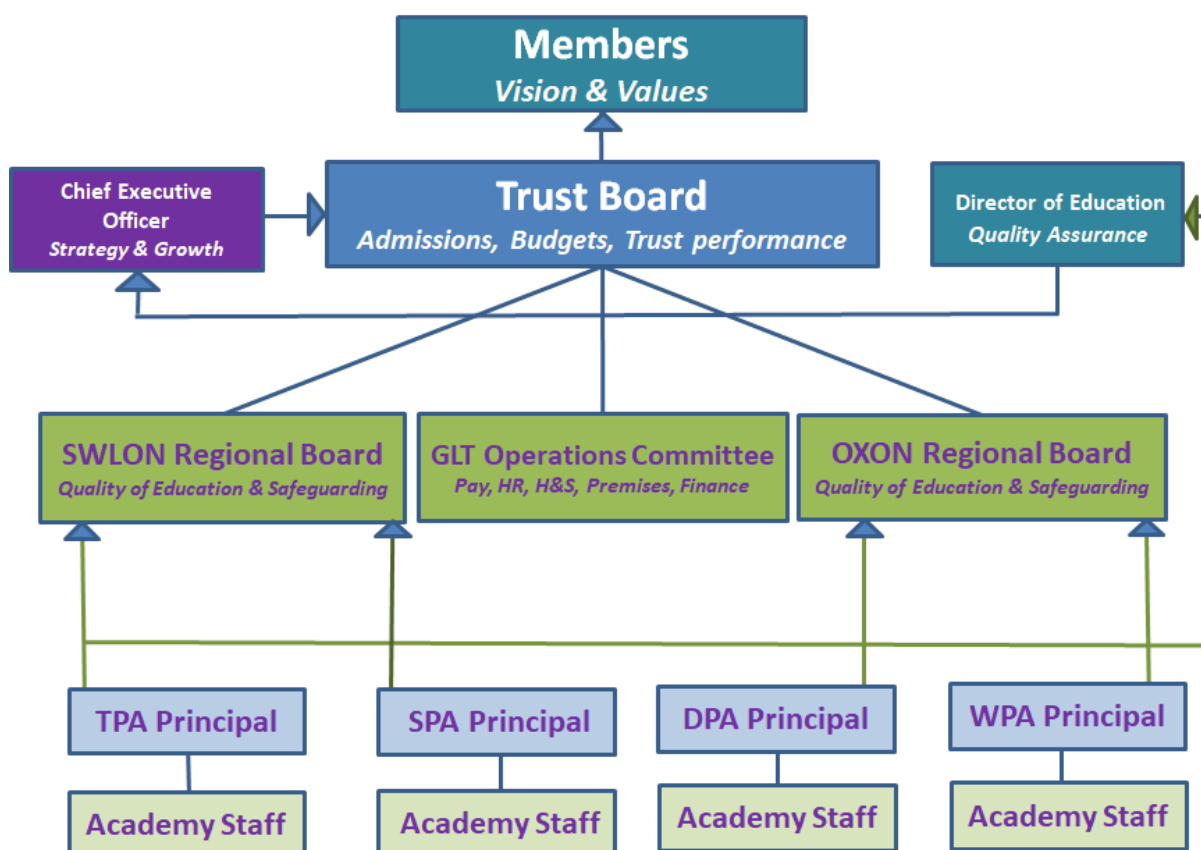
Directors and Governors both assist with:

Ensuring accountability, by:

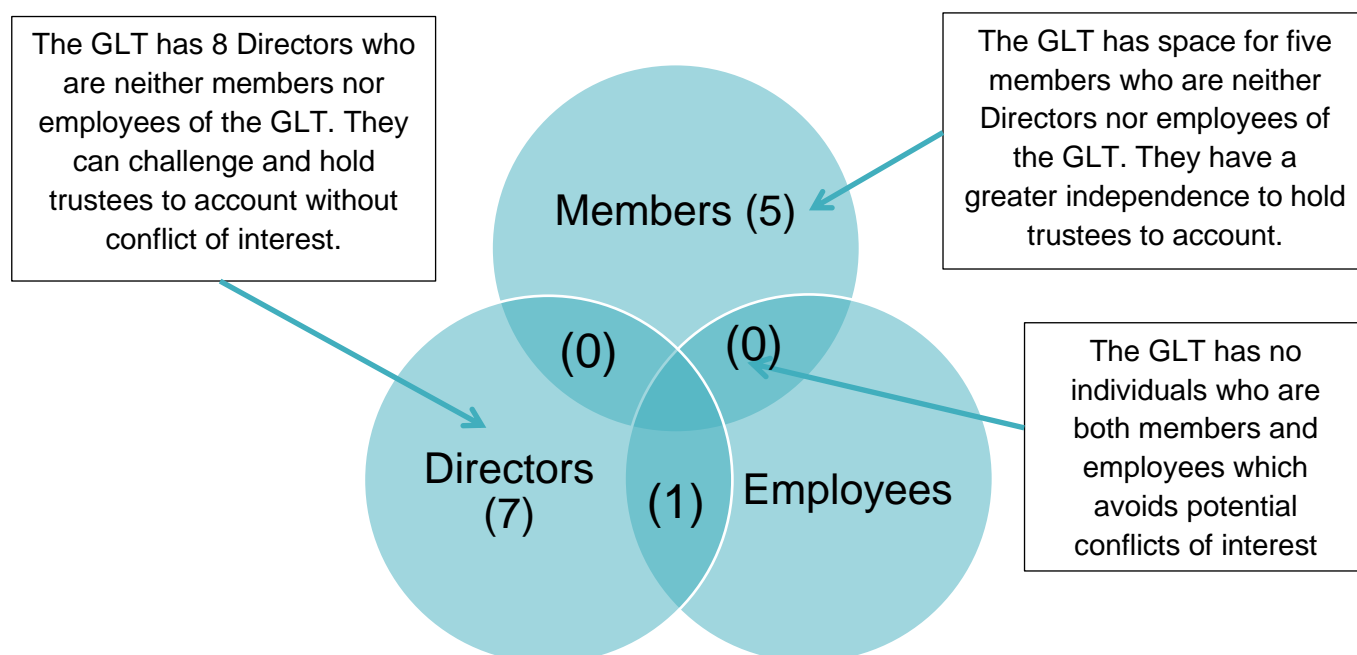
- Appointing the Principals
- Monitoring progress towards targets
- Performance managing the Principals
- Engaging with stakeholders
- Contributing to school self-evaluation
- Meeting statutory duties

Ensuring financial probity, by:

- Setting the budget
- Monitoring spending against the budget
- Ensuring value for money is obtained
- Ensuring risks to the organisation are managed



Achieving independent challenge and holding Directors to account



Key roles and functions of the Trust Board

All Directors must:

- Ensure that the sponsor's vision and values underpin the way in which the Trust Board and its committees work.
- Determine the educational character and mission of the GEMS Learning Trust;
- Approve the GEMS Learning Trust and individual academy annual and three year strategic plans and review annually;
- Receive and scrutinise reports at every Trust Board meeting in order to review regularly outcomes and impact against key performance indicators as identified in the strategic plan;
- Challenge and support the Trust Board's senior officers and academy leaders to achieve best value in terms of impact, outcomes, quality and cost;
- Adhere to the Master Funding Agreement and Supplemental Funding Agreements;
- Ensure the continued charitable status of the GEMS Learning Trust
- Approve the trust board's terms of reference and keep them under regular review;
- Approve the trust board's accountability framework and keep it under regular review;
- Approve the delegations of Directors' responsibilities and keep them under regular review;
- Approve the trust board's policy framework that identifies responsibilities for approving specific policies and keeping this under regular review;
- Take timely action to address decisions for which there is a legal requirement for trust board approval;
- Ensure effective consultation and communication with all constituent parts of the trust board;

- Review its own effectiveness regularly and agree appropriate actions to improve its performance;
- Actively promote high ethical standards including the Nolan principles

Chair and Vice Chair

- Promote and maintain high standards of educational achievement
- Set a clear vision, ethos and strategic direction for the Trust
- Hold the Executive team to account for the educational performance of the Trust and its pupils, and for the performance management of staff
- Provide oversight of the financial performance of the Trust and effective use of Trust resources

Clerk

- Provide advice to the governing body on governance, constitutional and procedural matters;
- Provide effective administrative support to the Board Directors and committees;
- Ensure the Board is properly constituted;
- Manage information effectively in accordance with legal requirements.

Accounting Officer

- Complete the Governance Statement and Statement of regularity, propriety and compliance in the published format and submit to the Education EFA by 31 Dec;
- Publish the statement on the trust's website by 31 January;
- Ensure regularity with all items of income and expenditure in accordance with legislation and any applicable delegated authority;
- Ensure propriety by operating appropriate standards of conduct, behaviour and corporate governance including fairness, integrity, avoidance of personal profit from public business (avoidance of conflict of interest), even-handedness and open competition;
- Ensure Value for Money through the efficient and effective use of available resources; avoidance of waste and extravagance; prudent and economical administration of the financial affairs of the academy including the day to day organisation, staffing and management of the academy;
- Monitor whether the rules are being met;
- Establish procedures to follow if the rules aren't being met including reports from the Responsible Officer and a whistleblowing policy accessible to all staff;
- Take appropriate action if the Trust Board, or the Chairman, is contemplating a course of action which would infringe the requirements of propriety or regularity (including the provisions of the Funding Agreement, the academy's Development Plan, or other documents setting out the financial duties of the governing body or of any other rules governing the conduct of the body), or would not represent prudent or economical administration, or the efficient or effective discharge of the Trust Board's functions;

Responsible Officer/Internal Auditor

- Monitor and assess internal controls of The Trust ensuring the Trust as a whole is operating at appropriate levels of risk and in compliance with the Code of Audit Practice;

- Monitor the implementation of action agreed by management in response to reports from the external auditor and Responsible Officer/Internal Auditor

Roles and Functions of the Executive Team

Chief Executive Officer

- Develop an inclusive culture in each Academy to ensure staff, students and other stakeholders feel ownership for and belief in the GEMS Learning Trust values and approach;
- Develop rigorous performance management and quality assurance systems, including objective setting and development targets;
- Support the Directors of the Trust to meet the requirements of a charity, a limited company, a Multi Academy Trust and to meet the terms of the Funding Agreement including the maintenance of appropriate policies, procedures and reports;
- Support the Principals of the academies to maintain good financial health, safe and compliant buildings and robust HR procedures
- Routinely audit safeguarding and health and safety practices in Trust schools to ensure robustly safe cultures and maximum statutory compliance
- Keep up to date on regulations and current good practice in schools and elsewhere to ensure that the Trust is fully compliant;
- Implement the Trust Development Plan
- Lead on legal matters
- Develop and deliver common shared services across the Academies to ensure consistent and fair systems, policies and procedures and to minimise the cost of administration
- Lead on applications for new schools, new business and associated project management and due diligence
- Represent the Trust at a local and National level; promoting success and values
- Lead on the relationship between GEMS and the Trust

Trust Board Remit

Strategy and performance

- **Hold the Chief Executive to account**
- **Hold the Operations, Standards and LAB sub-committees to account**
- Set the strategic improvement priorities of the Trust with clear links between the trust vision and outcomes for children
- Formulate, monitor and review a Trust development plan including developing new Academy projects through feasibility and implementation;
- Scrutinise the performance of the Trust as a whole including pupil progress, outcomes, behaviour, attendance
- Listen and respond appropriately to the views of staff, parents and children
- Put proactive succession planning processes in place for key management positions
- Determine the growth strategy; ensuring due diligence is adhered to and that the required capacity and capability is in place
- Conduct an annual self-review exercise; feeding actions into the Trust development plan

Admissions

- Ensure that the Trust complies with the Admissions Code at all times;
- Amend and approve academy Admissions policies if required, including consultation requirements within stipulated timeframes;
- Provide a representative at Admissions independent admission appeals panels.

Public Relations

- Promote partnership working and shared approaches among the GEMS Learning Trust Academies, the international GEMS network and with local schools;
- Promote the values and success of the Academies and the Trust in the local and national arena, including public presentations, media exposure and personal contacts;
- Encourage the support and involvement of business and industry;

Compliance

- Observe all statutory and contractual obligations; EFA, DfE, HMRC, Companies House, Charities Law, AFH, Accounts directions etc
- Appoint the Accounting Officer

Stakeholder engagement

- Develop Trust wide marketing and communication strategies
- Monitor the effectiveness of the complaints policy and procedures; provide a representative the Trust on a complaints panel

Safeguarding & SEND

- Take leadership responsibility for the Trust's safeguarding arrangements, which include the Prevent duty.
- Take leadership responsibility for specific oversight of the Trust's arrangements for SEND.

Operations Committee Remit

Financial monitoring

- Keep the GEMS Learning Trust's budget and finance schemes under regular review
- Ensure that the GEMS Learning Trust represents good value for money for the Academies;
- Authorise the award of contracts and payments up to the amount stated in the Scheme of Delegation
- Oversee procurement to ensure that value for money and internal efficiency gains are realised through collective purchasing and contracting and ensure compliance with procurement policies;
- Review financial policies; whistleblowing, lettings, LGPS Discretions, Expenses,
- Monitor and review Trust wide contracts
- Oversee bank and banking procedures
- Scrutinise and approve on behalf of the Board each academy's detailed annual budget, review annually plans to address identified over or underspends to the Board in line with academy priorities;
- Agree the scheme of financial delegation to trust academies and review this annually

Compliance

- Ensure financial and procedural compliance with the Academies Handbook and Funding Agreements including reporting to the EFA;
- Prepare on behalf of The Trust Board the Governance Statement and Statement of regularity, propriety and compliance (by 31st December).
- Ensure that each Academy has suitably trained staff for the operation of financial systems;
- Ensure that annual accounts are accurate

Premises

- Ensure that maintenance, decoration, and equipment/furniture renewal is planned and budgeted for
- Consider and determine the need for capital works at the academy, in line with academy development plans;
- Oversee Asset Management and review the use of academy premises, the equipment and resources and ensure they match the requirements of the academies' priorities;

Risk management

- Ensure that a framework is established and maintained for the identification and management of risk; finance, staffing, standards, reputation etc.
- Intervene quickly and effectively when required

Audit

- Appoint the internal audit officer (Responsible Officer) and respond to their audit findings and recommendations
- Appoint the external auditor and assess independence of the external auditor, ensuring that key audit personnel are rotated at appropriate intervals.
- Approve the audit fees and pre-approve any fees in excess of £10,000 in respect of non-audit services provided by the external auditor and to ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity.
- Discuss with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor receives the fullest co-operation.
- Review the external auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response.
- Review the performance of the external auditor on an annual basis.
- Review and consider the circumstances surrounding any resignation or dismissal of the external auditor.
- Receive the annual report from the GEMS Learning Trust's auditors and take the appropriate actions to respond positively to any recommendations;
- Monitor compliance with approved financial procedures and consider action required as a result of internal and external audit report;
- Report to the board on the controls around non-financial risks as well financial ones

Human Resources

- Promote an inclusive and fair workplace culture, through values driven behaviour frameworks, open dialogue between staff and leadership and through equality of opportunity for new and existing staff
- Support with the appointment of academy Principals and members of the senior leadership team; to advise on procedures for staff appointments excluding Principals and Vice Principals;
- Support in relation to staff grievance, discipline or dismissal
- Advise on legal requirements and procedures relating to personnel issues;
- Assist in the development of all of the Trust's policies and procedures relating to personnel matters, including:
 - Performance management/Appraisal
 - General terms and conditions of employment
 - Pay and Pension
 - Leave of absence; maternity, paternity, sickness
 - Capability, Discipline and Grievance
 - Safer Recruitment
 - Equality
- Assist with and advise on salary reviews/pay matters related to performance on an annual basis;
- Act as a first appeals body as appropriate in relation to pay decisions.

Health and Safety

- Ensure that the Trust complies with statutory requirements for the management of Health and Safety;
- Approve and monitor Health and Safety and Accessibility policies
- Receive and consider any reports and audits completed by Health and Safety officers and Trustees from annual inspection of each Academy, and monitor recommendations

Quality of Education and Safeguarding Regional Boards

Performance

- **Support the Chief Executive Officer in holding the academy Principals to account**
- Provide robust support and challenge to academy Principals
- Agree and set targets for pupil attainment and progress
- Review Development Plans and Self Evaluation forms (SEF) and any Post Ofsted Action Plans
- Arrange and engage annual external reviews of progress and standards and respond to recommendations
- Monitor the impact of pupil and sports premium funding on attainment
- Scrutinise attainment and welfare of all children, highlighting vulnerable children and other groups of pupils in reference to ASP, local and national benchmark information:
 - Progress of children towards targets
 - Black and Ethnic Minority Children
 - Pupil Premium

- SEND
- Traveller Children
- Service Children
- Looked After Children
- Young Carers;
- Inclusion / Special Educational Needs
- Literacy/Numeracy
- Transition
- Equality
- Behaviour and Discipline
- Bullying and Racial incidents
- Pupil exclusions;
- Attendance
- Other areas of the curriculum;

Safeguarding and Child Protection

- Promote an exceptionally safe and vigilant culture
- Review the audit child protection and safeguarding processes and ensure recommendations are followed by each Academy
- Approve and monitor Safeguarding and Child Protection policy

Special Educational and Physical Needs

- Review the SEND systems in each academy and ensure compliance to the SEND code of practice

School development and improvement

- Teaching and Learning
- Curriculum and extracurricular opportunities
- Trust development and growth
- Internal monitoring and audits
- CPD
- Collaboration between trust schools
- Term dates

Stakeholder engagement

- To engage with stakeholders; pupils, staff, parents/carers and the community
- To monitor the effectiveness of the complaints policy and procedures; provide one or more representative the Trust on a complaints panel
- To ensure that each Academy meets legal requirements to publish information online
- To be consulted on a wide range of issues such as Academy uniform, SMSC, FBV, term dates, the school day, provision of after-school clubs, enrichment etc.

Areas of specialist oversight/Link roles

The following areas will be assigned to Directors in relation to their areas of expertise/experience. Directors with an assigned role must take a lead in challenging and supporting the Trust in all related matters.

- Finance (including pay, pupil premium and sports grant)
- CEO performance management and appraisal
- GDPR compliance
- Safeguarding and Child Protection
- Quality of Education
- Diversity and Inclusion
- Health & Safety
- HR, Staff wellbeing
- SEND
- Mental Health

Current Members, Directors and Governors

Members					
Name	Role	Responsibilities/Authorities			
Rebecca Plaskitt	Independent Member	1. To determine the vision and strategy of the GEMS Learning Trust 2. To appoint/remove some Directors 3. To sign off the financial statements and annual report 4. To change the Articles 5. To hold the Board to account for Trust performance			
Jay Varkey	GEMS Member				
Paulina McGroarty	Independent Member				
Barbara Harrison	Independent Member				
Rony Valeny	Independent Member				
Directors and Governors					
Name	Role	Appointed by	Committee	End of Office	Link Role
Jason Murphy - Chair	Director	Board of Directors	Operations, CEO Appraisal	20/11/2023	Chair, H&S, Premises
Danielle West	Director	Members	Operations, CEO Appraisal	07/03/2021	Staff wellbeing, HR
Jodie Croft	CEO, Accounting Officer, Director	Board of Directors	Operations & QES OXON and SWLON	Ex-Officio	Safeguarding and Child Protection
Silvia Holgado Gomez	Director	Board of Directors	QES SWLon	12/05/2024	Educational Priorities Finance
Rowena Duff	Director	Board of Directors	Operations	01/11/2022	Finance
Lara Robson	Director	Board of Directors	QES Oxon	01/10/2022	GDPR/Legal
Pari Dhillon	Director	Board of Directors	CEO Appraisal	20/11/2023	Diversity and Inclusion
Alison Hill	Director	Board of Directors	QES Oxon	08/07/2024	SEND
Chris Lamming	DPA Staff Governor	Elected by Staff	QES Oxon	01/01/2025	N/A
Petra Gollob	TPA Staff Governor	Elected by Staff	QES SWLon	05/10/2024	N/A
Stuart Bessant	TPA Parent Governor	Elected by Parents	QES SWLon	01/11/2022	N/A
Clare Head	TPA Parent Governor	Elected by Parents	QES SWLon	01/11/2022	N/A
Laura Maynard	DPA Parent Governor	Elected by Parents	QES Oxon	14/06/2021	N/A
Sarah Gladwin	DPA Parent Governor	Elected by Parents	QES Oxon	14/06/2021	N/A
TBC	WPA Staff Governor	Elected by Staff	QES Oxon		N/A

TBC	WPA Parent Governor	Elected by Parents	QES Oxon		N/A
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Skills audit of Members and Directors

- Strong Direct current or previous professional experience in this field
- Some General awareness, no previous professional/practical experience
- Blank This area of knowledge/skill is not currently a distinctive strength

Area of knowledge/skill	Rebecca Plaskitt	Jay Varkey	Rony Valeny	Barbara Harrison	Jodie Croft	Danielle West	Lara Robson	Rowena Duff	Pari Dhillon	Jason Murphy	Alison Hill	Silvia Holgado-Gomez	Paulina McGroarty
Knowledge of educational statutory bodies	Strong	Some	Some	Strong	Strong	Strong	Some	Some	Some	Some	Some	Some	Strong
Knowledge of national education policy	Strong	Some	Some	Strong	Strong	Strong	Some	Some	Some	Some	Some		Strong
Knowledge of the education sector in general	Strong	Strong	Strong	Strong	Strong	Strong	Some	Some	Some	Some	Some	Some	Strong
Knowledge of the charitable sector in general		Some	Some	Strong	Some	Some	Strong		Strong				Strong
Knowledge of current good practice for charities		Some		Strong	Some	Some	Strong		Strong				Some
Experience of other voluntary organisations				Strong	Some		Strong		Strong				Strong
Safeguarding and Child Protection	Strong	Some	Strong	Strong	Some	Strong	Some	Some	Some	Some	Some	Some	Strong
Campaigning				Some	Some	Some			Strong				Some
Partnership Working	Strong	Strong	Strong	Strong	Some	Strong	Some	Some	Strong			Strong	Some
Community Development	Some			Some		Some			Strong				Some
Equality	Some	Some	Some	Strong	Some	Strong	Strong	Strong	Strong	Some	Some		Strong
General Leadership and Management	Strong	Strong	Strong	Strong	Strong	Strong	Some	Strong	Strong	Strong	Strong	Strong	Strong
Financial Management	Strong	Strong	Strong	Some	Strong	Some		Strong	Some	Strong	Strong	Strong	Strong
Project Management	Strong	Strong	Strong	Strong	Strong	Strong		Strong	Some	Strong	Strong	Strong	Strong
Monitoring and Evaluation	Strong	Strong	Strong	Strong	Some	Some	Strong	Strong	Some	Strong	Strong	Strong	Strong
Planning	Strong			Strong	Strong	Strong				Strong			
Law				Some	Some	Some	Strong			Some			
Audit	Strong	Some	Strong	Strong	Strong	Some	Strong	Strong		Some			Strong
Accounting			Strong	Some	Some	Some		Strong		Some	Strong	Strong	Strong
IT			Some	Some	Some			Strong		Some			Some
HR	Strong		Some	Some	Some	Strong	Some		Some	Strong			Some
Marketing/PR	Strong	Strong	Some	Some	Strong	Strong		Strong		Some		Some	Some
Training/Development	Strong		Strong	Strong	Some	Strong			Some	Strong		Strong	Some
Chairing	Strong	Strong	Strong	Strong	Strong	Some			Strong	Strong			Some
Consensus building	Some		Strong	Strong	Some	Some			Strong	Strong	Strong	Strong	Strong
Energy and Enthusiasm	Strong	Strong	Strong	Strong	Strong	Strong	Strong	Strong	Strong	Strong	Strong	Strong	Strong
Strategic thinking	Strong	Strong	Strong	Strong	Strong	Strong	Strong	Strong	Strong	Strong	Strong	Strong	Strong
Governance	Strong	Some	Some	Strong	Some	Strong	Some	Some	Strong			Strong	Some

Skills Audit - Governors

Area of knowledge/skill	Sarah Gladwin	Laura Maynard	Kizzie Elliott	Clare Head	Stuart Bessant	Lauren Cronk
Knowledge of educational statutory bodies	Strong	Some	Strong	Some	Some	Strong
Knowledge of national education policy	Strong	Some	Strong		Some	Strong
Knowledge of the education sector in general	Strong	Strong	Strong	Some	Some	Strong
Knowledge of the charitable sector in general	Some	Some	Some	Strong		
Knowledge of current good practice for charities		Some	Some	Strong		
Experience of other voluntary organisations	Some	Some	Some	Strong		
Safeguarding and Child Protection	Strong	Some	Strong		Some	Strong
Campaigning	Some		Some	Strong		
Partnership Working	Some		Some	Strong		
Community Development	Some		Some	Strong	Some	
General Leadership and Management	Strong	Some	Strong	Strong	Some	Some
Financial Management	Some		Some			
Project Management	Some			Strong		Strong
Monitoring and Evaluation	Strong	Strong	Strong	Strong		Strong
Planning	Strong	Strong	Strong	Strong		
Audit			Some	Some		
Law			Some			
Accounting						
IT	Some		Some			
HR		Strong				
Marketing/PR				Strong		
Training/Development	Some	Some	Strong	Some		
Chairing	Some	Strong	Some	Strong		
Consensus building				Strong		Strong
Energy and Enthusiasm		Strong	Strong	Strong	Strong	Strong
Strategic thinking	Some	Strong	Strong	Strong	Strong	Strong
Governance	Some	Some	some	Strong	Strong	Strong

Training

The Trust has an induction and training programme for all new and existing directors. All training is logged by the Clerk. Every director is expected to visit each school once per year and meet staff, children and parents.

It is a requirement of all directors to undertake some basic training for the board role and additional training if you sit on a committee. Ofsted may ask to see training records and will have concerns if directors are not meeting basic training requirements. Therefore, it is a requirement in order to sit on the GLT board. Directors who fail to submit certificates in a reasonable timeframe will be stood down.

The CEO will induct all new directors of the Trust Board in the following areas:

- The vision, ethos and strategic direction of the Trust
- Basic overview of school performance data and other national benchmarks
- Legal structure of the Trust Board
- Local Academy Board Remit and responsibilities

All trustees/directors are expected to read the following documents:

- **Governors handbook**
- **Governors competency framework**
- **Keeping Children Safe in Education**

Please register with the NGA (<https://nga.vc-enable.co.uk/Register>) to access the courses below and email your certificates to the Clerk – sarah@diamondeducationsservice.com

Online training course	Required/Optional	Provider	Log in information
Prevent*	Required	Home Office	https://www.elearning.prevent.homeoffice.gov.uk/edu/screen1.html
Safeguarding - The Governors' Role*	Required	NGA	https://nga.vc-enable.co.uk/Login/Login
School funding	Optional	NGA	https://nga.vc-enable.co.uk/Login/Login
Equality and Diversity	Optional	NGA	https://nga.vc-enable.co.uk/Login/Login
Key functions of the governing body	Optional	NGA	https://nga.vc-enable.co.uk/Login/Login
Monitoring Performance Data and Targets	Optional	NGA	https://nga.vc-enable.co.uk/Login/Login
Pupil Premium	Optional	NGA	https://nga.vc-enable.co.uk/Login/Login

***Please note – ALL Directors and Governors must complete your required training within a term of becoming a Director – failure to complete the courses may result in the termination of your governance position.**

Code of Conduct

The Seven Principles of Public Life

These principles were originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations. All Members, Directors, Governors must agree to adhere to the following principles:

- Selflessness - Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
- Integrity - Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
- Objectivity - In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- Accountability - Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- Openness - Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- Honesty - Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- Leadership - Holders of public office should promote and support these principles by leadership and example.

Directors and Governors must read and agree to adhere to the following:

We as Directors and Governors agree to:

- take collective responsibility for all decisions made by the board or its delegated agents. This means that we will not speak against majority decisions outside the Trust Board/committee meeting (except to the extent necessary to meet our individual legal obligations as Directors);
- act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer;
- encourage open government and act appropriately;
- consider carefully how our decisions may affect the community;
- be mindful of our responsibility to maintain and develop the ethos and reputation of the Trust and its Academies; and
- in making or responding to criticism or complaints affecting the school, we will follow the procedures established by the Trust Board. actively support and challenge the Principals and CEO.

Commitment

We as Directors and Governors agree and acknowledge that

- accepting office as a director or governor involves the commitment of significant amounts of time and energy;

- we should each involve ourselves actively in the work of the governing board or committee, and accept our fair share of responsibilities, including service on committees or working groups;
- we will make full efforts to participate in all meetings and where we cannot participate explain in advance why we are unable to;
- we will get to know the Academies well and respond to opportunities to involve ourselves in Academy activities;
- we will visit the Academies, with all visits arranged in advance with the staff and undertaken within the framework established by the governing board and agreed with the Principal;
- we will declare AOB matters in advance or at start of meeting and be mindful not to exceed the length of time allocated to the meeting; and
- we will consider seriously our individual and collective needs for training and development, and will undertake relevant training annually or as required

Relationships

We as Directors and Governors will:

- strive to work as a team in which constructive working relationships are actively promoted;
- when challenging decision making or raising questions in the proper exercise of our duties ensure that we express our views openly but courteously and respectfully in all our communications with other directors, governors and Trust staff;
- respect each other's roles, responsibilities and decision making and respect the professional judgment of each of the Principals;
- maintain our focus on strategic and Trust wide issues and avoid focusing on day to day operational matters;
- be mindful of our duties to act fairly and impartially;
- only speak or act on behalf of the Trust Board /committee when we have been specifically asked to do so;
- support the Chair, Principals and CEO in their roles and by ensuring appropriate conduct at meetings and at all times;
- be prepared to answer queries from other directors and governors in relation to delegated functions and take into account any concerns expressed, and will acknowledge the time, effort and skills that have been committed to the delegated function by those involved; and
- encourage the Trust schools to develop effective working relationships with the Principals, staff and parents, the local authority and other relevant agencies, neighbouring schools and the community.

Confidentiality

We as Directors and Governors will:

- observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school;
- exercise the greatest prudence at all times when discussions regarding school business arise outside a Trust Board or committee meeting;
- not reveal the details of any Trust Board or committee vote; and

- Acknowledge that although decisions reached at committee or board meetings are normally made public through the minutes, the discussions on which decisions are based should be regarded as confidential.

Conflicts of interest

We as Directors and Governors will:

- record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the governing board or committee's business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will leave the meeting for the appropriate length of time;
- declare any conflict of loyalty at the start of any meeting or at any time during a meeting should the situation arise;
- act in the best interests of the school as a whole and not as a representative of any group, even if elected to the Trust Board or committee as a Staff Governor or Parent Governor; and
- individually and collectively uphold the Seven Principles of Public Life (listed above)

Governors and Directors who are also parents:

- will not pursue matters of individual concern about their child at board or committee meetings;
- will not raise board or committee matters with the Principal after the meeting unless it is in relation to an individual matter concerning their child; and
- recognise our responsibility to maintain and develop the ethos and reputation of the school. Our actions within their school community will reflect this.

Governors and Directors who are also members of staff:

- Will not pursue matters of personal concern at Board or committee meetings; and
- Will follow the Trust's procedures in respect of any issues arising out of their employment.

Breach of this code of conduct

- If Directors and Governors believe this code has been breached, they should raise this issue confidentially with the Chair and the Chair will investigate;
- Should it be the Chair that Directors and Governors believe has breached this code, then the issue should be raised confidentially with the Vice Chair who will investigate;
- Governors and Directors may be asked to step down from their role in the event of a breach of this code of conduct. The Trust Board will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.

Policy Approval – scheme of delegation

Policy Name (statutory in bold)	Owner	Approver	Review Frequency
Governing body - TOR	CEO	Board	Annual
SEND Policy	Principals	Board	Annual
Supporting Children with medical needs	Principals	Board	Every 3 years
Administering Medicines	Principals	Board	Every 3 years
Admissions	CEO	Board	Annual
Safeguarding/ Child Protection	Principals	Board	Annual
Pay	CEO	Board	Annual
GLT Equality statement, objectives and policy	CEO	Board	Annual
Directors Expenses/Governors allowances	CEO	Operations	Every 4 years
Data Protection	Business Manager	Operations	Every 2 years
Charging & Remissions	Principals	Operations	Every 3 years
Staff Appraisal, capability, Grievance and PM	CEO	Operations	Every 3 years
Investment	CEO	Operations	Every 6 years
Finance Manual	CEO	Operations	Annual
Reserves	CEO	Operations	Every 3 years
Risk Register	CEO	N/A	Termly
ICT continuity and recovery	CEO	Operations	Annual
Staff complaints	Business Manager	CEO	Every 2 years
Maternity, paternity and adoption leave	Business Manager	CEO	Every 6 years
Sickness and Absence	Business Manager	CEO	Every 3 years
Stress Policy	Business Manager	CEO	Annual
Redundancy and Re-structuring	Business Manager	CEO	Every 5 years
Health & Safety	Principals	CEO	Every 2 years
Persistent or Vexatious Complaints	Business Manager	CEO	Every 3 years
Privacy Notices	Business Manager	CEO	Every 2 years
GLT Safer recruitment (cover all schools)	Principals	CEO	Every 2 years
GLT Whistle Blowing	Principals	CEO	Every 3 years
Document Retention Schedule	CEO	CEO	Every 3 years
Subject Access Request	Business Manager	CEO	Every 4 years
Register of business interests	Clerk	CEO	Annual
GDPR Induction Policy	Business Manager	CEO	Every 2 years
<i>Mini-Bus Management - TPA planning condition</i>	TPA Principal	CEO	Every 3 years
<i>Car parking/car use - TPA planning condition</i>	TPA Principal	CEO	Every 3 years
<i>Service Management - TPA planning condition</i>	TPA Principal	CEO	Every 3 years
<i>Travel - TPA planning condition</i>	TPA Principal	CEO	Every 3 years
Assets and Disposals policy	Business Manager	CEO	Every 3 years
Complaints	Business Manager	CEO	Every 3 years
LGPS Discretions	Business Manager	CEO	Every 6 years
Parent Forum Policy	Principals	Principals	Every 4 years
SEND report	Principals	Standards	Annual
Behaviour	Principals	Principals	Every 3 years
Exclusion	Principals	Principals	Every 3 years
3 Yr accessibility Plan	Principals	Principals	Every 3 years
Equality statement and objectives	Principals	Principals	Every 4 years
Sex and Relationships	Principals	Principals	Every 3 years
Allegations of abuse statement	Principals	Principals	Annual
British Values Policy	Principals	Principals	Every 3 years
Anti-bullying	Principals	Principals	Annual
Collective worship	Principals	Principals	Every 3 years
Home Learning	Principals	Principals	Every 3 years
Infection Control	Principals	Principals	Every 3 years
Uniform	Principals	Principals	Every 3 years
Volunteer	Principals	Principals	Every 3 years
Attendance policy	Business/office managers	Principals	Every 3 years
EAL	Principals	Principals	Every 3 years
Acceptable use of ICT	Principals	Principals	Every 3 years
E-safety (including EYFS computing)	Principals	Principals	Every 3 years
EYFS (not needed if covered in other policies)	Principals	Principals	Every 3 years
First Aid	Principals	Principals	Every 3 years
Intimate care	Principals	Principals	Every 3 years
Lost child & uncollected child	Principals	Principals	Every 3 years
Off site visits etc	Principals	Principals	Every 3 years
SMSC	Principals	Principals	Every 3 years
Gifted & Talented	Principals	Principals	Every 3 years
CCTV	Business/office managers	Principals	Every 3 years
Assessment, marking & reporting	Principals	Principals	Every 3 years
Curriculum	Principals	Principals	Every 3 years
Looked after children	Principals	Principals	Every 3 years
Teaching & Learning	Principals	Principals	Every 3 years
Transition	Principals	Principals	Every 3 years
Whistle Blowing	Principals	Principals	Every 2 years
Crisis management & business continuity	Principals	Principals	Every 2 years
Risk Assessments	Principals	Principals	Annual
Lone Working	Principals	Principals	Every 3 years
Arson Prevention	Principals	Principals	Every 3 years
Fire Policy	Principals	Principals	Every 2 years
Community use/lettings	Principals	Principals	Every 3 years
Staff handbook	Principals	Principals	Every 3 years
Parental use of social media/internet sites	Principals	Principals	Every 3 years
Code of Conduct	Principals	Principals	Every 3 years
Induction	Principals	Principals	Every 3 years

Standing Agenda Items

Trust Board meetings

November	February	May	July
Apologies for absence and consent to absence			
Declarations of pecuniary interest/update business register/hospitality register			
Identify Items for AOB			
Review of clerk and committee clerking arrangements			
Review of Trust Board membership and DBS checks			
Review of Directors training requirements and induction arrangements for new Directors			
Adoption of code of conduct			
Appoint Chair and Vice Chair			
Assign Directors link roles			
Agree schedule of Director's visits			
Appoint Accounting Officer			
AOB if required			
Confidentiality (to declare confidential items)			
Review minutes of the last meeting and matters arising (not on agenda)			
Receive QES Committee Minutes			
Receive Principals' termly Dashboards: Demographics, Fire drills, exclusions, absence, racist & bullying incidents, safeguarding, CP, complaints, CPD and staffing update			
Receive Operations and GDPR Committee Minutes			
CEO report: Progress, Attainment, Performance, Targets, Equality objectives, Management accounts, Health and Safety reports, Operations Committee Recommendations, Trust development plan, Trust strategy, review of risk register, review of pupil number estimates			
Receive management accounts and budgets			
Receive Staff Diversity and Inclusion Survey Results	Receive Parent Survey Results	Receive Pupil Survey Results	Receive Staff Survey Results
Review admissions policies Review SEND Policy Review Safeguarding Policy Review Equality Policy	Approve Admissions Policies Review Medicines Policy (3yrs)	Receive internal audit report	Approve annual budgets
Performance management of Principals (confidential) Performance management of Trust executives (confidential)	Receive Report on Auditors Performance		Agree schedule for Trust Board and Committee business for the forthcoming year Review Pay Policy
Receive external audit report			Review Trustee and Committee contribution, terms of reference and delegation structures
Approve annual accounts			

Operations Committee

October	November	March	June
Identify Items for AOB			
Declare any conflicts of interest			
Receive previous Operations Committee minutes and discuss actions not listed below			
Appointment of Chair	Review External Auditors management letter and agree management response	Review LGPS Discretions policy	Recommendation of approval for Academy Budgets
Receive annual policy review schedule	Approve annual report & accounts	Review and appointment of External and Internal Auditors	Review ICT Continuity and Recovery Policy
Review Reserves Policy	Review Staff Appraisal Policy Review and approval of staff salaries	Review Investment Policy	Report on internal audits
Bank signatories review	Review lettings and charging policy & FOI Charges	Review Data Protection Policy	Review Directors Expenses) and Finance Manual
Review of EFA capital funding and procurement	Review of GDPR processes	Agree schedule for internal audit	Asset management and capacity review
Review of Academies Financial Handbook & Accounts Direction		Update Equalities Statement	Review of EFA capital funding and procurement
Scrutiny of Forecast Pupil Numbers		Review outcomes of benchmarking exercise	
Management Accounts – receive			
Review of spending linked to educational priorities			
Review and approve expenditure over £10k			
Review of Trust Premises			
Health and Safety matters to review			
Review of Trust Risk Registers			
Other Policies for Review			
AOB			

Quality of Education and Safeguarding Committee

September	January	April	June
Appointment of Chair			
Identify items for AOB			
Declare any conflicts of interest			
Receive previous QES Committee minutes and discuss actions not listed below			
Receive annual policy review schedule			
Principals' Dashboards: summary presentations including SEND/Safeguarding issues, safeguarding audit report & notable achievements			
Review National Test Results and other published data: all cohorts and determine related implications and actions	Analyse Autumn term progress and attainment data, all cohorts and determine related implications and actions	Analyse Spring term progress and attainment data, all cohorts and determine related implications and actions	Analyse Summer term progress and attainment data, all cohorts and determine related implications and actions
Ensure SEF/SDP reflect agreed actions and approve	Review progress against SEF/SDP (T&L, L&M, Curriculum & extracurricular, CPD)	Review progress against SEF/SDP (T&L, L&M, Curriculum & extracurricular, CPD)	Review progress against SEF/SDP (T&L, L&M, Curriculum & extracurricular, CPD)
Approve pupil progress and attainment targets for current academic year	Diversity and Inclusion Survey Results	Pupil Survey Results	Review of sports premium allocation; spending plans and impact analysis
Approve Academy term, holiday, occasional and INSET days	Report to parents on the policy for children with SEN		Parent survey results
Review of pupil premium allocation; spending plans and impact analysis			Annual GLT Pupil Competition – decide winners
Staff survey results – from previous year			
Website compliance reports from Principals			
Annual GLT Pupil Competition – agree			
Policies for review			
Approve residential trips			
Collaboration between Trust schools and Rebrand			
AOB			

Terms of Reference for Members, Directors and Governors

Agendas

The agenda will be prepared by the clerk in accordance with any determination of the group (Members, Directors and Committees), and in consultation with the chair/ CEO and Principal.

Any attendee may place an item on the agenda by writing to the Clerk.

Papers that inform agenda items will be sent to attendees with the agenda to arrive seven clear days before the meeting.

Annual General Meeting of Members

Meetings of Members of an Academy Trust are called 'General Meetings' and the decisions they make are called 'resolutions'. The Members of an Academy Trust will meet at least once a year at the Annual General Meeting (AGM). AGMs must be held no more than 15 months apart and the first AGM must be held within 18 months of the Academy Trust being registered with Companies House.

Technically, it is the Directors that call the AGM and the Directors can attend and speak at AGMs, although they cannot vote on resolutions. The information made available to Members during the year and/or at the AGM might include:

- The minutes of all Board of Directors meetings;
- The Annual Accounts and Annual Return which should be submitted to Companies House;
- Other additional information as the Members and Directors may agree to enable the Members to carry out their 'guardianship' role e.g. financial updates, details of any building works or site issues etc (although these issues will usually be adequately covered in the minutes of Board meeting). It would be expected that Members would have the opportunity to discuss any matters contained in the information and ask questions.

During the course of the year, it would also be appropriate for the Directors to keep the Members up-dated on fundamental issues relating to the running of the Academy Trust. These might include:

- Any litigation involving members of staff (i.e. court proceedings/tribunal proceedings/criminal prosecutions) and in particular any which might reflect adversely on the Academy Trust;
- Financial concerns which develop during the course of the financial year and in particular any financial concerns that might have an impact on the employment of staff or the delivery of the broad and balance curriculum which the Academy Trust is under a duty to offer;
- Details of any Ofsted Inspections and other related external monitoring;
- Resignation or the appointment of a Principal;
- Vacancies arising on the Board for which the Members have responsibility.
- In general, when serious issues arise for which the Members need to be informed or take action then it is the responsibility of the Chair of Directors to alert them and/or to convene a meeting if appropriate.

These terms of reference explain the ways in which the members fulfil their responsibilities for the leadership and management of the Trust. They have been adopted by the board in

accordance with the Trust's Articles of Association (the Articles) and should be read in conjunction with those Articles

Annual Report

The Directors shall prepare its Annual Report in accordance with the Statement of Recommended Practice as if the Academy Trust was a non-exempt charity and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

Annual Return

The Directors shall comply with their obligations under Part 24 of the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return to the Registrar of Companies and in accordance with the Statement of Recommended Practice as if the Academy Trust was a non-exempt charity and to the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

Appointment of Directors

Directors are appointed by The GEMS Learning Trust Board on behalf of The GEMS Learning Trust. The members determine the number of directors.

Members have decreed there will be up to 9 directors: up to 3 directors can be appointed by the members. The Trust board can appoint up to 5 directors. The quorum for full trust board meetings will be 3 directors. Directors may participate by telephone or videoconferencing and shall be regarded as present for all purposes. The CEO is an ex-officio member.

Directors are appointed because of the range of skills and expertise they can bring to help to realise the sponsor's vision and values for the GEMS Learning Trust and enhance the effective strategic leadership and management.

Appointment of Staff Governors

The Principal shall invite nominations from all senior staff employed under a contract of employment and, where there are any contested posts, shall hold an election by a secret ballot, amongst members of staff.

All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Directors. The Directors may delegate the running of the election to the Principal. Terms of office will be for a period of four years.

Appointment of parent Governors

Parent members of the QES Committee shall be elected by parents of registered pupils at the Academy. He or she must be a parent of, or have parental responsibility for, a pupil at the Academy at the time when he or she is elected.

The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members. The Directors may delegate the running of the election to the Principal.

Where a vacancy for a parent member is required to be filled by election, the Principal shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he or she is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

Any election of persons who are to be the parent members which is contested shall be held by secret ballot. The arrangements made for the election of the parent members shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he or she prefers, by having his/her ballot paper returned to the Academy by a registered pupil at the Academy.

Where the number of parents standing for election is less than the number of vacancies, the Principal may appoint a person who is the parent of a registered pupil at the Academy or, where it is not reasonably practical to do so, a person who is the parent of a registered pupil of another Academy run by the Trust, or the Trust Board may elect a Director who is also a parent to fill the vacancy on a temporary basis. Terms of office are four years.

Attendance

A record will be kept of all persons attending a meeting of the AGM, Trust Board or any of its committees.

The time of arrival and/or departure of any person not in attendance throughout any meeting will be recorded in the minutes.

Where a person sends an apology for absence with reason, the group will decide whether to 'consent' to the absence and the clerk will record the decision in the minutes. If apologies are not submitted they will deem to have not been accepted. (A copy of the approved draft minutes will be sent as soon as possible to the chair of the group concerned.)

If a person is absent without the permission of the Board from all their meetings held within a period of six months he would cease to hold his office.

Benefits from third parties

Members, Directors and Governors must not accept benefits from a third party given because they are a member, director or governor.

Chairing meetings

Each group (Members, Directors and Committees) must elect a chair and a vice-chair. There are no regulations prescribing the election process but those standing for election should withdraw from the meeting when a vote is taken. Directors and Governors who are employed by the Trust, for instance the Principal, trust staff and pupils at the academy cannot be elected as chair or vice-chair. The chair and vice-chair can resign at any time by writing to the Clerk.

Committees/Regional Boards

The Trust Board delegates oversight and governance of its responsibilities to the— Operations Committee and Quality of Education and Safeguarding Regional Board. Committees and Regional Boards are not legal entities in their own right and members of Committees and Regional Boards are not necessarily Directors in law. Legal liability remains with the Trust Board who are ultimately responsible for the running of the Academy. Committees and Regional Boards must report their actions to the full Trust Board.

Constitution of Members

- (a) 3 independent members
- (b) 2 GEMS Members

Constitution of The Trust Board

- (a) CEO – ex officio
- (b) 1 nominated GEMS Director
- (c) 2 Member nominated Directors
- (d) 5 elected Directors

Constitution of the Operations Committee

- (a) CEO – ex officio
- (b) Trust Accountant (expert adviser)
- (d) 2 Trust Board Directors

Constitution per Quality of Education and Safeguarding Regional Boards

- (a) 2 Principals – ex officio
- (b) 2 parents (1 parent from each school)
- (c) 2 staff governors (1 per school)
- (d) 2 Trust Board Directors

Directors

As a charity and company limited by guarantee, The GEMS Learning Trust Board (the “Company”) is governed by the Trust Board (the “directors”). The directors are responsible for the strategic direction, strategic policy framework and oversight of the GEMS Learning Trust and all its academies in order to ensure that the member’s vision and values underpin the work of the trust and its direction of travel and particularly to secure excellent outcomes for children.

The directors have a duty to act in the fulfilment of the GEMS Learning Trust’s objects. They are:

- To advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing schools (“the academies”) and offering a broad and balanced curriculum.
- to promote for the benefit of the inhabitants of the areas in which the academies are located and the surrounding areas the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.

The directors are accountable to the Department for Education (DfE) and external government agencies, including the Charity Commission, for the quality of the education they provide and the effective use of the associated academy funding.

All Directors of the GEMS Learning Trust will be appointed as a director at Companies House and will appear on all official company records as well as published registers of business interests.

Expert Advisers

The Members/Directors and may invite key individuals to attend AGMS or Trust Board meetings to support with their interrogation and understanding of the information presented to them. Expert Advisers may attend all or part of a meeting and will have no voting rights.

General duties of Directors under the Companies Act 2006

Directors must have due regard to the General Duties of Directors under the Companies Act 2006. They must act in accordance with the company’s constitution, and only exercise their powers for the purposes for which they were given. The company’s constitution includes its articles of association and resolutions and agreements of a constitutional nature (e.g. shareholder or joint venture agreements).

Governors

The Trust Board approves the co-opting of non-Directors (Governors) onto Quality of Education and Safeguarding Regional Boards to provide additional support and areas of expertise where appropriate with voting or none voting powers depending on the situation.

Independent judgment

Members, Directors and Governors must exercise independent judgment and make their own decisions. This does not prevent Members, Directors and Governors from acting in accordance with the company's constitution or an agreement which the company has entered into.

Insolvency

In the case of insolvency, Directors should be aware that the ESFA may refer academy trustees, as directors, to the Insolvency Service who may consider whether the conduct of a director is such that they are unfit to be involved in management of a company and whether or not it would be in the public interest for a disqualification order to be sought.

Minutes

The Clerk to the AGM, Board or Committee shall circulate minutes of previous meetings, the agenda and any associated papers for forthcoming meetings at least seven working days before the date of the meeting.

Members, Directors and Governors' Expenses

The GEMS Learning Trust has a policy on the payment of expenses of Members, Directors and Governors in accordance with the Articles.

Notice of Meetings

Written notice of meetings, together with the agenda, will be sent to arrive seven clear days before the meeting, except where the chair calls an urgent meeting at short notice.

Non-receipt of notice of a meeting will not invalidate the meeting.

A copy of the agenda for every meeting, the draft minutes of every such meeting (if they have been approved), the signed minutes and any report, document or other paper considered will be made available at each academy, at all reasonable times, for inspection by anyone wishing to see them (as according to the Articles).

Any attendee shall be able to participate in meetings by telephone or video conference.

(Providing at least 48 hours' notice of their intention is given and that attendees have access to appropriate equipment)

Payments for Directors/Governors

The statutory power can only be used if, at the time in question, the total number of Directors/Governors receiving payment from the charity's funds will be in a minority on the board.

When assessing this, the board needs to take into account the number of Directors/Governors who are receiving directly or indirectly (through a connected person) any trustee payment. This means they need to include:

- any Directors/Governors connected to persons or businesses receiving payment;
- any Directors/Governors who are receiving payment for serving as trustees;
- Directors/Governors who are also paid employees of the charity; and
- Directors/Governors receiving any other form of director benefit.

For the purpose of deciding if the meeting is quorate, those Directors/Governors who face a potential conflict of interest as a result of the issue being discussed should be excluded.

Pecuniary and Personal Interest/Conflicts of Interest

The Board will create annually a register of business interest of its members; each sheet being completed and signed by the relevant governor. This is the responsibility of the clerk. This will be available for inspection.

Directors must draw attention as appropriate to any pecuniary or other personal interest, whether that interest has previously been registered or not.

Anyone who is ordinarily entitled to attend Board or committee meetings (that is Directors, members of committees, associate members or Principals) must withdraw and not vote on the issue if:

There could be conflict between the interest of that person and the interests of the Board; or Where a fair hearing must be given and there is reasonable doubt about the individual's ability to act impartially on any matter.

- When a panel is considering:
- Disciplinary action against an employee or against a pupil;
- A matter arising from an alleged incident involving a pupil; a governor who has declared a personal interest may attend the meeting to give evidence if he/she has made relevant accusations, or is a witness in the case.

Promoting the success of the company

Members, Directors and Governors must act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole. When considering what is most likely to promote the success of the company, the legislation states that a director must have regard to:

- the likely consequences of any decision in the long term
- the interests of the company's employees
- the need to foster the company's business relationships with suppliers, customers and others
- the impact of the company's operations on the community and the environment
- the desirability of the company maintaining a reputation for high standards of business conduct
- the need to act fairly as between members of the company.

Reasonable care, skill and diligence

Members, Directors and Governors must exercise the same care, skill and diligence that would be exercised by a reasonably diligent person with:

- the general knowledge, skill and experience that may reasonably be expected of a person carrying out the same functions as you in relation to the company
- the general knowledge, skill and experience that you actually possess.
- The expected standard is measured against both objective and subjective benchmarks.

Removal and Resignation of Members, Directors and Governors

A person shall cease to hold office if:

- a) He or she resigns his or her office by giving a term's notice in writing to the clerk
- b) A CEO, Principal or a staff Governor ceases to work at the Academy;

- c) The Members/Directors terminate the appointment of a Director/Governor whose presence or conduct is deemed by the Members/Directors, at their sole discretion, not to be in the best interests of the Trust or the Academy
- d) A child of a parent Governor member ceases to be a pupil at the Academy.
- e) The Member/Director/Governor has not attended 3 consecutive Committee/Regional Board meetings

Reports

Lead individuals with delegated powers will report in writing, using a prescribed format, to the next meeting of the Trust Board about any decisions made or action taken in committee/Regional Board meetings. Reports must be submitted 7 days in advance of Trust Board meetings

- The Trust Board must report annually to Members.
- The CEO must report termly to the Trust Board
- Committees/Regional Boards must report termly to the Trust Board

Terms of office

Terms of office are four years. Members, Directors and Governors must give notice of one school term and do so in writing to the Clerk and copying in the Chair.

Voting

Every resolution to be passed at a Board meeting must be determined by a majority of votes of those directors present or by proxy and voting. If there is an equal number of votes, the chair (or the person acting as chair) - provided that they are a director - has a second (or casting) vote.

Where there is a conflict between the interests of any person and the interests of the Board, that person will withdraw from the meeting and will not vote; in a situation where the principles of natural justice require a fair hearing and there is any reasonable doubt as to a person's ability to act impartially, he/she will also withdraw from the meeting and not vote.

Directors should withdraw from any meeting in which they have a direct or indirect pecuniary interest. These matters will be recorded in the minutes.

Trust Development Plan 2020-2023

Priority 1 – To ensure that the Trust has a clear focus on supporting and ensuring targets are achieved in both first sets of year 6 outcomes. (DPA 2021/22 and TPA 2022/23)		
Actions	Success Criteria	Lead
<ul style="list-style-type: none"> a. Ensure progress is monitored effectively between each year group on a termly basis and that governors are made aware of trends for swift intervention to take place b. Ensure tight reporting structures are in place between schools, Director of Education and the governing body c. Re-purpose the remit of the Standards Committee (to be re-named Quality of Education and Safeguarding Committee) to monitor all schools closely 	<ul style="list-style-type: none"> a. Both TPA and DPA achieve above national or well above national progress scores and attainment outcomes in b. Governors are clear about attainment and progress measures and are able to effectively challenge and support the schools by ensuring interventions are targeted and effective. c. Communication between the DoE, the QES Regional Boards (QES Regional Boards) and the full board is clearer and more focused on the key drivers d. QES Regional Boards has a standing annual agenda, members with strong educational backgrounds and reports clearly to the full board 	<ul style="list-style-type: none"> AA/JS JC JC JC
Priority 2 – To open GEMS Wantage Primary Academy in September 2020 and GEMS Surbiton Primary Academy in September 2022; on time, on budget, well-resourced and well prepared to welcome their first children and their families. To ensure systems are in place to support excellent behaviour, a strong start in teaching and learning and for careful financial management of resources.		
Actions	Success Criteria	Lead
<ul style="list-style-type: none"> a. Ensure the pre-opening project management team have a clear brief and progress is monitored closely towards each deadline and milestone b. Enhance and maintain a social media presence, developing a new advertising and parental communication strategy c. Ensure the trust has the capacity and expertise to assemble a pre-opening project management team 	<ul style="list-style-type: none"> a. Both schools open on time, in budget, furniture installed, ICT working, parent communications strong, positive and growing local reputations b. Ensure a volume of high social media traffic during the year of pre-opening, live engagement, regular postings of updates and photos, high volume of link clicks and direct links to school applications c. Recruit additional project management capacity in time for the pre-opening phase of GEMS Surbiton Primary Academy 	<ul style="list-style-type: none"> JC

Priority 3 – To strengthen and extend opportunities for ambitious staff in both TPA and DPA to grow professionally through the development of school to school services, CPD or other similar ventures. Thus aiding the growth of expertise, providing additional challenge and retaining staff who are ready for leadership positions.

Actions	Success Criteria	Lead
<ul style="list-style-type: none"> a. Conduct desktop research on SCITT provision and apprenticeships b. Form a task force of Principals and key staff to plan and apply for relevant opportunities c. Ensure the task force creates a development plan to implement the chosen strategy and monitor progress d. Form a communication strategy surrounding additional opportunities for current and potential staff e. Ensure the success of the programme is monitored through agreed KPIs 	<ul style="list-style-type: none"> a. The GLT has full possession of all facts relating to SCITT provision, apprenticeships etc. Cost, commitment, application/registration process. b. The Task force is up and running and plans are underway to implement and grow this aspect. c. There is a narrative and literature available for new and current staff showing their opportunities for growth at the GLT and a communication and promotion strategy is in place d. Progress towards KPIs are monitored and achieved at regular intervals 	Task Force Lead

Priority 4 – To ensure the Trust adapts to the addition of two new schools by the revision of governance and committee structures and the re-delegation of governance responsibilities. To grow administrative and operational capacity at the centre to manage the increase in communications, ICT systems, staff, monitoring, compliance and financial oversight.

Actions	Success Criteria	Lead
<ul style="list-style-type: none"> a. Re-organise the governance structure, governance handbook, scheme of delegation and communicate changes with members at all levels b. Hire a dedicated governance/communications officer for the Trust c. Devise a Trust-wide ICT strategy 	<ul style="list-style-type: none"> a) The GLT has a fit for purpose governance handbook and all members, directors and governors are in place and aware of their role and responsibilities b) The Trust has a governance officer managing all clerking, company secretarial duties as well as Trust-wide admin tasks c) The Trust has a co-ordinated plan for ICT which ensures the utmost security, privacy and readiness for the future across all schools in the Trust 	JC JC JC

Delegation Grid

Decision	Delegation					
	Members	Trust Board	Operations	Quality of Education and Safeguarding	CEO	Principal
Members: Appoint/Remove	✓					
Trustees: Appoint/Remove	✓	✓				
Role descriptions for members	✓					
Role descriptions for trustees/chair/specific roles/committee/: agree		✓			A	
Parent trustee: elected		✓				✓
Board & committee chairs: appoint and remove		✓	✓	✓	A	
Clerk to board: appoint and remove		✓				
Clerk to committee: appoint and remove		✓	✓	✓		
Articles of association: review and agree	✓	A			A	
Governance structure (committees) for the trust: establish and review annually		✓			A	
Terms of reference for board committees and scheme of delegation for academy committees: agree annually		✓			A	
Skills audit: complete and recruit to fill gaps		✓		✓	A	A

Decision	Delegation					
	Members	Trust Board	Operations	Quality of Education and Safeguarding	CEO	Principal
Annual self review of trust board and committees: complete annually		✓				
Annual self review of committees: complete annually			✓	✓		
Chair's performance: carry out 360 review periodically		✓				
Trustee / academy committee contribution: review annually		✓				
Succession: plan		✓			✓	A
Annual schedule of business for trust board: agree		✓	✓	✓	✓	
Annual schedule of business for committee: agree					✓	A
Publication on trust and schools' websites of all required details on governance arrangements		✓		✓	A	A
Annual report on performance of the trust: submit to members and publish		✓			A	
Annual report and accounts including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement demonstrating value for money		✓	<A		A	

Decision	Delegation					
	Members	Trust Board	Operations	Quality of Education and Safeguarding	CEO	Principal
Annual report work of committee: submit to trust and publish			✓	✓		A
Determine trust wide policies which reflect the trust's ethos and values (facilitating discussions with unions where appropriate) including: admissions; charging and remissions; complaints; expenses; health and safety, premises management; data protection and FOI; staffing policies including capability, discipline, conduct and grievance: approve		✓	✓	✓	A	
Determine school level policies which reflect the school's ethos and values to include e.g. admissions; SEND; safeguarding and child protection; curriculum; behaviour: approve		✓		✓	A	A
Central spend / top slice: agree		✓	A		A	
Management of risk: establish register, review and monitor		✓	A	A	A	A
Engagement with stakeholders		✓		✓		
Trust's vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine		✓			A	

Decision	Delegation					
	Members	Trust Board	Operations	Quality of Education and Safeguarding	CEO	Principal
Schools vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine		✓		A	A	✓
Chief executive: appoint and dismiss		✓				
Academy principal : appoint and dismiss		✓		A	✓	
Budget plan to support delivery of trust key priorities: agree		✓	A		A	
Budget plan to support delivery of school key priorities: agree		✓			A	A
Trust's staffing structure: agree		✓	A		A	
Schools' staffing structure: agree				A	✓	A
Auditing and reporting arrangements for matters of compliance (e.g. safeguarding, H&S, employment): agree		✓	✓	✓	A	A

Decision	Delegation					
	Members	Trust Board	Operations	Quality of Education and Safeguarding	CEO	Principal
Reporting arrangements for progress on key priorities: agree		✓	A	A	✓	A
Performance management of the Chief Executive: undertake		✓				
Performance management of academy principal : undertake					✓	
Trustee monitoring: agree arrangements		✓			A	
Committee member monitoring: agree arrangements		✓			A	A
Committee overall performance monitoring: agree arrangements		✓			A	
Appoint Chief financial officer for delivery of trusts detailed accounting processes		✓	A		A	
Trust's scheme of financial delegation: establish and review		✓	✓		A	

Decision	Delegation					
	Members	Trust Board	Operations	Quality of Education and Safeguarding	CEO	Principal
School's scheme of financial delegation: establish and review			✓		A	
External auditors' report: receive and respond		✓	A		A	A
CEO pay award: agree		✓				
Academy principal pay award: agree		✓	A		A	
Staff appraisal procedure and pay progression: review and agree		✓			✓	
Benchmarking and trust wide value for money: ensure robustness			✓		A	
Benchmarking and academy value for money: ensure robustness			✓			A
Develop trust wide procurement strategies and efficiency savings programme			A		✓	

Decision	Delegation					
	Members	Trust Board	Operations	Quality of Education and Safeguarding	CEO	Principal
Review and approve trust wide procurement strategies and efficiency savings programme			✓			