

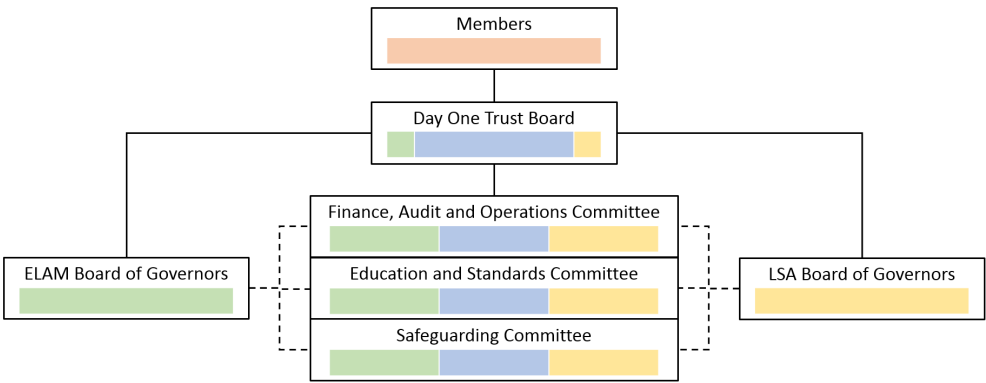


Governance Pack

including Scheme of Delegation

(First issued November 2018; updated February 2021)

Day One Trust: Governance structure & people



DOT Board (Trustees)
Jeremy Palmer (Chair) (FA&O Comm.)
Gary Pritchard (Vice Chair) (FA&O Comm.)
Ben Colegrave (FA&O Comm) (DOT Member)
Lisa Bryer (FA&O Comm.) (LSA Board)
Michael Wilson
Izzi Rutherford (FA&O Comm.) (LSA Board) (Safeguarding Trustee)
Tim Bevan (FA&O Comm.) (LSA Board)
Will Kennard (ELAM Board)
Kate Rowland (Parent Trustee)
Shelley Gonsalves (ELAM Board)
Alex Beard

DOT CEO (Fred Sharrock)

LSA Board (Governors)
Tim Bevan (Chair) (DOT Board)
Izzi Rutherford (Vice Chair) (DOT Board)
Eric Fellner (DOT Member)
Jane Featherstone

Barbara Broccoli

Sophie Humphreys (Lead Safeguarding Governor)

David Heyman

Lynn Blades

Oli de Botton

Lisa Bryer (DOT Board)

ELAM Board (Governors)

Shelley Gonsalves (Chair) (DOT Board)

Sandra Ernstoff

Kate Butler (FA&O Comm.)

Geoff Taylor (ELAM P'Ships Comm.)

Will Kennard (DOT Board) (ELAM P'Ships Comm.)

Terrance Lovell

Sean Costello (Lead Safeguarding Governor)

Selina Cook

Miles Jacobson

<u>Name</u>	<u>Role</u>	<u>Committee</u>	<u>Date of appointment</u>	<u>Date of Step down</u>	<u>Meetings attended</u>
Jeremy Palmer	Trustee	Chair of Trustees Trustee member of FAO	03/10/19		5/5
Michael Wilson	Trustee	Vice chair of Trustee	12/08/20		5/5
Tim Beven	Trustee	Chair of Governors	18/07/2019		5/5
Will Kennard	Trustee	Vice Chair of Governor	08/11/17		4/5
Ben Colegrave	Trustee	Chair of FAO	27/09/16		5/5
Izzi Dorrian	Trustee	Chair of Safeguarding	09/10/16		5/5

		Committee			
Andrew Weymouth	Trustee	Chair of Edu&S committee	13/12/16		2/2
John Casey	Trustee		31/12/20		
Gary Pritchard	Trustee		06/12/18	02/2020	2/5
Lisa Bryer	Trustee	Governor of LSA	03/10/19		5/5
Shelley Gonsalves	Trustee	Governor of ELAM	09/11/17		5/5
Alex Beard	Trustee	Member	02/4/20		2/2
Ed Butcher	Ex - Officio	Accounting Officer	31/10/16	21/08/2021	5/5
Fred Sharrock	Ex - Officio	Accounting Officer	01/09/21		
Sean Costello	Governor of ELAM	Vice Chair of Governor	09/19		
Sandra Ernstoff	ELAM Safeguarding Governor	Governor of ELAM	27/02/17		
Kate Butler	Governor of ELAM	Member of FAO	12/09/19		
Selina Webb	Governor of ELAM		11/03/20		
Geoffry Taylor	Governor of ELAM	Governor of ELAM	22/03/18		
Miles Jacobson	Governor of ELAM		02/12/20		
Sophie Humphreys	Safeguarding Governor of LSA		02/10/19		
Jane featherstone	Governor of LSA		11/09/19		
Lorna Sorieux	Governor of LSA		28/08/19	31/06/21	
Eric Fellner	Governor of LSA		11/07/2019		
David Heyman	Governor of LSA		19/07/19		
Oli De Botton	Governor of LSA		02/12/20		
Lynn Blades	Governor of LSA		21/12/20		
Barbara Broccoli	Governor of LSA		12/08/20		
Kate Rowland	Parent Governor of LSA		21/12/20		

The following are those who have relevant business and pecuniary interests all other trustee and governors have no relevant business and pecuniary interests:

- Michael Wilson: The brother and business Partner to Barbara Broccoli

- Geoffry Taylor: A funder to ELAM, Another school providing performing arts education in the London region.
- Will Kennard: The brother of the LSA Principal
- Kate Rowland: The parent of student at LSA
- Barbara Broccoli: The sister and business partner to Michael Wilson

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updated February 2021)

Record of changes

	Date	Action
1	May 2018	First drafted [EB, BC, LB, IR]
2	June 2018	Reviewed and agreed in principle [ELAM & LSA Founders)
3	August 2018	Updated (EB)
4	September 2018	Updated (EB)
5	December 2018	Scheduled for review at 'shadow' Trust meeting
6	February 2019	Updated (EB)
7	April 2019	Formatted, added naming conventions, reordered sections and reworted section 1 and 2 (PB)
8	July 2019	Updated composition section 7.3 (EB)
9	October 2019	Updating section 7.3 (SH)
10	February 2021	Amendment of FOD role to COO (SH)
11	February 2021	General edit and update (SH)

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Section 1: Day One Trust Structure and Governance

1.1 Introduction

Day One Trust (DOT) academies prepare young people for happy, fulfilling careers within our creative industries and beyond. Learning is based in the real-world. We focus on what they will need to know and be able to do. We also invest in their person: how they see themselves, how they approach their work and how they make sense of the world. We support our students to be industry-ready. Each of our young people have a career in creativity and it has already begun.

DOT has been formed by the coming together of two stand alone academies to form one multi-academy trust (MAT): East London Arts and Music – The Industry Academy (ELAM) and London Screen Academy (LSA).

ELAM is an established 16–19 academy which opened in 2014. It was inspected by Ofsted in 2017 and was rated ‘Outstanding’ in every inspection category. Inspectors said that ‘Governance is highly effective’ and highlighted the work of governors in drawing down additional resources from leading industry players.

LSA opened in September 2019 under the Free School programme as a 16–19 academy delivering industry-recognised qualifications in the creative industries from script writing to costume, hair and make-up specialisms. A key objective is to embed the strong ELAM governance structures into the LSA delivery model.

The rationale for forming the MAT is threefold:

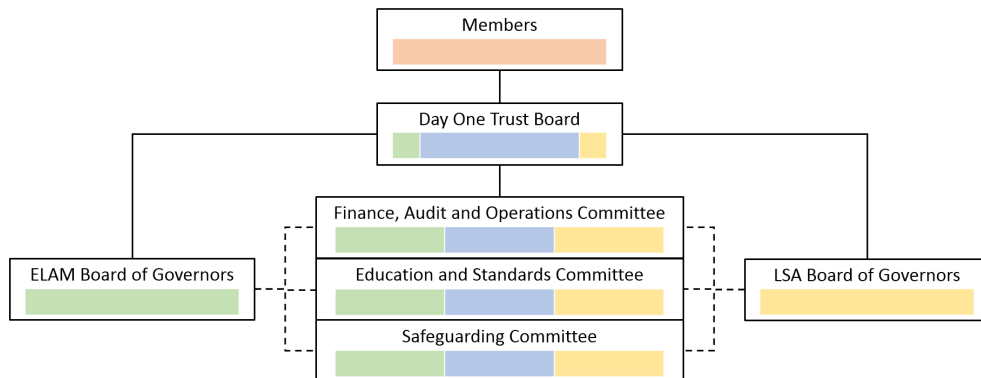
- Educational – the opportunities to share resources, develop staff and collaborate
- Operational – to consolidate some functions centrally to provide more efficient use of resources
- Influential – to strengthen the sector voice, deepen industry support and advocate for a new mode of vocational education

1.2 Day One Trust Executive Team

The DOT Executive Team consists of the Chief Executive Officer (CEO), Chief Operating Officer (COO) and the Principals of each Academy within DOT.

1.3 Day One Trust Governance Model

DOT has implemented a devolved model of governance with three tiers of governance: Members, Trustees and Governors who are delegated with the responsibility of overseeing day-to-day delivery of the curriculum in line with their particular specialism and context.



The DOT Board comprises independent Trustees, the CEO, and a representative from each of the Academy Boards. Each of its committees comprises Governors of both academies and is chaired by a Trustee.

At all levels of the structure, DOT will ensure that it has the right people in the right positions to govern effectively. Several mechanisms are in place to support this.

- All people and positions will be subject to a skills audit and appraisal, adopting a ‘most qualified person for the role’ policy for appointments. This will be maintained annually as well as employed for new appointments
- Board chair appointments will be approved by their parent board. For example, in the case appointing the chair of an Academy Board, the DOT Board would need to approve the decision
- Academy Boards will be subject to an annual performance review. In line with good practice, the framework and timing for this will be aligned with that of the Board review, identifying strengths, areas for development and recommendations.

1.4 Members

DOT has five Members who are the guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. Their key role is to focus on educational outcomes and the use of public money, through financial oversight.

The Members appoint Trustees and Members, and reserve the power to remove Trustees.

Members are also responsible for the appointment and removal of the independent auditors.

Members meet at least once a year, at the Annual General Meeting, and are presented with the Annual Report and accounts, which are signed off by the Trust Board.

More information on the role of Members in a Multi-academy Trust can be found here: [NGA Role of Members Nov-2019](#)

1.5 Day One Trust Board

The corporate management and trustee responsibility for the actions of the company is vested in the Trustees of the MAT (referred to as the DOT Board), who are company directors registered with Companies House. The Trustees are personally responsible for the actions of the DOT and the Academies and are accountable to the Members, to the Secretary of State for Education and to the wider community for the quality of the education received by all students of the Academies and for the expenditure of public money. The Trustees are required by the Funding Agreements, to assure themselves of the quality, safety and good practice of the affairs of the DOT.

Detailed duties of the DOT Board are set out in the Scheme of Delegation and Day One Trust Board Terms of Reference (Sections 4 and 6 respectively) but a summary of their broad duties are as follows:

- To shape the long-term vision and strategy for DOT with Academy input
- To establish the governance structure and Terms of Reference in keeping with the Articles of Association and provide clarity on roles and responsibilities
- To determine Trust-wide HR, finance, safeguarding and other compliance policies and guidelines
- To oversee key executive appointments (including each Academy's Principal) to ensure there is strong and effective leadership in place across the Trust
- To oversee budget management and risk management
- To set and assess KPIs on education performance data to ensure the best outcomes for our students and challenge the Academies to continuously improve performance
- To develop and utilise collaborative relationships with the creative industries
- To support Academies to ensure they have the capacity, skills and succession plans in place to grow

Chairs of Academy Boards may attend DOT Board meetings as advisors to the Board or otherwise maintain contact with Trustees in order to improve effective governance and partnership at all levels of the organisation.

The DOT Board carries out a regular skills audit of its Trustees in the Autumn term each year. Where key skills are missing, expertise will be procured to support the challenge and scrutiny of specialist areas (for example human resources or educational performance).

1.6 Academy Boards

The role of a Governor within a MAT is an important one. In developing our governance arrangements, the DOT Board has sought to ensure the responsibility to govern is vested in those closest to the impact of decision-making and such responsibility matches the capacity of those assuming responsibility. The DOT Board will establish Academy Boards for each of the Academies, for the most part made up of individuals drawn from the Academy's community, both as elected and appointed members. The Governors are accountable to the DOT Board (which in turn is accountable to the Members and the Department for Education) as well as to the communities and creative industries they serve.

Detailed duties of the Academy Boards are set out in the Scheme of Delegation and Academy Boards Terms of Reference (Sections 4 and 7 respectively) but a summary of their broad duties are as follows:

- To shape and fulfil the shared vision and values of DOT
- To implement and review the Academies strategic plan, focusing on performance KPIs and any priorities agreed with the DOT Board

- To act as a critical friend to the Academies senior leadership team and challenge and hold senior leaders to account for the Academies performance
- To oversee the Academies finance management, aligning with the overall DOT budget and working closely with the Academy Principal
- To oversee the Academies risk management, aligning with the overall DOT risk management plan
- To review and approve Academy policies
- To oversee staff retention, recruitment and succession planning with the Academy Principal
- To promote collaboration with industry, other academies and relevant organisations and actively seek opportunities to work together
- To develop effective links with the industry to ensure the Academy delivers industry-relevant curricula as well as lever in additional resources to support learning
- To promote continuous improvement to ensure our trainees and students are receiving the best education and career opportunities
- To engage fully and openly with any inspection of the Academy, whether by the DOT Board, Regional Schools Commissioner, Ofsted or any other appropriate public body to whom the Academy is accountable
- To support the DOT Board in its monitoring and evaluation of any central services or functions provided or procured by DOT

1.7 The Three Core Functions of Governance

The three core functions of governance are:

- Ensuring clarity of vision, values and strategic direction
- Holding executive leaders to account for the educational performance of the organisation, its students and its staff
- Overseeing the financial performance of the organisation and ensuring its money is well spent

Section 2: Day One Trust Vision and Strategy

2.1 Day One Trust Vision and Values

The vision for Day One Trust (DOT) is that it will:

- **Broaden and Diversify Talent** at all levels of the creative industries
- Deliver real world, **Industry Relevant Curricula**
- Build the organisation around progressive, **Incredible People** at all levels
- Place **Student Outcomes** and Academy progress at the heart of the organisation
- **Grow Selectively**, concentrating on the 16 to 19 age range

The DOT Board and Academy Boards will focus and hold the executive to account around delivery of this vision, which is grounded in the organisational values of:

Innovation, Integrity, Drive, Excellence and Collaboration

The values sit at the core of the organisation and are a reference point for all decisions. In line with good practice they embrace the Nolan Principles of public life (see section 3), are grounded around ensuring students receive

the very best education and preparation for adult life, and are communicated so they are understood by everyone in the school community.

The Chief Executive Officer (CEO) of DOT is responsible for embedding the vision and values throughout the organisation, developing the strategic approach to deliver it and ensuring that the governance structure and strategy aligns to this.

2.2 Monitoring Strategic Delivery

The DOT Board will monitor and chart progress towards the vision. The CEO is developing a framework that will allow Trustees to have a strategic overview of progress. Examples of the criteria and data are set out in the table below:

DOT Vision	Process Measurement	Outcome Data
Broaden and Diversify Talent	Students reached in admissions process Diversity of student body	Outcome and destination data for students
Industry Relevant Curricula	Numbers of students taking industry-relevant courses Interviews with industry recruiters	Qualifications achieved Destination data Student interviews Feedback from industry representatives
Incredible People	Number of applications for vacancies Feedback from recruiters	Staff/Student satisfaction surveys Student outcome data
Student Outcomes	Progress data Teacher reviews Ofsted reports	Qualification outcomes Destination data
Grow Selectively	Number of enquiries from other Trust/ Colleges	Increase in numbers of academies in the MAT

2.3 Annual Review Cycle

The All-Party Parliamentary Group on Education Governance and Leadership has produced sets of evaluative questions for trustees on the effectiveness of their strategic approach. These have been adopted by the DOT Board as detailed in Section 5.

DOT Board reviews the strategy for the MAT annually, holding an annual strategy meeting.

2.4 Accountability of Executive Team

In addition to strategic leadership, other core functions of governance are to hold executive leaders to account for the educational performance of the organisation, its students and its staff and to oversee the financial performance of the organisation and ensure its money is well spent.

The effectiveness of these functions was praised by Ofsted during their 2017 inspection of ELAM and hence the DOT Board have adopted the learnings and principles of the ELAM Board of Governors at that time.

“The governors are closely involved with, and strongly committed to, the academy and have a detailed understanding of its performance. They have a clear vision and high ambitions for all learners and use data effectively to monitor the academy’s performance”. Ofsted Report 2017

The DOT financial handbook has adopted the good practice of ELAM for use across DOT, and is included in this Governance Pack at Section 9. The aim is to maintain systems of financial control which conform to the requirements both of propriety and of good financial management:

- Three internal audits conducted each year by an accountancy firm and the reports and conclusions of these are delivered to the Finance, Audit and Operations (FAO) Committee
- Establishing a Finance, Operations and Audit Committee, to which the Chief Operating Officer (COO) reports directly. The COO’s report comprises of management accounts with an overview of key changes since the last meeting as well as the Income and Expenditure report to date; the current financial position, assessment of business risks and forward budget protection
- Ensuring all of the Trustees and FAO Committee are fully up-to-date on the Financial Handbook and that the Trust’s Financial Policy reflects this clearly
- Benchmarking against similar schools and other MATs
- Ensuring the FAO Committee has members with significant finance and operational expertise so as to scrutinise the reports fully.

In relation to charging to cover the cost of central services, the DOT has agreed the following principles:

- Central costs extracted before allocating budgets to the Academies
- Central costs comprised of the Operations, Finance, HR and CEO functions along with clerking and minor miscellaneous costs
- These functions used by all the Academies within the MAT
- Other central costs are allocated based upon each Academy’s percentage of students within the MAT
- Onward allocation of budget will be determined on a per student basis including adjustment based on localised inputs to the funding formula

2.5 Governance Strategy Plan

DOT’s governance strategy plan and priorities are set out below:

Year 1:

- Implement a three-tier governance model with day-to-day oversight and delivery delegated to individual academies
- Confirm the vision and values of DOT and communicate these throughout the organisation

- Set the first strategic delivery plan and set targets around delivery of the vision, education performance and financial stewardship

Year 2 – 3:

- Review annually progress towards achieving the vision
- Ensure LSA is ready for its first Ofsted inspection in 2021/22
- Review governance structure as DOT grows and adjust vision and values and strategic direction as necessary

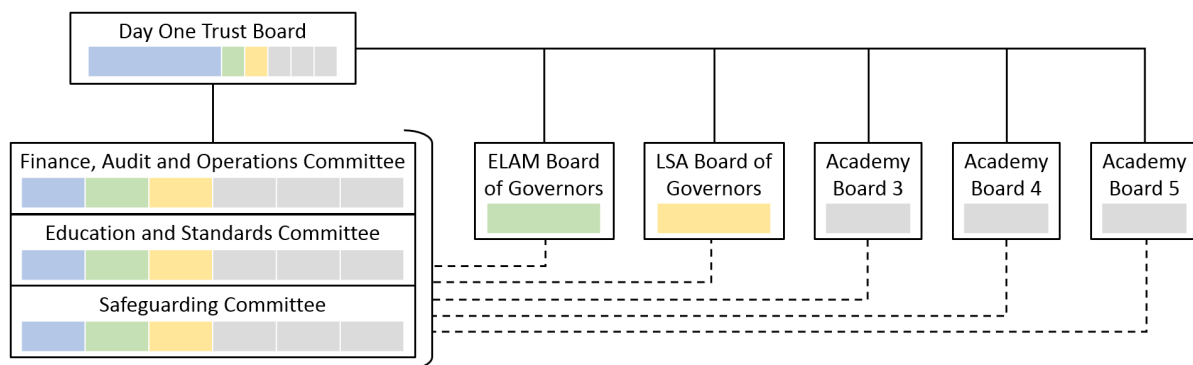
Ongoing:

- Conduct an annual skills audit and aim to fill any gaps with Governors and Trustees with appropriate experience
- Implement induction programme and training.

2.6 Day One Trust Growth Strategy

DOT has ambitions to grow so it is responsible for the education of at least 3000 students. DOT is clear, however, that growth has to be selective – focusing on the 16 to 19 age range and fully preparing students for careers in the creative industries.

DOT may grow by ‘bolting on’ new academies to the existing model as shown below. This will be effective for up to five academies but once growth exceeds that number or DOT expands into other cities or regions, a new model will be required.



The DOT Board will comprise of independent Trustees, the CEO, and a representative from each of the Academy Boards. Each committee will comprise of Governors from each Academy and be chaired by a Trustee.

Section 3: The Seven Nolan Principles of Public Life

All of the Day One Trust’s Members, Trustees, Governors and Directors are expected to adhere to the following principles:

1. Selflessness

Holders of public office should act solely in terms of the public interest.

2. Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. Honesty

Holders of public office should be truthful.

7. Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Section 4: Scheme of Delegation

4.1 Introduction and Key

The Scheme of Delegation sets out the decision-making responsibilities of the Members, Trustees, Governors and Academy Principals. The key below is used to denote level of responsibility in the following tables.

Item	Definition
	Group is unable to make decision
Y	Makes this decision
A	Is responsible for acting on this decision

4.2 People Decisions

People Decisions	Delegation			
	Members	Trustees	Governors	Principal
Members: Appoint/Remove	Y			
Trustees : Approve/Appoint	Y			
Role descriptions for Members	Y			
Role descriptions for Trustees/chair/	A	Y		

specific roles/committee members: agree				
Committee chairs: appoint and remove		Y		
Academy Board chairs: appoint and remove		Y	Y	
Clerk to DOT Board: appoint and remove		Y		
Clerk to Academy Board: appoint and remove			Y	

4.3 System and Structure Decisions

System and Structure Decisions	Delegation			
	Members	Trustees	Governors	Principal
Articles of association: agree and review	Y			
Governance structure (committees) for the Trust: establish and review annually		Y		
Terms of reference for committees (including audit if required, and scheme for school committees): agree annually		Y		
Terms of reference for Academy Boards: agree and review annually		Y		
Skills audit: complete and recruit to fill gaps		Y	Y	
Succession: plan		Y	Y	Y
Annual schedule of business for DOT Board: agree		Y		
Annual schedule of business for Academy Board: agree			Y	
Trustee / committee member contribution: review annually		A	A	A

4.4 Reporting Decisions

Reporting Decisions	Delegation			
	Members	Trustees	Governors	Principal
Trust governance details on trust and academies' websites: ensure		Y		
Academy governance details on academy website: ensure		Y		
Register of all interests, business, pecuniary, loyalty for Members/Trustees/committee members: establish and publish		Y		
Annual report on performance of the trust: submit to Members and publish		Y		
Annual report and accounts including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement demonstrating value for money: submit		Y		
Annual report			Y	A

4.5 Strategy Decisions

Strategy Decisions	Delegation			
	Members	Trustees	Governors	Principal
Determine trust-wide policies which reflect DOT's vision and values (facilitating discussions with unions where appropriate) including: admissions; complaints; expenses; health and safety, premises management; data protection and FOI; staffing policies including capability, discipline, conduct and grievance: approve		Y		

Determine academy policies which reflect the academy			Y	A
Determine academy level policies which reflect the academies ethos and values to include e.g. admissions; SEND; safeguarding and child protection; curriculum; behaviour: approve			A	Y
Central spend / top slice: agree		Y		
Management of risk: establish register, review and monitor		Y	Y	A
Engagement with stakeholders	Y	Y	Y	Y
DOT's vision and strategy, agreeing key priorities and KPIs against which progress towards achieving the vision can be measured: determine		Y		
Academies vision and strategy, agreeing KPIs against which progress towards achieving the vision can be measured: determine			A	Y
Academy Principal: Appoint and dismiss		Y		
Budget plan to support delivery of trust key priorities: agree		Y		
Budget plan to support delivery of school key priorities: agree			A	Y
DOT's staffing structure: agree		Y		
Academy staffing structure: agree			A	Y

4.6 Accountability Decisions

Accountability Decisions	Delegation			
	Members	Trustees	Governors	Principal
Auditing and reporting arrangements for matters of compliance (eg safeguarding, H&S, employment): agree		Y	Y	A
Reporting arrangements for progress on key priorities: agree		Y	Y	A
Performance management of Academy Principal: undertake		A	Y	
Trustee monitoring: agree arrangements	Y			
Governors monitoring: agree arrangements			Y	A

4.7 Financial Probity Decisions

Financial Probity Decisions	Delegation			
	Members	Trustees	Governors	Principal
COO for delivery of DOT's detailed accounting processes: appoint		Y		
DOT's scheme of financial delegation: establish and review		Y		
Academies scheme of financial delegation: establish and review		Y		
External auditors' report: receive and respond		Y	A	A
Academy Principal pay award: agree		A	Y	
Staff appraisal procedure and pay progression: monitor and agree		A	A	Y
Benchmarking and trust wide value for money: ensure robustness		Y		
Benchmarking and academy value for money: ensure robustness			Y	A

Develop trust-wide procurement strategies and efficiency savings programme		Y	A	
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Section 5: Governance Assessment and Training

5.1 Introduction to Governance Assessment and Training

The following section sets out evaluative questions produced by the All Party Parliamentary Group on Education Governance and Leadership (2015) to assess the effectiveness of Trustees on their strategic approach. Day One Trust will conduct a regular review of Governors performance, including these questions to guide recommendations for training and development activities.

5.2 All Party Parliamentary Group on Education Governance and Leadership, 2nd edition 2015 - 20 Questions Every Governing Board Should Ask Itself

Governing Board Effectiveness

Right skills: Do we have the right skills on the governing board?

1. Have we completed a skills audit which informs the governor specification we use as the basis of governor appointment and interview?

Effectiveness: Are we as effective as we could be?

2. How well do we understand our roles and responsibilities, including what it means to be strategic?

3. Do we have a professional clerk who provides legal advice and oversees the governing board's induction and development needs?

4. Is the size, composition and committee structure of our governing board conducive to effective working?

5. How do we make use of good practice from across the country?

Role of the chair: Does our chair show strong and effective leadership?

6. Do we carry out a regular 360° review of the chair's performance and elect the chair each year?

7. Do we engage in good succession planning so that no governor serves for longer than two terms of office and the chair is replaced at least every six years?

8. Does the chair carry out an annual review of each governor's contribution to the board's performance?

Vision, Ethos and Strategy

Strategy: Does the school have a clear vision and strategic priorities?

9. Does our vision look forward three to five years, and does it include what the children who have left the school will have achieved?

10. Have we agreed a strategy with priorities for achieving our vision with key performance indicators against which we can regularly monitor and review the strategy?

11. How effectively does our strategic planning cycle drive the governing board's activities and agenda setting?

Engagement: Are we properly engaged with our school community, the wider school sector and the outside world?

12. How well do we listen to, understand and respond to our students, parents and staff?

13. How do we make regular reports on the work of the governing board to our parents and local community?

14. What benefit does the school draw from collaboration with other schools and other sectors, locally and nationally?

Effective Accountability

Accountability of the executive: Do we hold the school leaders to account?

15. How well do we understand the school's performance data (including in-year progress tracking data) so we can properly hold school leaders to account?

16. Do governors regularly visit the school to get to know it and monitor the implementation of the school strategy?

17. How well does our policy review schedule work and how do we ensure compliance?

18. Do we know how effective performance management of all staff is within the school?

19. Are our financial management systems robust so we can ensure best value for money?

Impact: Are we having an impact on outcomes for students?

20. How much has the school improved over the last three years, and what has the governing board's contribution been to this?

Section 6: Day One Trust Board Terms of Reference

6.1 Core Values

The Day One Trust (DOT) Board will at all times:

- observe the highest standards of impartiality, integrity and objectivity in relation to the governance of DOT
- be accountable to its stakeholders and regulatory bodies for its activities
- engage in a partnership with the Executive Team

6.2 Expectations of Trustees

All Trustees are required to:

- follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (see Section 3)
- comply with:
 - the Articles of Association
 - these Terms of Reference
 - the Scheme of Delegation (see Section 4)
 - the Conflicts of Interest Policy (see Section 8)
- ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of DOT

- not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations
- participate actively in the induction process and any relevant training

6.3 Powers, Functions and Responsibilities of Trustees

The Trustees are responsible for the governance and supervision of DOT, its committees and the Academy Boards. The Trustees have a number of duties and responsibilities relating to the governance of DOT and its finances. In summary, the Trustees are responsible for:

- setting the vision, ethos and strategy for the DOT
- carrying on DOT in accordance with its objects as set out in the Articles of Association, and safeguarding the assets of the DOT
- designing the strategy and the governance structure for the DOT, from Member to Academy level, in keeping with the Articles of Association
- providing clarity, through the published Terms of Reference and the roles and functions overview set out in the Governance Pack, of the level at which the following governance functions are exercised
- the delegation of the running of the Academies and the direction of the education, pastoral care, financial and other policies of the Academies to the Executive Team
- ensuring sound management and administration of DOT by the Executive Team, ensuring there is strong and effective executive leadership structure and personnel in place across DOT, and ensuring the Executive Team is equipped with the relevant skills and guidance
- recruiting and performance managing each Academy's Principal
- determining Human Resources policy and practice
- financial controls and the financial management of DOT – including oversight of each Academy's budget - in accordance with the provisions of the Academies Financial Handbook
- setting the level at which the Academy Boards will have authority and accountability through the scheme of delegation
- setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon
- risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting DOT
- contributing to developing collaborative relationships with the creative industries
- ensuring DOT and the Academies are conducted in compliance with the general law
- developing the DOT Board to ensure it has the capacity, skills and succession plans to have a positive impact on outcomes for students

6.4 Accountability of Trustees

The Trustees are accountable to:

- the beneficiaries of DOT (students at the Academies, their parents and the local community) for the quality of education and pastoral care at the Academies, for matters of health and safety and for safeguarding and promoting the welfare of the students
- the Members, who are the guardians of the constitution and responsible for the educational outcomes and for financial oversight of the Trust
- the Department of Education (DfE), the Education and Skills Funding Agency (ESFA) and specifically the Secretary of State under the terms of the Funding Agreement

- the Secretary of State (in his or her role as principal regulator in respect of charity matters) for operating DOT for the public benefit, for the prudent management of DOT and its financial efficiency, and for compliance with legislation including charities legislation
- the employees of DOT for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety
- other regulatory authorities for compliance with regulated responsibilities to which DOT and the Academies are subject.

6.5 Conducting Trustees' Business

The Trustees are required to:

- act together and in person and not delegate responsibility of DOT to others
- act strictly in accordance with the Articles of Association
- act in DOT's interests only and without regard to their own private interests
- manage the DOT's affairs prudently
- not take personal benefit from DOT unless expressly authorised by the Articles or the Charity Commission
- take proper professional advice on matters on which they are not themselves competent

The Trustees should also hold the Executive Team to account. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, and also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of DOT.

The Trustees shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted).

The duties and responsibilities of Trustees are explained in further detail in:

- The Essential Trustee: what you need to know, what you need to do (CC3) (Charity Commission 2018) – <https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>
- The DfE Governance Handbook and the DfE Competency Framework for Governance – <https://www.gov.uk/government/publications/governance-handbook>

The Trustees shall also have regard to the Academies Financial Handbook - [Academies Financial Handbook - Guidance](#)

6.6 Chair of Trustees

The DOT Board shall appoint an individual from among their number to act as Chair. A change of Chair will require a notification to be made to the DfE, including a Disclosure and Barring Service (DBS) disclosure form to be submitted via DfE.

The main role of the Chair is to chair meetings of the DOT Board. He or she also provides leadership to the Trustees and acts as the main point of contact between the Trustees and the Executive Team.

Apart from any special responsibilities or powers given to the Chair in the Articles of Association (e.g. the right to chair meetings of the DOT Board and to have a second or casting vote in any case of an equality of votes at a meeting of the DOT Board), the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the CEO's appraisal) then this must be expressly delegated to him by the DOT Board.

6.7 Meetings of Trustees

There will be a minimum of three meetings of the Trustees each academic year. Meetings of the Trustees shall be convened and conducted as provided by the Articles. In determining the agenda for DOT Board meetings and committee meetings, the Trustees will have regard to the requirement on them to:

- ensure good financial management and effective internal controls
- comply with the Funding Agreement and the current version of the Academies Financial Handbook (or successor documents)
- receive and consider information on financial performance at least three times a year
- take appropriate action to ensure ongoing viability against agreed budgets

In consultation with the Chair, the DOT Company Secretary shall prepare an annual plan for the meetings of the Trustees.

6.8 Delegation of Powers of Trustees

Trusteeship (and directorship which necessarily follows) is a personal office of trust and responsibility and this cannot be transferred to another individual. However, in order to ensure the proper management of the Academies, the Trustees are able to delegate specific tasks to assist them in carrying out their duties and obligations.

It is for the DOT Board to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (e.g. the Chair) and what will be delegated to the Executive Team. The Trustees must also consider when and from whom they should take professional advice. In determining whether delegation is appropriate, the Trustees will have regard to the following principles:

- non-executive powers must be exercised by the Trustees personally and may not be delegated
- except when it is impracticable to do so, executive powers should be delegated to the Chief Executive Officer (CEO) and Chief Operating Officer (COO), who may authorise further delegation
- every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

The Trustees must not delegate any of their powers listed in Annex 1 (The Reserved Matters). Delegation can be made to:

- DOT Board committees including:
 - Finance, Audit and Operations Committee
 - Education and Standards Committee
 - Safeguarding Committee
- the Academy Boards
- any individual Trustee
- the Executive Team (which in turn may delegate to further individuals).

6.9 Stakeholder Voices

Trustees are asked to have regard to the voices of their various stakeholders and to put in place arrangements to receive feedback and to respond appropriately. This shall include the following, as they are involved in other elements/tiers of DOT governance and more broadly:

- Students

- Parents
- Staff

6.10 Risk Management

The Charities Statements of Recommended Practice ("the SORP") set out requirements for reporting on the risks to a charity.

The Trustees' report therefore must include a description of the principal risks and uncertainties facing DOT and any subsidiary undertakings, as identified by the Trustees. The report must also include a summary of the Trustees' plans and strategies for managing these risks. The Trustees must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management.

The Trustees are therefore responsible for:

- identifying the major risks that apply to DOT, including:
 - operational risks (employment issues, health and safety, fraud, service quality and development etc.);
 - financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.);
 - external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.); and
 - regulatory risks (compliance with legislation, changes in policies of the regulators etc.).
- making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
- making appropriate statements regarding the management of risks in the annual report.

The Finance, Audit and Operations Committee, supported by the Executive Team, shall maintain a risk register for approval by the Trustees, which will be subject to regular review. The risk register will have named individuals assigned to manage each area.

6.11 The Management of Conflicts of Interest

The Companies Act 2006 imposes a statutory duty on the Trustees to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of DOT. The duty is to:

- a) declare the nature and extent of any interest in any matter relating to DOT
- b) avoid any conflict of interest between that interest and the interests of DOT

In addition, charity law and guidance issued by the Charity Commission confers obligations on the Trustees to manage any conflict between a Trustee's duty to DOT and their own personal or business interests or for a Trustee to be influenced by conflicting duties to DOT and a third party.

Further details are set out in the Conflicts of Interest and Related Party Transactions Policy (see Section 8) with which the Trustees are obliged to comply.

6.12 Recruitment of Trustees

It is essential that the DOT Board has a proper mix of skills and experience. The Trustees must therefore be able to identify potential new Trustees in order to plan for succession, which combines continuity of experience and expertise with new ideas and energy. The DOT Board as a whole is responsible for ensuring that:

- the skills of any new Trustee fit in with DOT's requirements in the short, medium and longer term;
- each new Trustee is not disqualified from acting as a Trustee by any provision of DOT's Articles of Association (including the requirement that he is not disqualified as a company director or charity trustee);
- there is a system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new Chair), are completed before or as soon as practicable after a Trustee takes up position; and
- the new Trustee understands the responsibility he/she is taking on and consents to act as a Trustee.

Each new Trustee will be inducted to ensure that he/she understands the nature and extent of the role and responsibilities. It is the duty of a new Trustee to ensure that he/she is familiar with the Objects of DOT; its history and ethos and the nature and extent of its activities; and the content of DOT's Articles of Association.

- The DOT Company Secretary, on behalf of the Trustees, shall provide each new Trustee with:
- the Academy Trust's Articles of Association
- these Terms of Reference
- the Scheme of Delegation to the Executive Team
- the Governance Pack
- the Conflicts of Interest and Related Party Transactions Policy

New Trustees shall be required to sign the declaration set out in Annex 2 (Trustee Declaration on Appointment).

The Trust Company Secretary shall ensure that any appointment of a new Trustee is notified to the ESFA (via Edubase) within 14 days of the appointment (as required under the Academies Financial Handbook).

6.13 Training and Development of Trustees

The Trustees shall ensure that the DOT Board has the skills and experience needed to perform its functions effectively. Trustees shall also be kept up to date with developments in the legal and regulatory framework in which DOT operates. The Trustees have in place an annual review framework, with a view to identifying potential gaps in the range of skills and any requirements for training.

Section 7: Academy Board Terms of Reference

7.1 Remit of an Academy Board

The role of an Academy Board is to provide governance for the Academy at a local level. The Academy Board monitors the Academy's key performance indicators (KPIs) and acts as a critical friend to the Principal and the Academy's senior leadership team, providing challenges where appropriate.

The Academy Boards carry out their functions in relation to their respective Academy on behalf of the Day One Trust (DOT) Board and in accordance with policies determined by the DOT Board. The act of delegation from the DOT Board to the Academy Boards is a delegation of powers and duties, and not a shedding of responsibilities.

7.2 Intervention

The Academy Board will work closely with the DOT Board and the Executive Team and will implement promptly any advice or recommendations made by the DOT Board or the Executive Team, in respect of standards and performance, particularly where areas of weakness have been identified (either internally within DOT, or externally by the Regional Schools Commissioner or Ofsted).

The DOT Board reserves the right to review or remove any power or responsibility conferred on the Academy Board under this constitution and terms of reference, in particular, in circumstances where serious concerns in the running of the Academy are identified, including where:

- there are concerns about financial matters
- there is insufficient progress being made against educational targets (including where intervention by the Secretary of State is being considered or carried out)
- there has been a breakdown in the way the Academy is managed or governed
- the safety of students or staff is threatened, including a breakdown of discipline.

Where necessary, the DOT Board will put in place for an appropriate period of time an intervention board, whose responsibility will be to address the areas of weakness.

7.3 Composition of Academy Boards

Each Academy Board comprises a maximum of twelve members (referred to here also as *Governors*) including:

- up to two Governors, one of whom will serve as Chair, who also serve as Trustees on the DOT Board
- the Principal of the Academy, the CEO of the Trust and the Trust Finance Director ('ex officio' – which means by virtue of the position they hold)
- up to one member serving in a leadership role at another DOT school
- up to eight Governors nominated by the Chair and Vice-Chair of the Academy Board, and the Principal of the Academy, and accepted formally by the Academy Board as Governors. As above, candidates for appointment as Governors cannot be staff of the Academy, any other DOT Academy or of the wider DOT.

The DOT Board will be advised of appointments to the position of Governors on the Academy Boards.

Each Academy Board shall have a Chair and a Vice-Chair.

The length of service of all Governors and the Clerk to the Academy Board shall be four years. Subject to remaining eligible to be a Governor, any Governor may be reappointed or re-elected at the end of his or her term.

Every person wishing to become a Governor will be required to sign a declaration of acceptance and of willingness to act as a Governor, in the form set out in Annex 3 (Governor Declaration on Appointment).

Governors shall also make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service.

7.4 Commitment of Governors

Governors are asked to:

- prepare for and make an active contribution at meetings of the Academy Board;
- champion the Academy in the local community;
- familiarise themselves with the Academy's policies;
- visit the Academy both during school hours (with prior arrangement with the Principal) and for evening events to get to know the Academy and to be visible to the Academy community
- attend training sessions for Governors, where possible.

7.5 Stakeholder Voices

Academy Boards are expected to have regard to the voices of their various stakeholders (especially students, parents and staff) and to put in place arrangements to receive feedback and to respond appropriately. This includes engaging stakeholders through defined governance arrangements (including elected parent and staff governors on the Academy Boards) and more broadly.

Accessing and responding to students' collective concerns is an important part of the operations and governance of DOT academies. Each Academy Board is expected to give due regard to issues that are raised through the student council, and the management actions taken in response to the issues.

7.6 Appointment and Particular Responsibilities of Governors

Chair

The Chair is appointed by the Governors and confirmed by the Trustee board. The term of office of the Chair is two years, and the Chair is eligible for reappointment at the end of that term. The DOT Board is entitled to remove the Chair from office at any time, although this would not necessarily affect the individual's position as a Governor.

The Chair and Vice-Chair will ordinarily meet with the Principal of the Academy and the Clerk before the start of the academic year to plan the work of the Academy Board for the year. The responsibilities of the Chair include the following:

- to chair meetings of the Academy Board
- to set the agenda for meetings with the Principal and Vice-Chair
- to report to the DOT Board in writing following any Academy Board meeting, if requested
- to give an oral summary of the Academy Boards deliberations, if requested, at meetings of the DOT Board
- to provide a direct link between the Academy Board and the DOT Board.

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the Academy Board, the Chair of the Academy Board (or the Vice-Chair of the Academy Board in his or her absence) in consultation with the Chair of the DOT Board, shall take appropriate action on behalf of the Academy

Board. The decisions taken and the reasons for urgency shall be explained fully at the next meeting of the DOT Board and of the Academy Board.

Vice-Chair

The Vice-Chair is appointed by the Governors. The term of office of the Vice-Chair is two years, and the Vice-Chair is eligible for reappointment at the end of that term.

The responsibilities of the Vice-Chair include the following:

- to deputise for the Chair in his or her absence
- to set the agenda for meetings of the Academy Board with the Chair, if requested.

In the absence of both the Chair and the Vice-Chair at a meeting, the Academy Board will elect a temporary chair from among their number.

Staff Governors

The teacher member of the Academy Board shall be elected by the teaching staff at the relevant Academy. The support staff member of the Academy Board shall be elected by the support staff of the relevant Academy. The responsibilities of the Staff Governors are to help reflect the interests and opinions of teaching and non-teaching staff at the Academy to the Academy Board and to act in concert with the other Governors in the best interests of the Academy.

Elected Parent Governors

Parent Governors for each Academy Board shall be elected in accordance with the process set out below:

- When a vacancy arises, the Academy Board will write to all parents of students at the Academy seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Parent Governor and their background and experience that makes them suitable for the role
- In the event that the number of nominees equals or is less than the number of vacancies on the Academy Board, the Academy Board can choose to appoint all (or any) of those nominated
- If there are more nominees than places available, the Academy Board will write to all parents of students at the Academy asking them to vote for their preferred candidate.

A Parent Governor should be a parent or carer of a registered student at the relevant Academy or where this is not reasonably practical, a person who is the parent of a child of compulsory school age.

The responsibilities of the Parent Governor are to help reflect the interests and opinions of the Parent Body of the Academy to the Academy Board and to act in concert with the other Governors in the best interests of the Academy.

Other Responsibilities

Each Academy Board shall appoint from among its members, individuals with specific responsibilities which shall include:

- a Governor with responsibility for SEND and inclusion
- a Governor with responsibility for safeguarding

Clerk to the Academy Board

The Academy Board shall appoint a Clerk to the Academy Board who must not be a Governor. In the absence of the Clerk, the Academy Board shall elect a replacement for the meeting (who may be a Governor).

The responsibilities and functions of the Clerk to the Academy Board are as follows:

- convene meetings of the Academy Board including sending notices and papers of meetings
- attend meetings of the Academy Board and ensure minutes are produced
- maintain a register of members of the Academy Board including their terms of office and report any vacancies to the Academy Board, ensuring this information is on the Academy's website and liaising with the Finance and Operations Director to ensure the Academy's governor details in Edubase are up-to-date
- maintain a register of any relevant personal or business interests of Academy Board members, and ensuring a summary is published on the Academy website
- maintain a register of Governors' attendance at meetings and report on non-attendance to the Academy Board
- report to the Academy Board as required on the discharge of the Clerk's functions
- perform such other functions as shall be determined by the Academy Board from time to time.

7.7 Ceasing to be a Governor

A Governor's term of office will be terminated if:

- any event or circumstance occurs which would disqualify him or her from the office of Governor under the Articles were he or she to hold such office
- he or she has, without the consent of the Academy Board, failed to attend Academy Board meetings for a continuous period of six months, beginning with the date of the first such meeting he or she failed to attend and the Chair and the Vice-Chair agree that the term of office should be terminated
- he or she resigns from office by notice to DOT
- he or she is removed from office by the DOT Board.

7.8 Convening Meetings of the Academy Board

Meetings of the Academy Board will be held in each term and an additional meeting may be held in the Autumn term.

The Clerk to the Academy Board shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting. However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

Any two Governors may call a meeting by giving written notice to the Clerk, which includes a summary of the business they wish to carry out. It shall be the duty of the Clerk to convene a meeting as soon as reasonably practicable.

The Governors may invite persons who are not Governors (such as a member of a committee, any employee, any student, any professional adviser and any experts of any kind) to attend the whole or part of any meeting for

purposes connected with the meeting. The convening of a meeting and the proceedings conducted at meetings shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

7.9 Voting at Meetings of the Academy Board

The quorum for meetings of the Academy Board and for any vote on a matter at such meetings is one half of the total number of Governors in office at that time (rounded up to the nearest whole number).

A meeting shall be terminated if the number of Governors present ceases to constitute a quorum. Where a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

Any Governor shall be able to participate in, and be counted as present at for the purposes of the quorum, meetings by telephone or video conference provided that:

- he or she has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he or she shall be taking part at the time of the meeting at least 48 hours before the meeting
- the Academy Board has access to the appropriate equipment
- provided that, if after all reasonable efforts it does not prove possible for that Governor to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.

Every question to be decided upon at a meeting of the Academy Boards shall be determined by a majority of the votes of Governors present and voting on the question. Votes tendered by proxy shall not be counted. Where there is an equal division of votes, the Chair has a casting vote.

The Governors may act notwithstanding any vacancies, but, if the number of Governors is less than the number fixed as the quorum, the continuing Governors may act only for the purpose of filling vacancies.

A resolution in writing, signed by all Governors entitled to receive notice of a meeting shall be valid and effective as if it had been passed at a meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Governors and may include an electronic communication by or on behalf of the Academy Board indicating his or her agreement to the form of resolution, providing that the Governor has previously notified the Academy Board in writing of the email address or addresses which the Governor will use.

7.10 Interests of Governors

Governors shall complete a register of their relevant personal and business interests, which shall be reviewed annually and published in summary on the Academy's website.

Any Governor who has any duty or personal interest that conflicts or may conflict with his or her duties as a Governor shall:

- disclose that fact to the Academy Board as soon as he or she becomes aware of it, as a new declaration of interest. A Governor must absent himself or herself from any discussions of the Academy Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Academy and such duty or personal interest
- withdraw from any meeting for that item unless expressly invited to remain in order to provide information
- not be counted in the quorum for that part of any meeting
- withdraw during the vote and have no vote on the matter.

7.11 Committees of the Academy Board

The Academy Board may establish committees to carry out certain functions of the Academy Board. The Academy Board must determine the constitution, membership and terms of reference of any committee it decides to establish and review them annually.

7.12 Minutes

Attendance at each Academy Board meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the Academy Board. Actions agreed at the meeting will be circulated within 2 days. Draft minutes, the written record of the meeting will be available within seven days. The written record (once approved by the Chair of the relevant Academy Board meeting) shall be forwarded by the Clerk to the Academy Board as soon as is reasonably practicable to the CEO, COO and the Chair of the DOT Board (and/or whoever else they specify).

7.13 Delegation to the Academy Board

The Academy Board shall have the roles set out in this section and any other role that the DOT Board agree shall be carried out by the Academy Board, and that is communicated in writing to the Chair of the Academy Board.

General

The governance of the Academy is delegated to the Academy Board who may exercise the powers of DOT in so far as they relate to the Academy, subject to:

- any restrictions in the Companies Act which requires a decision of the Members or the DOT Board
- the Articles
- Policies and Procedures set by the DOT Board
- a specific decision of the DOT Board
- the reserved matters as set out in Annex 1 (Reserved Matters).

The DOT Board and the Academy Board acknowledge that they each play a crucial role in the governance of the Academy and commit to working together in the best interests of DOT and the Academies. They also acknowledge that the duties and responsibilities in relation to the operation of DOT sit with the DOT Board and as such the DOT Board is entitled:

- to overrule a decision of the Academy Board
- to remove delegated powers from an Academy Board
- if (in their reasonable opinion) they consider it to be in the best interests of the Academy or DOT.

Decision Making

The relationship between the DOT Board and the Academy Board is underpinned by the principles that there should be no duplication of governance and governance should be as close to the point of impact of decision-making as possible.

The Scheme of Delegation provides further clarity as to who the decision makers are for different levels of decision (see Section 4).

Financial Matters

The Academy Board shall assess the annual budget for the subsequent financial year prepared by the Academy's Principal and senior leadership team, and submit the budget to DOT's Finance, Audit & Operations Committee for consideration, in accordance with the timeline specified by the DOT Board.

Subject to the paragraph below, the Academy Board shall have the power to expend funds of the DOT Board which relate to the Academy as it considers in the best interests of the Academy and in accordance with the DOT Finance Handbook. The Academy Board shall have regard to:

- the objects of the Trust and the restrictions attached to any grant funding;
- the Academy's developmental priorities as set out in the Academy Development Plan
- financial sustainability.

In line with their duties and responsibilities as trustees and directors, the Trustees shall be entitled to determine that a proportion of the budget in respect of the Academy be held centrally for the following reasons:

- to be allocated to the provision of central services received by the Academy;
- in pursuance of the DOT's reserve policy; and/ or
- as otherwise may be determined by the Trustees acting reasonably and in the best interests of DOT.

Contractual Authority

The Academy Board is authorised to enter into a contract on behalf of DOT in so far as it relates to the Academy provided that:

- the contract does not exceed the value specified in the Finance Handbook from time to time
- the contract has been procured in compliance with the Trust's procurement policy and in accordance with the Academies Financial Handbook
- consideration is given as to whether the contract constitutes a 'related party transaction'
- the contract does not relate to the following services
 - HR
 - payroll
 - accountancy
 - audit
 - education inspection
 - leadership and CPD
 - energy supplier and energy management
 - financial management systems
 - management information systems
 - ICT systems and ICT hardware supplier contracts
 - telecommunication systems
 - stationery and consumables supplier contracts

- catering contracts
- cleaning contracts
- facilities management
- capital works
- health and safety management systems

unless:

- a) in the case of leadership and CPD support, it complements rather than duplicates the DOT offer or, in any other service area, the Finance and Operations Director has been consulted; or
- b) the contract is of a low value and short term (in the view of the Academy Board acting reasonably).

7.14 Key Functions of the Academy Board

The Academy Board is asked to carry out the following functions:

Governance

- To champion the DOT vision and values in the Academy and to ensure the wellbeing of the students
- To determine the specific focus, mission and ethos of the academy reflecting the wider character, mission and ethos of DOT
- To ensure that the school has a medium to long-term vision for its future and a robust strategy for achieving it
- To appoint (and remove) from its number, the Chair, Vice-Chair and Governors with specific responsibilities for special educational needs and inclusion, safeguarding, statutory grants (including student premium), health and safety and financial matters
- To appoint a Clerk
- To review, amend and scrutinise the implementation of the policies of the Academy (in line with any DOT prescribed policy)
- To implement a means whereby the Academy can receive and react to student, parental and staff feedback
- To establish and maintaining a relationship with the members of the local community and the creative industries.

Finance and Contracts

- To recommend the annual budget for the Academy for submission to the DOT's Finance, Audit & Operations committee
- To monitor the Academy's delegated budget and ensure that any variances are reported to the DOT's Finance, Audit & Operations committee for approval
- To monitor income, expenditure and cash flow of the Academy
- To ensure proper financial controls are in place at the Academy
- To maintain a register of Academy Board members' business and personal interests
- To ensure provision of free school meals to those students meeting the criteria
- To enter into contracts up to the limits of delegation and within an agreed budget
- To support the DOT Board in its monitoring and evaluation of the delivery of any central services/functions provided/procured by DOT.

Curriculum and Standards

- To approve the curriculum proposed by the Principal (to the extent that it is consistent with the Trust-wide policy)
- To ensure effective processes are in place for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Academy
- To monitor the KPI figures reported from the Principal relating to standards
- To develop, monitor and approve the Academy Development Plan in tandem with the Self-Evaluation Framework.

SEND

- To appoint a Governor responsible for SEND and inclusion
- To review and maintain the Academy's SEND policy consistent with any trust-wide policy
- To provide oversight of the implementation of the policy within the Academy and compliance with the Disability Discrimination Act requirements.

Safeguarding

- To appoint a designated governor for safeguarding
- To adopt the DOT safeguarding and child protection policy for the Academy and monitor/ensure its implementation
- To ensure the completion of the single central record.

Behaviour

- To review and maintain a behaviour policy for the Academy (in line with any trust-wide policy)
- To convene a committee to review the exclusion of a student by the Principal.

Admissions

- To undertake consultation, publish admissions and determine arrangements consistent with the DOT admissions policy, as required in accordance with the School Admissions and Appeals Codes
- To make arrangements for determining admissions and hearing admission appeals
- To ensure effective arrangements are in place for student recruitment
- To contribute to the development of the Academy prospectus.

Student Related Matters

- To review attendance and student absences (as part of the KPI report)
- To appoint a Governor responsible for statutory grants including pupil premium
- To monitor the impact of the pupil premium in the Academy
- To monitor the impact of other ring-fenced grants such as the Sports Premium
- To adopt the DOT Complaints policy
- To hear complaints at the relevant stage
- To ensure effective arrangements are in place for student support and representation at the Academy
- To support DOT and the Principal in the extended school provision in the Academy.

Staffing

- To participate in the process to appoint the Principal as requested by the Executive Team (acting with the delegated authority of the DOT Board).
- To take part in the performance management of the Principal

- To support the Principal in the development and review (from time to time) of an appropriate staffing structure for the Academy and for the appointment of Academy staff to ensure that the Academy is fully staffed in accordance with that structure
- To ensure that there is effective communication between the Principal and the CEO
- To ensure that DOT's policies on all HR matters are implemented in the Academy
- To monitor the implementation of DOT's policies at the Academy for HR matters including the appointment, induction and performance management of staff, pay review process and procedures for dealing with disciplinary matters, grievances and dismissal.

Information Management and Communication

- To ensure the effective implementation of the data protection policies and procedures in the Academy
- To ensure systems are in place in line with DOT's strategy at the Academy for effective communication with students, parents or carers, staff and the wider community including the support of a local parent teacher association (if established).

Health, Safety, Risk and Estates

- To appoint a Governor responsible for health and safety
- To review the risk register of the Academy and prepare risk reports as required
- To adopt a health and safety policy for the Academy (in line with the Trust-wide policy)
- To review the implementation of the above policy and ensure that appropriate risk assessments are being carried out in the Academy
- To conduct site inspections to review any health and safety issues and the security of premises and equipment.

Section 8: Conflicts of Interest and Related Party Transactions Policy

8.1 Purpose and Scope

This document sets out the principles for managing potential and actual conflicts of interests or duty affecting the Trustees and Members of Day One Trust (DOT). Its purpose is to enable Trustees and Members to ensure the open and proper management of any particular conflict. The main duties relating to the management of conflicts of interest fall to the Trustees. However, there are also requirements on the Members as well and so these are also specified below.

8.2 Background

Trustees have a legal obligation to act in the best interests of DOT and in accordance with its Articles of Association (articles), its policies and the laws that apply to it. (This will include any additional requirements of the funding agreement with the Secretary of State and the Academies Financial Handbook). They are expected to act impartially and objectively, and to take steps to avoid conflicts of interest or duty.

Conflicts inhibit free discussion, may result in decisions that are not in the best interests of DOT and risk giving the impression that the Trustees (or Members) have acted improperly. Conflicts can come in all shapes and sizes. The Trustees and the Members should be alive to this, and each Trustee and Member has a responsibility to identify where there may be a conflict in relation to themselves or a person connected to them.

This policy is not intended to inhibit the normal course of business. While recognising that identifying and managing conflicts is very important, the Trustees wish to deal with them in a way which recognises the materiality of the risk that a particular conflict may pose to the best interests of DOT.

8.3 Legal context

There are some fundamental legal issues Trustees should ensure they understand. These are summarised below.

8.3.1 Duty to avoid conflicts

Every Trustee owes a duty to avoid any conflict of interest or loyalty. The duty is not simply to mitigate any conflicts that arise, but to avoid them altogether. In this context the duty does not simply relate to actual conflicts of interest or loyalty, but rather a Trustee must avoid a situation where he has, or can have, a direct or indirect interest or loyalty that conflicts, or possibly may conflict, with DOT's interests.

8.3.2 Types of conflict

A conflict will typically arise where a Trustee has:

- a conflict of loyalty; and/ or
- a personal interest (i.e. monetary interest) in a proposed transaction. This is often referred to as a 'Trustee Benefit' or a 'Related Party Transaction'.

These are considered in further detail below.

8.3.3 Conflicts of loyalty

A Trustee who owes a duty to another body (which may be because they are a governor, trustee, director, shareholder, member, officer or employee of that other body) might find that that duty conflicts with their duty to DOT. Even though the Trustee might not have any personal (i.e. monetary) interest in the transaction, and cannot benefit from it personally, he or she will have a conflict of loyalty.

8.3.4 Trustee benefits and related party transactions

In some cases, a conflict of interest or loyalty might also involve a payment being made to the Trustee or a person (or business) connected to a Trustee. This is referred to as a 'Trustee Benefit'. A transaction which is entered into which confers a Trustee Benefit is referred to as a 'Related Party Transaction'.

In order for a Trustee to receive a Trustee Benefit, there must be express legal authority. Such authority might be given under the Articles of Association (typically subject to a specific procedure being complied with) or on a case by case basis by the Charity Commission.

If a Trustee Benefit is received by a Trustee without authority, this will amount to a breach of trust and the relevant Trust could be liable for repaying all or part of the Benefit to DOT. This is irrespective of whether DOT might have received value (e.g. services provided) in return for the Benefit.

We consider Trustee Benefits and Related Party Transactions in more detail in section 8.10.1 below.

8.4 Declaration of interests by both Trustees and Members

On their appointment, and at least once each year, Trustees and Members must declare their interests through the form provided in Annex 4 (Declaration of Business Interests Form). This includes:

- directorships, partnerships and employments with businesses

- trusteeships and governorships at other educational institutions and charities
- any material interests arising from close family relationships between the Members or Trustees, and relationships between Members or Trustees and employees

The Clerk to the Trustees will use the information provided by Trustees and the Members to maintain a register of interests. The register will be accessible to all Trustees and Members.

Trustees and Members should amend their declarations of interest as soon as possible following any change in their circumstances and will, in any event, be invited to update their entries at the first Trustees' or Members' meeting in each calendar year.

In addition to completing and updating the declaration of interests, every Trustee must declare to the other Trustees and the Clerk to the Trustees the nature and extent of any direct or indirect interest he or she may have in any existing transaction or arrangement with DOT or any transaction or arrangement proposed with DOT of which the Trustee is aware.

A Trustee's declaration must be made to the other Trustees and the Clerk to the Trustees:

- at a Trustees' meeting at which the transaction or arrangement is to be discussed
- by written notice sent by post or email to the other Trustees and the Clerk to the Trustees using the form of notice attached in Annex 5 (Notice of Interest).

The Trustee must give notice to the other Trustees and the Clerk to the Trustees before any proposed transaction or arrangement is entered into or, in any other case, as soon as reasonably practicable. The declaration of any interest will be an agenda item for every Day One Trust Board and committee meeting.

If Trustees are unsure of what to declare, or whether/when their declaration needs to be updated, they should contact the Clerk to the Trustees for guidance.

8.5 Publishing Information Relating to Trustees' and Members' Interests

In accordance with the Academies Financial Handbook, the Clerk to the Trustees must publish relevant business and pecuniary interests of Trustees and Members (including governance roles in other educational institutions) on the DOT website. An interest will be considered to be 'relevant' in circumstances where it might give rise to a potential conflict of interest.

DOT shall take advice from its auditors in respect of the disclosure of interests and in particular, Related Party Transactions in the preparation of its annual report and accounts to ensure full compliance with the Statement of Recommended Practice (the Charities SORP, FRS 102, effective 1 January 2015).

8.6 Data protection

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 1998. Data will be processed only to ensure that Trustees and Members act in the best interests of DOT. The information provided will not be used for any purpose other than those set out in this policy, or the declarations or notices themselves.

8.7 Managing the Conflict of Interest

Where a Trustee has an interest or a loyalty exists which conflicts or may conflict with his or her duties as a Trustee of DOT, the Trustee must:

- disclose that fact as soon as he or she becomes aware of it
- absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of DOT and any other duty or personal interest he or she might have

Where a Member has an interest or loyalty which conflicts or may conflict with his duties as a Member of DOT, the Member must:

- disclose that fact as soon as he or she becomes aware of it
- if requested by the other Members, absent himself or herself from any discussions of the Members in which it is possible that a conflict will arise between his or her duty to act solely in the interests of DOT and any other duty or personal interest he or she might have.

8.8 Parent Trustees and Members

Trustees and Members who are also parents of students at a DOT school will have a personal interest in the provision of education to their child. The articles allow parent Trustees and Members, as beneficiaries, to receive educational services on the same terms as those provided to all students by DOT.

In order to manage the potential conflict that may arise for parent Trustees as a result of their interest in their child's education by DOT:

- a parent Trustee should not vote or count in the quorum on, or discuss, any matter which relates specifically to their child. This will include any decision in respect of disciplinary action which might be taken against him or her
- a parent Trustee is authorised to vote and count in the quorum and discuss any matter which relates to students of DOT schools generally.

Should such matters arise at Members' meetings, the above will also apply in respect of Parent Members.

Parent Trustees and Members should give a notice declaring their interest in their child's education by DOT. The interest will be identified in the register of interests.

8.9 Expenses

The Charity Commission describes expenses as "refunds by a charity of legitimate payments which a trustee has had to meet personally in order to carry out his or her trustee duties". 'Expenses' includes:

- the reasonable cost of travelling to and from trustee meetings, and on trustee business and events
- the reasonable cost of childcare, or care of other dependents (for example, an elderly parent) whilst attending trustee meetings
- the cost of postage and telephone calls on charity business
- cost of reasonable overnight accommodation and subsistence (including any essential care costs) while attending trustee meetings or other essential events such as voluntary sector conferences or specialist training courses.

The following should not be classified as expenses:

- compensation for loss of earnings whilst carrying out trustee business
- honoraria payments (small or token sums not intended to reflect the true value of the service provided)
- expenses in connection with foreign travel.

The Chair of the Day One Trust Board, (or in his or her absence, the Vice-Chair) has the authority to approve expense claims from Trustees.

Expense claims should normally be supported by bills or receipts, except where it is impractical to expect this, for example, where very small amounts are claimed.

8.10 Trustee Benefits and Related Party Transactions

8.10.1 What is a 'Benefit'?

A 'Benefit' includes any property, goods or services which may have a monetary value, as well as money. This will include payments to a Trustee for providing goods or services to DOT on normal commercial terms. A Trustee who may derive any personal benefit of this kind from a transaction with DOT will have a conflict between their duty to DOT and their own personal interest in the benefit. It is the potential benefit (rather than any actual benefit) which gives rise to this conflict of interest.

Payments which are made from subsidiary companies to Trustees (or persons connected to Trustees as set out below) will also be caught by the restriction.

Payments in respect of expenses are not classified as 'Benefits' and are considered in further detail in section 8.9 above and 8.10.3 below.

8.10.2 Connected Persons

The restriction on the receipt of Trustee Benefits also extends to persons or bodies which are connected to the Trustee. A Trustee can be put in a position of conflict where DOT enters into a transaction or arrangement with a member of their family or a business in which they are a shareholder or partner or anyone else who is "connected" to them. Any benefit to the connected person is a benefit to the Trustee. The definition of a connected person for these purposes is as follows:

- a) any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Trustee or any person living with the Trustee as his or her partner
- b) a firm or company in which the Trustee is: a partner, an employee, a consultant, a director, a member or a shareholder (unless the payment is to any company which has shares listed on a recognised stock exchange and in which a Trustee owns no more than 1% of the issued shares)
- c) a firm or company in which an individual listed in (a) above is connected in the ways set out in (b)

8.10.3 General Trustee Benefits

Trustees are expressly authorised to receive the following "general" Benefits (i.e. Benefits that are available to all Trustees):

- indemnity insurance paid for by DOT
- indemnity payments from DOT under its Articles

- reasonable expenses properly incurred by the Trustee in acting as a Trustee and paid or reimbursed by DOT (which are not considered to be 'Benefits' at all) but excluding expenses in connection with foreign travel
- payments to any company which has shares listed on a recognised stock exchange and in which a Trustee owns no more than 1% of the issued shares

8.10.4 Specific Trustee Benefits

In addition, Trustees may also receive the following "specific" Benefits (i.e. Benefits made available to individual Trustees) in accordance with an authority under DOT's articles:

- payments made to any Trustee in their capacity as a beneficiary of DOT
- payments received under a contract of employment
- reasonable and proper remuneration for goods or services supplied to DOT, other than for acting as a Trustee
- interest on money lent to DOT by a Trustee at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees, or 0.5%, whichever is the higher
- rent on property leased to DOT by a Trustee if the amount of the rent and the other terms of the lease are reasonable and proper rate.

These Benefits however will only be authorised if the conditions set out in Article 6.8. of the Articles of Association of DOT are adhered to.

Please note that a Trustee cannot receive payment for acting as a Trustee, unless this is specifically authorised by the Charity Commission.

8.10.5 The Management of Trustee Benefits and Related Party Transactions

A flowchart is included in Annex 6 (The Management of Related Party Transactions) to assist in the identification and management of Trustee Benefits. The minutes of the Trustees' meeting will record the nature and extent of any conflict and summarise the discussion and the actions taken to manage the conflict.

8.11 Buying services from Trustees/ Members/ connected persons

When buying services from Trustees (or persons or bodies connected to Trustees) or Members, in addition to complying with the necessary procedures relating to Related Party Transactions as set out in Annex 6 (The Management of Related Party Transactions) where relevant, DOT will need to ensure that:

- the contract had been properly procured in accordance with the DOT procurement policy
- the terms of the Academies Financial Handbook relating to the 'at cost' principle have been complied with - i.e. that the contract is not 'for profit' (see the Handbook for further details).

8.12 Further reading

Further guidance on the management of conflict of interests can be found in CC29, May 2014:

<https://www.gov.uk/government/publications/conflicts-of-interest-a-guide-for-charity-trustees-cc29>

Further guidance on the matter of Trustee Benefits can be found in CC11, March 2012:

<https://www.gov.uk/government/publications/trustee-expenses-and-payments-cc11>

Section 9: Financial Handbook

Please note that the Financial Handbook is a standalone document, with a link here:

[DOT Financial handbook](#)

Annex 1: Reserved Matters

The Reserved Matters are:

Members (subject to such other consents/ requirements as might be required by law or the Funding Agreement)

1. To change the name of the Academy Trust;
2. To change the Objects (which would require Charity Commission and Secretary of State consent);
3. To change the structure of the Trust Board;
4. To amend the Articles of Association;
5. To pass a resolution to wind up the Academy Trust;
6. To appoint the auditors (save to the extent that the Trustees may make a casual appointment).

Trustees (subject to such other consents/ requirements as might be required by law or the Funding Agreement)

7. To change the name of the Academies;
8. To determine the educational character, mission or ethos of the Academies;
9. To adopt or alter the constitution and terms of reference of any committee of the Trust Board;
10. To terminate a supplemental funding agreement for an Academy;
11. To establish a trading company;
12. To sell, purchase, mortgage or charge any land in which the Academy Trust has an interest;
13. To approve the annual estimates of income and expenditure (budgets) and major projects;
14. To appoint investment advisors;
15. To sign off the annual accounts;
16. To appoint or dismiss the Chief Executive Officer, the Finance Operations Director, the Company Secretary or the Clerk to the Trustees;
17. To do any other act which the Funding Agreement expressly reserves to the Trust Board or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it);
18. To do any other act which the Articles expressly reserve to the Trust Board or to another body; or
19. To do any other act which the Trust Board determines to be a Reserved Matter from time to time.

Annex 2: Trustee Declaration on Appointment

Day One Trust (**Academy Trust**)

I confirm that I am willing to act as a director of the Academy Trust ("a Trustee"). I further confirm that I am not disqualified from so acting by virtue of any provisions of the Articles of Association of the Academy Trust, including, but not limited to, the requirement that I am not disqualified from acting as a charity trustee or director by virtue of section 178 of the Charities Act 2011 (extract included below).

Signed

Full name

Address

.....

.....

.....

.....

Date

Please sign and retain the additional copy of this document with your records.

Day One Trust: a company limited by guarantee.

Company registration number: 08246407 Registered office: 45 Maltings Close, E3 3TA

Extract from section 178 of the Charities Act 2011

178 Persons disqualified from being charity trustees or trustees of a charity

(1) A person (“P”) is disqualified from being a charity trustee or trustee for a charity in the following cases:

Case A - P has been convicted of any offence involving dishonesty or deception.

Case B - P has been adjudged bankrupt or sequestration of P's estate has been awarded and (in either case)—

- a) P has not been discharged, or
- b) P is the subject of a bankruptcy restrictions order or an interim order.

Case C - P has made a composition or arrangement with, or granted a trust deed for, creditors and has not been discharged in respect of it.

Case D - P has been removed from the office of charity trustee or trustee for a charity by an order made—

- a) by the Commission under section 79(2)(a) or by the Commission or the Commissioners under a relevant earlier enactment (as defined by section 179(5)), or
- b) by the High Court,

on the ground of any misconduct or mismanagement in the administration of the charity for which P was responsible or to which P was privy, or which P's conduct contributed to or facilitated.

Case E - P has been removed, under section 34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10) (powers of the Court of Session) or the relevant earlier legislation (as defined by section 179(6)), from being concerned in the management or control of any body.

Case F - P is subject to—

- a) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/ 3150 (N.I.4)), or
- b) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of county court administration order).

Annex 3: Governor Declaration on Appointment

The Trustees

[• address]

[• 00 month year]

Dear Sirs

Day One Trust (**Academy Trust**) - appointment as a Governor

I confirm that I wish to be a Governor in respect of [• name of academy] in accordance with the Terms of Reference for Academy Boards prescribed by the Trustees of the Academy Trust from time to time.

I confirm that I am not disqualified from becoming a Governor by reason of any provision in the Terms of Reference for Academy Boards (and by extension the Articles of Association of the Academy Trust).

I also confirm that I understand that I must disclose any personal interest I may have in any matter to be discussed at a meeting of the Governors in accordance with the Terms of Reference for Academy Boards (or as prescribed by the Trustees of the Academy Trust from time to time).

Yours faithfully,

Signed

Name

Date

Annex 4: Declaration of Business Interest Form

Trustees, Governors and senior staff are required to complete a Declaration of Business Interest form on their appointment to the Trust. The sample format is given below. It should be read in conjunction with the Day One Trust guidance notes on Register of Interests. Any new interest that occurs subsequent to appointment, and additional to what is contained in the Register, must be declared as soon as possible, and the form in Annex 5 completed and submitted to the Clerk.

GENERAL NOTICE OF REGISTRABLE INTERESTS

Full Name	
Address	
Position within the Day One Trust	
Date appointed to this position	
I declare that I have set out below under the appropriate headings my interests and I have put "none" where I have no such interests under any heading. If there are any changes to my circumstances, I will advise the clerk accordingly.	
Current employment, office, trade, profession or vocation	
Businesses of which I am a director/partner/sole proprietor	
Please provide: Position Name of the Business Nature of the Business Nature of the Interest in the Business The date the Interest began	
Relationship to pupils, members of staff or Trust Board or local governing body members	

Employment, office, trade, profession or vocation of spouse or partner	
Contracts with Day One Trust held by self, spouse or partner, or any company mentioned in the next heading	
Substantial Interests in Trading Companies List here any companies in which you or a close relative (taken separately or together) hold more than 20% of the share capital or is entitled to exercise more than 20% of the voting power at any general meeting of that company. <i>The actual amount of any shareholding need not be disclosed, only the name of the company.</i>	
Names of any body, charity, association or organisation which operates in the London area of which you, or a close relative, are a trustee, member or an officer, including membership of other Academy Trusts and governing bodies. <i>Do not list national charities or organisations with no specific local connections unless you, your spouse or partner are an officer or you consider that they are likely to have dealings with the school.</i>	
Signed:	
Date:	
Review Date:	

Annex 5: Notice of Interest

Dear Sirs,

Notice of interest(s)

In my capacity as a [Trustee] [Member] of Day One Trust, I hereby give you notice of the following interest(s):

Interest	Nature and extent of interest

Please treat me as interested in any transaction or arrangement between DOT and any body corporate, firm or other person specified above.

I should be grateful if this notice could be tabled and read at the next meeting of the [Trustees] [Members].

Yours faithfully,

Trustee:

Date:

Annex 6: The Management of Related Party Transactions

When considering this issue, the Trustees will need to consider the following questions:

Question 1: Is there a Benefit?

A Benefit is a financial or other measurable benefit paid to a Trustee, or to a 'connected person' (please see below), from DOT. Benefits might also be made paid 'in kind' - for example, free use of DOT's facilities or services for which users normally have to pay.

If yes, please proceed to Question 2



NB Trustees' expenses

A refund of properly incurred expenses is not a "Benefit". Article 6.5 permits a Trustee to be reimbursed for expenses properly incurred in relation to his role. However, expenses in relation to foreign travel cannot be recovered.

Question 2: Is the Benefit being paid to a Trustee or to a connected person?

- a) Is the person receiving a Benefit a Trustee?
- b) Is the person receiving a Benefit a child, stepchild, parent, grandchild, grandparent, brother, sister, spouse or cohabiting partner of the Trustee?
- c) Is the Benefit to be received by a company or firm of which a Trustee or any of the persons listed in b) is:
 - a partner, ■ an employee, ■ a consultant, ■ a director, ■ a member, or ■ a shareholder of the company?

If yes to a) b, or c), please proceed to Question 3



Question 3: Does the Benefit fall into the following list?

Please check whether the Benefit falls into list A, B or C below. If the Benefit is not listed, then it is not permitted unless specific Charity Commission consent is secured.

List A

1. *Indemnity insurance.* Article 6.3 allows DOT to protect Trustees from liability for negligence or breach of their duties with indemnity insurance. However, the insurance cannot cover a deliberate breach of duty by a Trustee or a situation in which the Trustee knew that he might be breaching his duties. There are also some other specific restrictions on the scope which the insurance can cover.
2. *Trustees' investments in shares.* DOT is permitted to receive payment or other benefit from public limited companies in which a Trustee holds no more than 1% of the shares (article 6.4). In most cases, this means that DOT can contract freely with other companies, without Trustees with small investments in shares in such companies breaching their duties to DOT.

If List A applies, no further steps are required to authorise the benefit.

List B

3. *A beneficiary of DOT*. This might be the case if, for example, a parent Trustee were to attend one of DOT's academies for evening classes.
4. *Being employed by DOT or entering into a contract for the supply of goods or services to DOT, other than for acting as a Trustee*. Please note that a benefit paid to an individual who is already an existing employee of DOT who is subsequently elected or appointed as a Trustee will instead fall under List B.
5. *Receiving interest on money lent to DOT* at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees, or 0.5%, whichever is the greater.
6. *Receiving rent* for premises let by the Trustee to DOT if the amount of the rent and the other terms of the lease are reasonable and proper.

If List B applies, please comply with Process B to authorise the benefit.

List C

7. The benefit is to be paid to an individual who is already an existing employee of DOT who is subsequently elected or appointed as a Trustee - most commonly a staff Trustee.

If List C applies, please comply with Process C to authorise the benefit.

Process B

1. The remuneration or other sums paid to the Trustee must not exceed an amount that is reasonable in all the circumstances.
2. The Trustee must absent himself from the part of any meeting at which there is discussion of:
 - his or her employment, remuneration, or any matter concerning the contract, payment or benefit; or
 - his or her performance in the employment, or his or her performance of the contract; or
 - any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her; or
 - any other matter relating to a payment or the conferring of any benefit.
3. The Trustee must not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
4. (if relevant) The other Trustees are satisfied that it is in the interests of DOT to employ or to contract with that Trustee rather than with someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of employing a Trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).
5. The reason for their decision is recorded by the Trustees in the minute book.
6. A majority of the Trustees then in office have received no such payments or benefit.

Process C

1. The Trustee must absent himself from the part of any meeting at which there is discussion of:
 - his or her employment, remuneration, or any matter concerning the contract, payment or benefit; or
 - his or her performance in the employment, or his or her performance of the contract;
2. The Trustee must not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.

Annex 7: Naming Conventions and Abbreviations

A7.1 Naming Conventions

Organisation	Day One Trust	East London Arts and Music	London Screen Academy
Abbreviation	DOT	ELAM	LSA
Organisation Lead	Chief Executive Officer, CEO	Principal of ELAM	Principal of LSA
Students	Students	Trainees	Students
Board	Day One Trust Board	ELAM Board of Governors	LSA Board of Governors
Board Participants	Trustees	Governors	Governors

Collectively, ELAM and LSA are known as the Academies.

Collectively, the ELAM and LSA Board of Governors are known as the Academy Boards.

A7.2 Abbreviations

APPG – All Party Parliamentary Group
 CEO – Chief Executive Officer
 CPD (Section 7.13) – Continued Professional Development
 COO - Chief Operating Officer
 DBS – Disclosure and Barring Service
 DfE – Department for Education
 DOT – Day One Trust
 ELAM – East London Arts and Music
 ESFA – Education and Skills Funding Agency
 FAO Committee – Finance, Audit and Operations Committee
 H&S – Health and Safety
 HR – Human Relations
 KPI – Key Performance Indicator
 LSA – London Screen Academy
 MAT – Multi-Academy Trust
 NGA – National Governors’ Association
 SEND – Special Educational Needs and Disabilities
 SORP – Statements of Recommended Practice