	Vanguard Learning Trust *As a group of local primary and secondary schools, Vanguard Learning Trust's mission is to serve its local community by providing outstanding, inclusive education. We have a collective purpose and responsibility to provide effective teaching, through a curriculum based on equality of opportunity and entitlement that allows our students to shine both in and out of the classroom. Each school in the Trust has its own ethos, which also complements the Trust's vision and values, and the common aspiration that all students can achieve their potential.*

Governance framework

Autumn 2026

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1. Introduction

1.1 Purpose of this document

The Vanguard Learning Trust (VLT) governance framework (GF) sets out:

- the legal and policy framework for governance within an academy trust (**Section 3 and Appendix 1)**;
- VLT's approach to maximising the impact of governance (**Section 4)**;
- the governance structures within VLT (**Section 5**), trustees (**section 7**), and governors (**Section 8**);
- how the three levels of governance interact with and inform each other (**Section 11**);
- the code of conduct for members, trustees, and governors (**Appendix 2**);
- General notes on the terms of reference (ToR) (**Appendix 3**)
- the ToR for the BoT and all committees (**Appendices 4 to 13**);
- expectations for how governance meetings should be undertaken (**Section 8**);
- the approach to evaluating and improving governance (**Section 11**);
- the approach to company secretary and clerk functions (**Section 12**);
- the role and responsibilities of executive leaders within governance (**Section 13**);
- the relationship between executive leaders and trustees/governors (**Section 14**); and
- the processes for recruitment, appointment, and departure of members, trustees, and governors (**Appendices 14-16**).

This framework should be read in conjunction with the VLT scheme of delegation (SoD), the Trust's funding agreement and the Academy Trust Handbook.

1.2 Terminology

This document uses the terms:

- members are the individuals who have the right to vote at general meetings held in accordance with the Articles of Association (Articles). Members play an objective oversight role and are the 'guardians' of the Trust's governance and financial health. They receive the annual report and accounts, appoint and remove trustees, members and the auditors, and remain informed of Trust business;
- trustees are the individuals who have the right to vote at Trust meetings and who are registered as directors at Companies House. Trustees focus on the three core governance functions for education boards, which are as follows: ensuring clarity of vision, ethos and strategic direction; holding senior leaders to account for educational outcomes and performance management of staff; and overseeing effective financial performance;
- governors are the individuals who have the right to vote at local governing body (LGB) meetings and play an important role to provide challenge and support for school leaders. The board of trustees (BoT) has discretion on the responsibilities that are delegated to LGB level. For VLT, the LGB role focuses on oversight of, and input into, school leadership and quality of education, risk management and assurance, and stakeholder engagement;
- the chief executive officer (CEO) leads the management of VLT and is the accounting officer (AO). The CEO is accountable to the BoT for performance and for the effective use of public funds; and
- the schools' headteachers (HTs) lead the management of schools within VLT; and
- the term LGB refers to both single LGBs or joint governing bodies of schools.

1.3 Common abbreviations

Table 1 outlines common acronyms used throughout the GF.

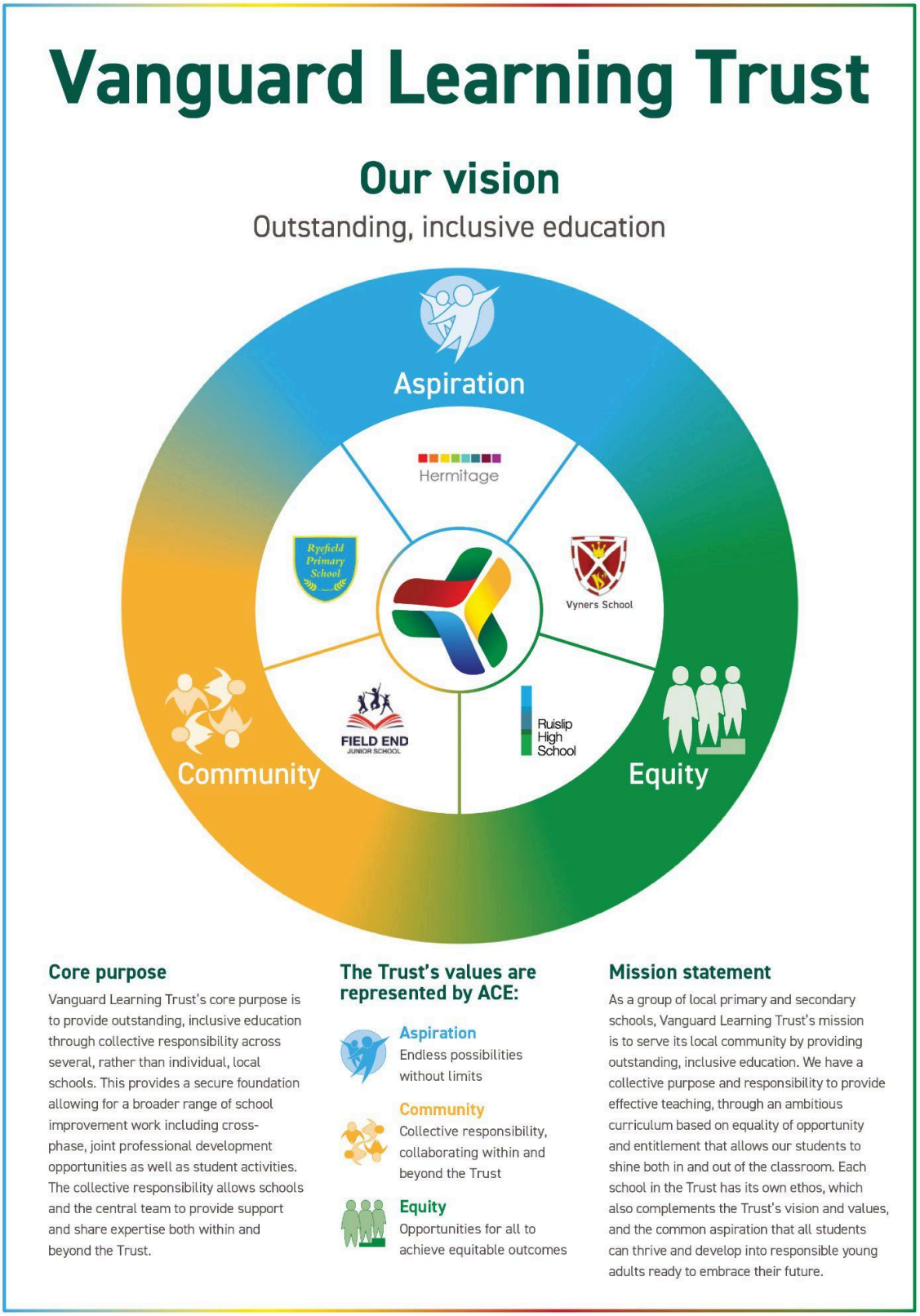
Table 1: Acronyms

Acronym	Full title	Acronym	Full title
A,C&R	Audit, compliance & risk	ESFA	Education and Skills Funding Agency
AO	Accounting officer	F&R	Finance & resources
BoT	Board of trustees	GF	Governance framework
CEO	Chief executive officer	GP	Governance professional
CFO	Chief financial officer	HT	Headteacher
CoG	Chair of governors	LGB	Local governing body
DfE	Department for Education	NGA	National Governance Association
DoO	Director of operations	PC	Pay committee
DoP	Director of people	S&CEL	Safeguarding and central education lead
DSL	Designated safeguarding lead	SoD	Scheme of delegation
EHT	Executive headteacher	ToR	Terms of reference
E&S	Education & standards		

2. VLT vision and values

Figure 1 shows the Trust's vision, values, core purpose and mission statement. The ethos of VLT is for all schools to retain and develop their unique identities which complement the Trust's.

Figure 1: Trust's summary document for its ethos



3. Legal framework and government policy

3.1 Legal framework

VLT is a charitable company limited by guarantee. It is therefore subject to charity and company law, and to laws that affect all organisations (such as health and safety and employment law). As a charitable company that runs state-funded education, it is also subject (either directly from legislation or through Funding Agreements) to various pieces of legislation relating to education and children and young people (including safeguarding). The trustees are subject to the duties of trustees under charity law and of directors under company law. They are also the legal governing/accountable body for all schools within VLT in accordance with education law. **Table 1** summaries the responsibilities for trustees under charity and company law.

Table 1: Trustees' responsibilities

Trustee responsibilities under charity law are to:	**Director responsibilities under company law are to:**
● ensure the charity is carrying out its purposes for the public benefit; ● comply with the charity's governing document and the law; ● act in the charity's best interests; ● manage the charity's resources responsibly; ● act with reasonable care and skill; and ● ensure the charity is accountable.	● act within their powers; ● promote the success of the company; ● exercise independent judgement; ● exercise reasonable care, skill and diligence; ● avoid conflicts of interest; ● not to accept benefits from third parties; and ● declare any interest in proposed transactions or arrangements.

3.2 Charitable object of the Trust

The charitable object of VLT is set out in the Articles of Association (Article 4) which, in common with all academy trusts, states:

*'to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum ("the **mainstream Academies**") or educational institutions which are principally concerned with providing full-time or part-time education for children of compulsory school age who, by reason of illness, exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them ("the **alternative provision Academies**") or 16 to 19 Academies offering a curriculum appropriate to the needs of its students ("the **16 to 19 Academies**") or schools specially organised to make special educational provision for pupils with Special Educational Needs ("the **Special Academies**")'*

3.3 Articles of Association (referred to as Articles)

The Articles are the written rules that govern the running of the Trust and have been agreed by The Secretary of State for Education, the members and the directors (trustees). A summary of their provisions is found in **Appendix 1**; all governors, trustees and members are issued with a copy of the Articles as part of their induction.

With regards to the organisation of governance, the Articles state that:

- *The trustees are responsible for managing VLT and may exercise all the powers of the trust (Article 93);*

- *The trustees can establish committees at Trust and school level (Article 100), and shall determine the constitution, membership and proceedings of these committees and shall review those at least every twelve months (Article 101) ;*
- *Membership of any committee of trustees may include persons who are not trustees provided that (with the exception of local governing bodies) a majority of members of such committee and present at any meeting of such committee shall be trustees (Article 101);*
- *The trustees can delegate powers or functions (including power to sub-delegate) to any trustee, committee, local governing body or postholder, such delegation to be made in writing and can be subject to conditions (Article 105);*
- *A delegated power may be further sub-delegated (Article 105A) with the trustees being informed as soon as reasonably practicable;*
- *Use of any delegated power should be reported to the trustees at their next meeting (Article 106).*

3.4 Department of Education's academy trust governance guide

The DfE's Academy trust governance guide states that the purpose of Trust governance is defined as:

- strategic leadership
- accountability and assurance
- strategic engagement

4. Maximising the impact of governance

4.1 National Governance Association (NGA) eight elements of effective governance

The NGA outlines eight elements of effective governance which VLT supports; the eight elements and how VLT delivers them are outlined in **Table 2.**

Table 2: NGA's eight elements of effective governance

NGA principle	How VLT delivers this
The right people round the table	● Skills audits and compared to requirements and priorities ● Effective search/recruitment at all levels ● Effective induction, support, and coaching/training/development ● Making it 'do-able'
Understanding the role and responsibilities	● Induction processes with refresher training ● Governance framework and SoD ● Function specific training and development
Good chairing	● Clear expectations of chair and for meetings ● 360° feedback as part of governance evaluation ● Peer support and mentoring (including chairs' group) ● Succession planning and induction
Professional clerking	● Effective recruitment ● Clear expectations and performance management ● Coaching, training and development
Good relationships based on trust	● Recruitment includes personal attributes and behaviours ● Modelling appropriate behaviour – code of conduct ● Trust governance conference and inter-school relationships
Knowing the school(s)	● Governor/trustee induction ● Timely, comprehensive and accurate data and analysis ● Governor/trustee visits, including governance days
Committed to asking challenging questions	● Sufficient information and analysis to enable effective challenge

	● Culture of openness and robust, professional challenge to improve the decisions made ● Effective chairing before, during and after meetings
Confident to have courageous conversations	● Right people with the right skills ● Culture of high expectations and openness – with focus on children

4.2 Governance principles

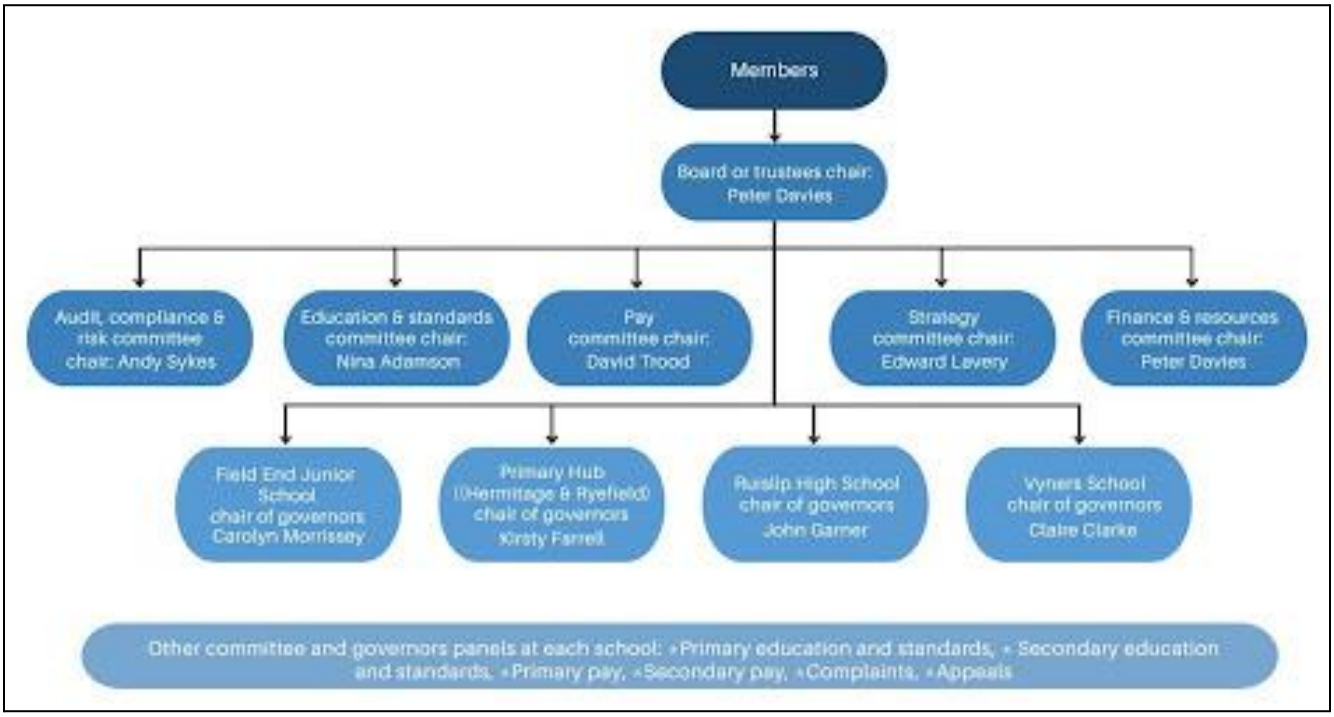
VLT wants governance to be:

- formative – involved in discussions to shape policy and procedure, not only to receive completed documents/proposals;
- challenging – testing ourselves and our senior leaders to achieve as much as possible for our students;
- collegiate – both within each school or the BoT, but also between schools and between levels of governance;
- reflective – of our culture and values, and of our own practice and contributions; and
- do-able – recognising that members, trustees, and governors are volunteers and that our senior leaders have other commitments.

5. VLT governance structures

The VLT governance structure is summarised in **Figure 2** which is designed to reflect our governance principles and the NGA elements of effective governance.

Figure 2: Governance structure



5.1 Requirement of members, trustees and governors

All members, trustees, and governors are required to:

- comply with the respective role description and person specification as set out in this GF - members, trustees and governors;

- comply with the code of conduct set out in **Appendix 2**, including physically signing it at the start of each academic year and noting the potential consequences of failure to comply; and
- declare potential conflicts of interest in accordance with legal, ESFA and VLT policy requirements, with their colleagues determining how to proceed with any conflicts in accordance with VLT policy.

5.2 Members

5.2.1 Key roles
The members are the guardians of the constitution and charitable object of the academy Trust.
The members are guarantors of the academy Trust (liable for up to £10 if the Trust becomes insolvent).
In accordance with DfE policy, VLT aims to have at least five members, save for any periods between one member leaving and a new member joining. Members do not have a set term of office.

The key roles of members are to:
- ensure that the members individually and collectively have the skills, expertise and involvement to fulfil their role – fulfilling the expectations set out in **Appendix 17** and able to take the necessary decisions outlined in the following points;
- appoint (and if necessary remove) members who have the skills, knowledge and experience to hold the BoT to account for the performance of the Trust;
- appoint (and if necessary remove) trustees who have the skills, knowledge and experience to enable the BoT to fulfil its obligations effectively;
- hold the chair of trustees to account for the performance of the BoT, and expect the Chair to manage the other trustees effectively;
- approve any changes to the Articles;
- ensure that the charitable objects of the Trust as set out in the Articles are met and that income and property of the Trust are only used to promote these objects; and
- establish clear and effective lines of communication with the trustees in order to effectively undertake members' responsibilities.

5.2.2 Responsibilities
To discharge their responsibilities, the members will take part in general meetings (with additional meetings as required) and complete any necessary written resolutions issued in accordance with the Articles and company law. The January meeting will 'look backwards' using the annual report and accounts as the basis for a review of the previous academic year including governance; the July meeting will 'look forwards' to consider future priorities and governance development. Members are not involved in the operational management of VLT, and should not ordinarily request operational information. Should they have concerns about the effectiveness of the BoT in leading VLT they would request a general meeting (Article 20) to hold the trustees to account. If unsatisfied, their choices are to:
- remove one or more trustees in accordance with Article 66; and/or
- make a determination (in accordance with the Companies Act 2006) that the BoT must do or refrain from doing specified act(s).

As the responsibility to conduct the Trust's business sits with the trustees, it is important that members do not overstep their powers or undermine the BoT's discretion when exercising its responsibilities. The DfE's preference is therefore for at least the majority of members to not sit on the Trust board. VLT trustees have agreed that in order for good communication between the two levels of governance only the chair of the board may be a trustee as well as a member.

5.2.3 Time commitment
Members are required to attend two meetings per year, the annual general meeting in January and an additional one in July. Members will also need to allow two to three hours in advance of meetings to

read the paperwork. Members may need to attend additional meetings as necessary, although, as the members do not have responsibility for conducting the Trust's business, this is likely to be a rare occurrence. Members are also encouraged to attend the June governance day.

5.2.4 Recruitment and departure

The processes for the recruitment and appointment, induction, development, and departure of members are set out in **Appendix 14** which is in accordance with the requirements of the Articles of Association. The roles of members in the recruitment and appointment of member appointed trustees is set out in **Appendix 15.**

5.3 Board of trustees

5.3.1 Key roles

The BoT is accountable for all aspects of the performance of VLT. It is responsible for the leadership of VLT, and for establishing delegations to LGBs and to HTs for the day-to-day operational management of the schools within VLT. The role of a trustee is not to manage operations; this is the role of the CEO and senior staff; the role of trustees is to set strategy and hold the CEO to account for delivery of that strategy and performance (including compliance) (see **Appendix 18** chair of trustees role description and **Appendix 19** trustee role description).

5.3.2 Responsibilities

In accordance with Article 93, the BoT is able to exercise all of the powers of the Academy Trust. It is responsible for the performance of the Trust.

The BoT is a corporate body, which means:

- no trustee can act on their own without proper authority from the BoT;
- all trustees carry equal and collective responsibility for decisions made; and
- the overriding concern of all trustees is to the success of VLT overall.

The ToR for the BoT and for its committees are in **Appendices 4 to 13.** The BoT will make strategic and key financial and policy decisions to enable VLT to perform as effectively and efficiently as possible.

Trustees' meetings are for trustees only with key advisors invited to attend for specific items in order to present proposals and provide guidance. As part of schools joining the Trust, the chair of governors and HTs of associate schools will be invited to attend some board and committee meetings as part of the joining process. They may also give a presentation about the school and why they are considering joining the Trust.

5.3.3 Time commitment

The chair of trustees is appointed for a one-year term to be eligible for reappointment at the end of each year. The average time commitment equates to approximately 3 days per month although much of this will be outside of 'standard' working hours. The time commitment required for the chair of trustees is outlined in the role description in **Appendix 18.** In addition to the activities outlined, it is important that the chair of trustees can commit to the following key aspects of the role:

- To chair the CEO's performance management review; if the review meetings take place online, the chair must be present with the camera on, and not be carrying out any other tasks during the meetings; and
- To attend the summer term governance day, visiting one of the schools in the morning and attending the collective session in the afternoon.

The time commitment for trustees is outlined in **Appendix 19.**

5.3.4 Recruitment and departure

The processes for the recruitment and appointment, induction, development, and departure of trustees are set out in **Appendix 15** which is in accordance with the requirements of the Articles. The roles of trustees in the recruitment and appointment of governors is set out in **Appendix 16.**

5.3.5 Term of office

The term of office for trustees is four years and trustees may stand for reelection. Trustees will not be expected to serve for more than three terms of office unless there are specific reasons for doing so.

5.4 Trust-wide committees

In addition to meetings of the full BoT, the board has established the following Trust-wide committees:

- an A,C&R committee;
- an E&S committee;
- a F&R committee;
- a pay committee;
- an informal chairs' group; and
- an informal strategy committee.

The terms of reference for each committee are outlined in **Appendices 4 to 13.** Role descriptions for the chairs of committee roles are found in **Appendix 20**. The committees will undertake detailed monitoring and challenge and be involved in policy and practice development within their areas of remit. Local governors will be invited to attend and participate in (but not vote at) the Trust's audit, compliance and risk committee and the education and standards committee.

5.5 School governance

5.5.1 Delegated responsibilities

The BoT has given the LGB of each school in the Trust delegated responsibilities which focus on:

- safeguarding;
- educational provision and performance;
- community engagement;
- health and safety; and
- risk identification and management.

A key focus for LGBs is the effective communication with, and feedback from, the schools' key stakeholders: parents, staff and students. Stakeholder feedback is a regular item on LGB agendas and governors are expected to ensure that the following minimum levels of communication are held with stakeholders as outlined in Table 3.

Table 3: Minimum expectation of stakeholder feedback

Students	
Type	**Participation**
Termly surveys on either transition or student experience	All students allowing year on year comparisons
Focus groups	Emerging themes
Parents/carers	
Type	**Participation**
Two surveys each year on transition and parent experience	All parents/carers allowing year on year comparisons

Focus groups	Emerging themes
Staff	
Type	**Participation**
Monthly wellbeing TES Pulse surveys	All staff allowing for school comparison and trends
One-to-one meetings with senior leaders	All staff

5.5.2 Skills model and role descriptors
The SoD requires that the local governance tier has a skills model rather than a representation one. Since September 2023, staff governors have not been required for their school's LGB but have been encouraged to apply to become community governors of the other schools in the Trust. The current role description and personal specification for governors is in **Appendix 21**. All new governors are expected to support work in other schools, eg. be on panels, conduct visits. In addition, the following role descriptions can be found in the appendices:

- chair of governors of a single LGB **(Appendix 22);**
- chair of a joint LGB **(Appendix 23);**
- chair of a joint LGB education and standards committee **(Appendix 24);**
- safeguarding lead, appointed by the LGB **(Appendix 25)**;
- inclusion lead, appointed by the LGB **(Appendix 26)**; and
- link governor for audit, compliance and risk and H&S, appointed by the LGB.

5.5.3 Joint local governing body
Hermitage Primary School and Ryefield Primary School have formed a joint LGB known as the primary hub. The model was successfully piloted in 2022-2023 and permanently adopted. The number of governors will be the same as the standard primary school LGB and therefore fewer governors will be required overall. Link governor roles will depend on capacity and experience.

5.5.4 Joint education and standards committees
The two secondary schools and the three primary schools will each have joint education and standards meetings, which will promote collective responsibility and allow governors to compare evidence of schools' effectiveness in relation to the quality of education.

5.5.5 Joint pay committees
The two secondary schools and the three primary schools will each have joint pay committee meetings, which will allow the governors to compare teachers working in primary or secondary schools. The director of people will attend the meetings to provide the necessary advice and ensure consistent application of policy. In addition, the pay panel will be the appeal one for the other phase and vice versa should it be necessary.

5.5.6 Recruitment and appointment of chairs of governors and chairs' meetings
The responsibility for the recruitment and appointment of chairs of governors will be led by trustees rather than simply accepting nominations by LGBs. The chairs' group will continue to meet but in an informal setting with any feedback for trustees to be given to the chair of the BoT or the governance professional (GP).

5.5.7 Meeting, LGB structure and governance days
A LGB overseeing a single school meets 3 times a year plus 3 education and standards sub-committee meetings. A LGB with responsibility for more than 1 school will meet 6 times a year including education and standards requirements. The LGB may establish time limited working groups for particular projects

or priorities. Governors need to understand their school(s) well; in addition to receiving data and information it is important that governors visit and see the school in action, which the two governance days (in November and June) provide. To reflect DfE policy, each LGB shall have a structure of not more than 9 individuals (primary phase) or 11 individuals (secondary phase or an LGB that oversees more than one school), which must include:

- 1 x HT, ex-officio for a single school overseen by a LGB or 1 x EHT for an LGB overseeing two schools;
- 2 x parent governors; and
- 6 (primary phase) or 8 (secondary or joint LGB) community governors proposed by the LGB and approved and appointed by the BoT.

The CEO has the right to attend any LGB meeting (no voting rights) and the EHT primary phase has the right to attend any primary LGB (voting rights only at the LGB of which the EHT is the established HT).

5.5.8 Time commitment

LGB chairs are appointed for a two-year term of office. The average time commitment equates to approximately 2 days per month although much of this will be outside of 'standard' working hours. The time commitment required for the chair of governors is outlined in the role description in **Appendix 22.** In addition to the activities outlined, it is important that the chair of governors can commit to the following key aspects of the role:

- Being on the appraisal panel for the headteacher's annual performance management review; if the review meeting takes place online, the chair must be present with the camera on, and not be carrying out any other tasks during the meetings;
- Leading on the Stage 2 complaints process when the headteacher is not in a position to consider it
- (unless there are specific reasons why this is not possible);
- Being available to meet with Ofsted inspectors during an Ofsted inspection;
- Attending both governance days (one half day in November and one full day in June), including giving feedback on the morning's activities during the afternoon session.

The time commitment for governors is outlined in **Appendix 21.**

5.5.9 Recruitment, appointment and intervention

The processes for the recruitment and appointment, induction, development, and departure of governors are set out in **Appendix 16**. If the BoT has concerns about the performance of the school(s) overseen by the LGB it is able to appoint additional governors and/or remove delegations as outlined in the SoD. The BoT will receive information about the effectiveness of a LGB from their self-evaluation, from other VLT information and processes (such as advice from the CEO or HT, but also including whistleblowing), or from external sources (such as Ofsted reports). Should the board have concerns about the effectiveness of a LGB it should:

- require the LGB to update their governance self-evaluation (using the annual template referred to in section 11 below) and/or undertake their own evaluation and/or commission an evaluation from a third-party;
- arrange for the GP and at least one trustee to meet with the chair of the LGB to review the self-evaluation;
- outline in writing any improvements or actions that the BoT will undertake and/or requires the LGB to undertake and associated timeframes. These could include (but are not limited to) particular training/development/support for any or all of the governors on the LGB, the appointment of additional governors with particular skills (by the BoT and/or LGB), the removal of governor(s), the amendment of delegations to the LGB, and/or a change in the chair of the LGB;
- if the LGB does not implement the BoT's requirements, the board may, without notice, initiate further actions as required to secure stable and effective governance; and

- if the board has further concerns within one academic year of the review outlined in the first two steps, it may proceed directly to the third step of outlining in writing its requirements.

5.5.10 Term of office
The term of office for governors is four years and governors may stand for re-election. Governors will not be expected to serve for more than three terms of office unless there are specific reasons for doing so. The process for the reappointment of governors, chair and vice-chairs of governors is detailed in **Appendix 29.**

5.6 Exit interviews
Exit interviews will be held with departing members, trustees and governors to obtain honest feedback on the leaver's experiences of governance in the Trust. This feedback is valuable, as it will help the Trust or school to better understand its strengths and weaknesses and identify where improvements should be made. The interviews will be conducted by the GP and feedback provided to trustees or the LGB.

6. Annual schedule of meetings with key agenda items

The annual schedule of meetings enables information to flow both ways between trustees and governors and trustees and members and provides for collective input to key Trust-wide policies, and includes bringing together colleagues from across VLT.

6.1 Overview of the meeting structure
Table 4 outlines the meeting structure for the year as set out by the six half terms.

Table 4: Meeting structure

Autumn term 1		
Trustee meetings	**LGB meetings**	**Other meetings**
Strategy 1 (informal) E&S 1 BoT 1	E&S 1	None
Autumn term 2		
Trustee meetings	**LGB meetings**	**Other meetings**
F&R 1 A,C&R 1 Pay BoT 2	Joint primary pay Joint secondary pay LGB 1	Governance day 1
Spring term 1		
Trustee meetings	**LGB meetings**	**Other meetings**
Strategy 2 (informal) BoT 3	E&S 2	Members 1
Spring term 2		
Trustee meetings	**LGB meetings**	**Other meetings**
E&S 2 F&R 2 A,C&R 2	LGB 2	None

BoT 4		
Summer term 1		
Trustee meetings	**LGB meetings**	**Other meetings**
Strategy 3 (informal) E&S 3 BoT 5	E&S 3	None
Summer term 2		
Trustee meetings	**LGB meetings**	**Other meetings**
F&R 3 A,C&R 3 BoT 6	LGB 3	Governance day 2 Members 2

6.2 Schedule of meetings with key agenda items

The agenda items outlined in **Appendix 27 s**how the minimum requirement for each meeting. A committee/LGB may add extra items as they feel is appropriate in order for them to remain well informed and to enable them to fulfil their responsibilities. Each BoT meeting will be given access to copies of the minutes of any LGB or committee meetings that have taken place since the previous BoT meeting.

7. Intra-Trust collaboration

As part of collective responsibility for performance of VLT, it is important that there is collaboration within and among the levels of governance. This helps to develop effective engagement, understanding, support and challenge within the Trust. This collaboration takes several forms:

7.1 Trust fora

The groups of staff that meet collectively are referred to as the Trust fora. Those that involve governors and trustees are outlined in **Table 5.**

Table 5: Trust Fora

Forum	Membership/purpose/rationale	Frequency	Lead
Governance day	● All members, trustees, and governors ● Purpose: getting to know the schools, training, strategy/policy formation, best practice sharing, networking	Autumn 2 and Summer 1	Chair of trustees
Chairs' group	● All chairs of governors ● Purpose: informal meetings to discuss key issues, risks, actions, training and receive collective updates	At least half-termly	Chair of chairs' group
Safeguarding forum	● Lead trustee/governors/S&CEL/DSLs/ CEO/EHT primary phase ● Purpose: compliance checking, training, best practice and lessons learned sharing.	Termly	Lead trustee and S&CEL
Vulnerable students forum	● E&S lead-trustee/chair of LGB E&S/ HTs	Termly	Lead-trustee

	● Purpose: collective oversight/key issues, best practice and lessons learned sharing.		
Training and development	● All members, trustees, and governors. ● Purpose: improving skills/knowledge, best practice sharing, networking	Throughout year	Vice-chair of trustees

7.2 Policy information

To assist governors (and school's senior leaders) to understand what must be included in reviewing and amending often complex policies, the Trust has adopted a three-tiered approach to policies:

1. Trust-wide policies with no local statement, eg. complaints policy;
2. Trust-wide policies with a local statement, eg. safeguarding policy; and
3. School-based policies, eg. curriculum policy.

The Trust will ensure that the content of policies in tiers 1 and 2 is up to date and reflects legal requirements. As policies are approved, their approval will include a delegation to the CEO (for Trust-wide policies) or the HT (for school policies) to make:

- changes required to ensure ongoing compliance with legislation, statutory guidance, or case law; and
- minor administrative changes that do not change the substance of the policy or its procedures.

Such amendments to a policy would be approved by the chair of the BoT, Trust committee or LGB that would ordinarily approve that policy. Where a choice to make a change to the substance of the policy is proposed, the revised policy would need approval from the relevant committee. Unless required by statutory guidelines to be done annually, policies will be reviewed every three years.

7.3 Disagreement resolution

The intention is that the Trust-wide policies will be developed collaboratively. It is recognised, however, that there may be occasions when a potential policy or decision that would affect the overall Trust or a group of schools within it could be supported by some LGBs but opposed by one or more other affected LGBs. In this scenario senior leaders will work with HTs and LGBs to ensure that the potential policy or decision and the LGB's basis of concern are understood, and will explore options to overcome reasonable concerns or mitigate the impact of the policy to address those concerns. This could include, where it is feasible in light of the potential policy or decision, exploring whether implementation of the policy or decision could be phased or deferred. The appropriate trustee (i.e. chair of the relevant committee or chair/vice-chair of trustees as appropriate) will engage with the CEO and chair of the LGB directly to see if any of these options would be supported by the LGB (while still remaining acceptable to the BoT and other LGBs).

If there remain substantive concerns from 40% or more of the LGBs, the options available to the BoT are to:

- postpone or cancel the decision and so continue with the status quo (if policy) at least temporarily. This may not be possible if the decision is required urgently and/or is of such significance that it cannot avoid being taken;
- make the decision in spite of the concerns, seeking to mitigate the concerns as far as reasonably possible; or
- ask three of the members to review the issue impartially and to advise the BoT of their view before the BoT makes a decision.

7.4 Chair of governors' escalation policy

It is important to the effective running of the Trust that areas of concern and issues in general can be

raised within a standard framework and dealt with as quickly as possible. Whilst section 7.3 above addresses LGB's reactions to proposed Trust policies and decisions, there is no mechanism for chairs of governors to escalate low-level issues and concerns within the Trust. The policy outlined in **Appendix 30** outlines the formal process to be followed. This policy is a 'last resort' as the aim is to address all day-to-day concerns and issues as quickly as possible to ensure that the LGB and Trust are running as effectively as possible.

8. Governance meetings and school visits

8.1 Balancing in-person and online meetings

The members, BoT, each board committee and each LGB will determine which of their meetings are to be held with participants in person and which would be held online. The BoT approves that any meeting of the members, BoT, its committees and LGBs may take place solely via online, video, or audio conference. This is subject to:

- the details for accessing the meeting are issued a week in advance of the meeting or if the meeting is called urgently then as far in advance of the meeting as reasonably practicable;
- notice of the meeting and the agenda for the meeting take place in accordance with Article 21 for members, Article 111 for trustees, or the SoD for LGBs, and
- The expectation set out in the protocol for remote meetings in **Appendix 28.**

8.2 Expectations for meetings

For every governance meeting, the chair of the meeting is responsible for:

1) Setting the agenda, following discussion with the relevant lead employee(s) and the GP, ensuring that it includes the requirements of the annual schedule and focuses upon key material items.
2) Ensuring that the CEO or HT as appropriate has:
    - quality assured all paperwork that is issued for the meeting by staff;
    - provided written updates for actions from previous meetings and matters arising that were the responsibility of staff to enable those agenda items to be managed swiftly at the meeting;
    - provided one written meeting paper containing a summary of all agenda items detailing the recommendations to the meeting and containing links to all the supporting papers; and
    - created a 'table of comments' for each meeting that governors are encouraged to use to submit questions by two working days before the meeting.
3) Ensuring that the agenda and all reports and associated paperwork (using VLT templates) is issued at least six working days before the meeting by electronic means (note that the agenda for members' meetings should be circulated 15 days before the meeting in accordance with Article 21A), subject to the following:
    - if there is a genuine reason for a report or associated paperwork being issued late, it must be issued as soon as possible and not less than 48 hours before the meeting;
    - every agenda item (besides the initial items recording attendance/apologies etc) shall have written recommendation(s) to note the update/information and/or stating clearly what the recommendation(s) for decision are;
    - where the item is more discursive, for example seeking formative input into strategy or policy development, the item shall include questions/topics where feedback or challenge would be particularly welcomed in order to guide discussion at the meeting; and
    - those attending the meeting are encouraged to submit questions in advance on the table of comments.
4) That the meeting is chaired effectively, meaning that:

- the meeting is held in a positive, professional and respectful manner, modelling VLT's culture and ethos;
- the time spent on each item reflects the significance of the decision and the level of discussion required to reach a decision;
- presentations/introductions by staff are brief and focus upon key salient points to initiate and add value to discussion, and do not repeat what is in the paperwork, table of comments or on slides;
- discussion is focused upon improving understanding of each item to enable the most effective decision to be made; and
- all members present are able and are comfortable to contribute effectively, with discussion not dominated by individuals/particular points of view including the Chair specifically seeking input where required.

5) Ensuring that all items of any other business (AoB) are agreed by the Chair at least twenty four hours in advance of the meeting, meaning that:
    - The GP must be sent details of the item(s) to be raised under AoB in a timely manner in order that the chair may have time to consider the issue(s) and give approval to the item(s) at least twenty four hours ahead of the start of the meeting;
    - Items of AoB raised during the meeting will not be allowed unless there are highly exceptional circumstances which necessitate discussion (by exception only);
6) That the clerk issues draft minutes to the chair and CEO/HT/lead officer within 3 working days of the meeting for review and that the reviewed draft minutes are issued to the committee within 5 working days of the meeting.

Strategic and policy decisions will not be taken on the basis of papers issued less than 48 hours before the meeting. If information that is critical to a decision is not available at least 48 hours before the meeting, the decision shall be postponed. Urgent operational decisions may be taken as required and appropriate to the circumstances.

8.3 Absence from meetings

In order to provide effective governance, all governors and trustees are required to attend meetings regularly. If a governor/trustee is unable to attend a meeting, they should offer apologies in advance of the meeting by emailing the GP and explaining why they cannot attend. Their non-attendance will then be recorded on the attendance register as 'apologies sent'. If a governor/trustee does not attend a meeting and does not inform the GP beforehand, their non-attendance will be recorded as 'absent' on the attendance register. When this happens, it will be followed up with an email from the GP to ascertain the reason for the absence. If the same governor/trustee is absent again without offering apologies in advance, the GP will contact them by telephone to discuss the absence. If a pattern of absence emerges then the GP may request a meeting with the individual and the relevant chair to discuss whether the governor/trustee still feels able to commit the time required for the role. The expected commitment for meetings is also outlined on page 3 of the Trust's governance code of conduct under the section 'commitment' (click here).

8.4 Governor monitoring visits to schools

It is important that governors/trustees visit the schools as part of their role. The visits offer an opportunity to see the school in action, to monitor how well the school's strategy is being implemented, and to identify strengths and areas for development.

Whilst monitoring visits are mainly carried out by governors/trustees who have a link role, such as safeguarding or inclusion, other governance colleagues are invited to carry out visits as well. There should be a specific focus identified in advance with the relevant lead member of staff facilitating the visit. General guidance has been produced by the NGA on how to ensure school visits are effective (click

here) and a report template is provided in **Appendix 31** which governors should use to record the details of their visit. Once the report has been completed it should be emailed to the GP for distribution to relevant staff and for filing. Reports will also be shared at LGB meetings as a standing item.

8.5 Governor/trustee attendance at school events and Trust-wide student activities
Governors are responsible for stakeholder engagement as part of the scheme of delegation and therefore should be invited to attend community-wide events that include parents and other members of the community. Trustees are also encouraged to attend school events and Trust-wide student activities and in order to help facilitate this, the following procedures have been put in place:

- a calendar of events will be shared with governors in July for the forthcoming academic year, encouraging them to provide early indications of likely attendance;
- a calendar of school-led community-wide events and Trust-wide student activities, will also be shared with trustees in July; they can contact the GP should they wish to attend and/or have more information sent to them;
- governors/trustees attending events will be provided with information in advance with a member of staff responsible for them and, if relevant, have designated seats, eg. performance/concert; and
- governors/trustees will be given roles at events wherever possible, eg. judging a competition at the summer fair.

9. Governance evaluation and development

9.1 Principles
The Trust's GP will review the effectiveness of governance throughout the year by seeking feedback and evaluation from trustees and governors on training and development, governance support, communication, and the governance structure. An annual effectiveness report will be produced to summarise the feedback from the academic year and will also include a self-evaluation for trustees and governors based on the NGA's recommended MAT governance self-evaluation questions.

Chairs will work with the GP to determine the training requirements for individual governors and the LGB as a whole and ensure that mandatory VLT training, eg. safeguarding and cyber security is undertaken by all governors every year.

9.2 New schools joining the Trust
New schools joining the Trust will be required to conform with the Trust's governance structures, as detailed in the Trust's Articles, the SoD and this document. Once the Trust and the school have agreed that the school will join the Trust, the GP will work with the school's CoG to review the status of its governance processes and identify actions to be taken to bring the LGB's processes in line with the Trust's. Development plans based on the findings of the review will be drawn up and progress monitored until completed. The BoT will be kept informed of progress. The governors of new schools joining the Trust will receive induction training at the latest within four weeks of the school joining the Trust.

10. Governance support
The GP will have oversight of all areas of governance to ensure it is effective and efficient. The GP will be supported with administration by the Trust's virtual assistant. All members, BoT, board committee and LGB meetings will have a clerk who will support the chair of the committee and the lead senior leader and take accurate minutes of the meeting.

11. Executive leadership

11.1 Chief executive officer (CEO)

The CEO:

- is an ex-officio trustee;
- advises the BoT and its committees as VLT's lead professional;
- is accountable to and managed by the BoT;
- is the AO for the Trust;
- provides leadership to and management of:
    - HTs;
    - the CFO;
    - the DoP;
    - the DoO;
    - the executive headteacher - primary phase;
    - the safeguarding lead for the Trust;
    - school improvement advisors; and
    - the GP.
- establishes and leads structures to ensure accountability, collaboration, and collective responsibility;
- leads the implementation of the VLT vision, strategy and policies; and
- leads the internal organisation, management and control of VLT.

The CEO will comply with any reasonable direction by the BoT or one of its committees.

11.2 Headteachers

A headteacher:

- advises their LGB as their lead professional;
- is accountable to and managed by the CEO;
- leads and is responsible for the internal organisation, management and control of their school(s);
- leads the implementation of policies applicable to their school(s); and
- supports the CEO to recommend strategy and policy to the trustees, improve collaboration and ensure collective responsibility.

A HT will comply with any reasonable direction by the BoT, CEO, or LGB (in that order of priority).

11.3 Chief financial officer (CFO)

Within VLT the CFO manages the Trust's finance function, including compliance with the Academy Trust Handbook. The CFO reports to the AO (the CEO).

11.4 Director of people (DoP)

Within VLT the DoP manages the central HR function, including contract management, recruitment oversight and management of the HR database. The DoP reports to the AO (the CEO).

11.5 Director of operations (DoO)

Within VLT the DoO manages the Trust's estate and facilities, including H&S and school condition allowance. The DoO reports to the AO (the CEO).

11.6 Executive headteacher primary phase

The purpose of this role is to have leadership at the primary phase to continue the developments of within-phase school improvement work, in particular school-to-school support and collaboration.

12. Relationship between senior leaders and trustees/governors

12.1 Key relationships

It is essential that the relationship between senior leaders and trustees/governors is open, professional, and appropriately supportive and challenging. It must be founded on Trust, shared values, and understanding of the respective roles of senior leaders and trustees/governors. **Table 5** sets out core expectations for the relationship between particular leaders and trustees/governors (further information provided in the role descriptions in the appendices).

Table 6: Key relationships

Individuals	Expectations
Chair of trustees and vice-chair of trustees with CEO	At least monthly meetings to focus upon significant performance or operational issues, risks, preparation for future meetings, and CEO development (Chair of trustees only). Additional meetings to be scheduled at times of particular change/challenge. Chair to be available for CEO by phone/online/in person for discussion as required, including to act as a sounding board.
Chair of LGB with HT	At least half-termly discussion to focus upon significant performance or operational issues, risks, preparation for future meetings, and HT development. Additional meetings to be scheduled at times of particular change/challenge. Half-termly visit (with written note of visit) with agreed focus. Chair to be available for HT by phone/online/in person for discussion as required, including to act as a sounding board.
Safeguarding governor and other link governors	To fulfil the visit/contact requirements set out in the relevant role description (see **Appendices 25 and 26**).

12.2 Role of trustee/governor at key meetings

At all of these meetings, the role of the trustee/governor is to ask questions that:

- seek evidence to demonstrate whether policy and procedure are being followed (i.e. compliance);
- consider whether experience suggests that the intent, implementation, and impact of policy is as expected or whether revisions should be considered, and through this to support and contribute to the evaluation and improvement of policy and practice;
- challenge performance where information suggests either non-compliance or that performance improvement is required;
- seek evidence to confirm that action plans resulting from internal/external compliance audits have been/are being actioned;
- consider future potential risks or opportunities as well as priorities for action in the coming term; and
- ensure that the trustee/governor is well briefed in their area on a 'no surprises' basis and so able to convey key issues succinctly and effectively to the BoT/LGB.

12.3 Role of CEO/HT at key meetings

The CEO (for the BoT and its committees) and the HT (for a LGB) is responsible for:

- inputting to the annual plan and meeting agendas to ensure that they cover the appropriate items at the appropriate time – this includes ensuring that 'event driven' items are scheduled for a time when trustee/governor input can be formative rather than 'rubber stamping';

- ensuring that all paperwork for meetings is prepared and quality assured in time for it to be issued six working days before the meeting unless the chair has agreed in advance that it can be issued late; and
- ensuring that the respective chair is appropriately briefed on a 'no surprises' basis to enable them to brief and support other trustees/governors.

Version history

First issue/revision date	Approved by	Summary of changes if not first issue
February 2026	BoT	Sections added on time commitment for members, trustees and governors. Updates to role descriptions for chair of trustees, trustees, chair of governors, and governors.
April 2025	BoT	Changes throughout the document to reflect changes in governance structure, updates to the articles of association, terminology and staff role changes, changes to the appendices, and other general updates.
December 2023	BoT	Changes to appendices because of new separate LGB pay committee terms of reference and updates to the Trust committee terms of reference
September 2023	BoT	Minor changes to align with the SoD
January 2023	BoT	Minor changes to align with the SoD
May 2022	BoT	Major revisions to align with the SoD and the restructuring of the Trust's governance structures
July 2020	BoT	Document created and approved

List of appendices

1. Articles of association (click here)
2. VLT code of conduct (click here)
3. VLT committees terms of reference general notes (click here)
4. Board of trustees terms of reference (click here)
5. VLT strategy committee terms of reference (click here)
6. VLT finance and resources committee terms of reference (click here)
7. VLT education and standards committee terms of reference (click here)
8. VLT audit, compliance and risk committee terms of reference (click here)
9. VLT pay committee terms of reference (click here)
10. LGB joint primary and secondary pay committee terms of reference (click here)
11. LGB terms of reference (click here)
12. LGB education and standards terms of reference (click here)
13. VLT panels: terms of reference (click here)
14. Members: recruitment, induction and departure (click here)
15. Trustees: recruitment, induction and departure (click here)
16. Governors: recruitment, induction and departure (click here)
17. Member: role description (click here)
18. Chair of trustees role description (click here)
19. Trustee: role description (click here)
20. VLT committee chair role description (click here)
21. LGB governor role description (click here)
22. Chair of governors single LGB role description (click here)
23. Chair of governors joint LGB role description (click here)
24. Chair joint education and standards committee role description (click here)
25. Safeguarding lead trustee/governor role description (click here)
26. Inclusion governor role description (click here)
27. Schedule of meetings with key agenda items (click here)
28. VLT protocol for remote meetings (click here)
29. Reappointment of a community governor, chair and vice-chair of governors (click here)
30. Chair of governors' escalation process (click here)
31. Monitoring visit report template (click here)