



GOVERNANCE PROTOCOL AND CODE OF CONDUCT

Approved by the Audit and Finance Committee by virtual meeting

06.12.21

Due for renewal: December 2022

JULY 2017

NOTES

This document has been developed in reference to guidance from the following sources:

- Browne Jacobson LLP
- National Governors' Association
- Bishop Fleming Accountants
- DfE Governance Handbook (October 2020)
- DfE A Competency Framework for Governance (January 2017)
- DfE Clerking Competency Framework (April 2017)
- Academies' Financial Handbook (September 2020)

This protocol should be read in conjunction with the following documents:

- DfE Governance Handbook (October 2020)
- DfE A Competency Framework for Governance (January 2017)
- DfE Clerking Competency Framework (April 2017)
- Academies' Financial Handbook (September 2020)
- Discovery Multi Academy Trust's Articles of Association
- Discovery Multi Academy Trust's Terms of Reference
- Discovery Multi Academy Trust's Scheme of Delegation

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WELCOME

Dear

I would like to take this opportunity to welcome you to Discovery Multi Academy Trust. This document aims to clearly set out the responsibilities and expectations for each level of governance in our Trust, outlining the role of the academy-level Local Advisory Boards, the strategic overview of our Board of Trustees and the 'guardian' role of our Members.

Formed in September 2016, Discovery Multi Academy Trust ("the Trust") is comprised of three 'Good' (Ofsted) schools from across the Plymouth area: Beechwood Primary Academy, Oakwood Primary Academy and Weston Mill Community Primary Academy. Whilst each of our schools retain their own individual identity, we are united in our aim as an organisation to ensure the provision of high quality, inclusive education and the desire to secure the best possible outcomes for all our children.

It is our intention as a Trust to develop into a centre for Primary STEM (Science, Technology, Engineering and Maths) education in Plymouth, in partnership with Plymouth City College and Babcock. It is very important that our STEM agenda is driven by those in positions of governance in our Trust, in addition to our staff working closely with our STEM partners.

I look forward to working with you, and I hope that you find your new role with us both fulfilling and rewarding.

Yours sincerely,



Alison Nettleship
Chief Executive Officer
Discovery Multi Academy Trust

July 2017

INTRODUCTION

As a Multi Academy Trust (“MAT”), Discovery Multi Academy Trust has different governance arrangements to that of maintained schools, and our governors – now known as ‘Board Members’ – have a wider range of duties than governors of maintained schools.

MATs have an additional layer of governance compared to maintained schools, known as ‘Members’. In reality, the Members will be responsible only for the fundamental decisions, such as changing the constitution of the Trust. It is our Board of Trustees that are responsible for making strategic decisions about the day-to-day running of the Trust.

As the Trust is also a charitable company limited by guarantee, the Board of Trustees also have duties as directors under company law and as trustees under charity law. These duties remain broadly similar to those that they might have had as governors of a maintained school, with added financial and legal liabilities from the Department for Education (DfE) and Education and Skills Funding Agency (ESFA). These are outlined in further detail under ‘**The role and responsibilities of Board Members**’.

Discovery Multi Academy Trust is a company limited by guarantee. Like all companies in England and Wales, Discovery Multi Academy Trust is governed by a memorandum and Articles of Association. The Articles contains the purpose of the Trust as well as the duties and responsibilities of its members and trustees defined and recorded clearly.

THE ROLE AND RESPONSIBILITIES OF MEMBERS

Academy trusts do not have shareholders; they have members. The role and rights of members is analogous to that of shareholders. Members of an academy trust do not have rights of ownership in the company like shareholders because the profits of the company cannot be distributed to them. However, the members can control changes in the constitution (subject to DfE approval) and other fundamental decisions relating to the academy trust.

Members also have the right to remove a governor by ordinary resolution (a vote passed by a simple majority of members). Generally, the members of a company limited by guarantee have few obligations other than their obligations towards the company and the other members, as set out in the constitution and other constitutional documents. This reflects the fact that it is the directors of a company that are responsible for its operation. The role of member is likely to therefore be a largely “hands-off role”.

Perhaps the distinction between a member and governor is best illustrated by an example; whilst the annual audited accounts will be presented to the members it is the Board and the Chair of Board who approve, sign them and send them to Companies House.

THE ROLE AND RESPONSIBILITIES OF BOARD MEMBERS/TRUSTEES

As a board member of an academy trust, there are three different aspects to your role: you are a school governor, a company director and a charity trustee. These are not different positions but rather reflect the origin of your legal duties.

Governors will be familiar with their duties as a governor of a school (although it is important to understand the legal framework in which academies operate). However, many governors will be less familiar with their duties as company directors and charity trustees and therefore this section concentrates

on these two areas of responsibility. As a board member for Discovery MAT, you will continue to act as the critical friend of the Chief Executive Officer and senior leadership team, and provide support and challenge.

The key responsibilities of the governing body include:

- ensuring the quality of educational provision;
- challenging and monitoring the performance of the academy;
- ensuring good financial health and probity;
- supporting the SLT in management of staff.

In fulfilling these responsibilities an effective governing body will:

- help the school to set high standards by planning for the school's future and setting targets for school improvement;
- keep the pressure up on school improvement;
 - be a critical friend to the school, offering support and advice;
- help the school respond to the needs of parents and the community;
- make the school accountable to the public for what it does;
- work with the school on planning, developing policies and keeping these under review;
- exercise its responsibilities and powers in partnership with the headteacher and staff; and
- not intervene in the day-to-day management of the school unless there are weaknesses in the school, when it then has a duty to take action.

DUTIES AS CHARITY TRUSTEE

Board members are also charity trustees. It is therefore important that you understand your duties as a charity trustee. There are three core duties that charity trustees must comply with. These are the duty of compliance, the duty of prudence, and the duty of care.

Duty of Compliance

Charity trustees must always ensure that the charity is using its resources for its charitable purposes. The charitable purpose of your academy trust is set out in your objects clause in the Trust's Articles of Association.

The primary object will be to advance education for the public benefit. You may also have a secondary object of providing a community benefit through recreation and leisure time activities. Before making any decision, governors should ask the question: "does this directly further the academy trust's objects?" Most times the answer to this will be obvious but it is a good idea for governors to get into the habit of asking this question because, as school activities diversify, it could become trickier to answer. If you get into the habit of asking this question you will then hopefully spot when you are considering carrying out an activity that is not in line with the Trust's charitable object.

The duty of compliance is a very wide duty. For example, you will need to ensure that you follow all relevant laws, act in accordance with your written constitution and comply with all regulatory requirements, such as Companies House rules and filing the Trust's accounts.

Some examples of events where the Trust need to tell Companies House about changes are alterations to the Articles of Association, change of residential address of any Board members and change of registered office. **It is therefore really important that you notify the Clerk to any changes in personal details.**

Duty of Prudence

The duty of prudence is largely about fiscal responsibility, ensuring that the charity's assets are protected and used for the benefit of its charitable beneficiaries.

Trustees must ensure the academy trust remains solvent and keeps up-to-date with its financial records.

Trustees must ensure that the academy trust's assets are used to meet its charitable objects - for example, it would not be appropriate for an academy to let profit-making organisations use its premises for profit-making activities free of charge. This example includes any trading subsidiary of the academy.

It is also important to avoid carrying out activities which might put the reputation or assets of the academy at risk.

A common misconception can be that as a charity you must ensure you build reserves. Yes, the Trust can have reserves to cover unexpected events but these should not be so large that the Trust's current charitable beneficiaries suffer as a consequence.

Finally, if the Trust is intending to invest or borrow money, it will need to ensure that it is complying with the terms of the articles of association and funding agreement, take special care and seek professional advice.

Duty of Care

You must use reasonable care and skill in your work as a Board Member, using your personal skills and experience as needed to ensure that the academy trust is well-run and efficient.

This duty also means that you should consider if it is appropriate to get external advice. This is a matter for the Board to decide but you should certainly consider getting external advice where there is a material risk to the academy trust or if there is a question of Board Members potentially breaching their duties.

If you get external professional advice then you are expected to follow it. If you do not, you should have a good reason for not doing so. If you would like more details on the role of a charity trustee please read CC3 'The Essential Trustee: What you need to know' which can be found on the Charity Commission's website and is a useful source of information.

DUTIES AS A COMPANY DIRECTOR

This section summarises statutory code of directors, introduced by the Companies Act 2006. The statutory code applies to every company director and therefore applies to Board Members. However, please be aware that there are additional duties that directors must comply with which are not set out in the code. Examples of these include the duty of confidentiality and undivided loyalty. There are also duties imposed by Acts of Parliament such as the Health and Safety at Work Act and the Insolvency Act.

This section will concentrate on the statutory code of directors' duties. You will see that many of the company law duties overlap with the core charitable duties. The phrases in italics are the guidance issued by the government at the time setting out their plain English statement on the intended meaning of each duty.

Duty to act within powers

Obey the company's constitution and decisions taken under it.

Board members must act within their powers. This means that Board members need to become familiar with the provisions in their Articles of Association, which are accessible on the Board portal, or contacting the MAT office directly. If you have any query relating to governance, then your first port of call should be the Articles. For example, how to deal with conflicts of interest.

Acting within your powers also means that you should only act within the scope of that delegated authority where such authority is given to you. For this reason it is very important that the Board are very clear when giving delegated authority. This is for the benefit of both the Board but also the person to whom responsibility is delegated.

Duty to promote the success of the company

Act in the company's best interests, taking everything you think relevant into account.

Board members must act in a way that promotes the success of the Trust, having regard to all relevant factors. This duty replaced the obligation "to act in the best interests of the company", which you may have heard of. 'Success' in an academy context is the charitable objects, according to Browne Jacobson (the MAT's solicitors).

The non-exhaustive list of factors is:

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

There are likely to be other factors you consider before making decisions that will affect the success of the Trust, such as having an in-year surplus, pupil outcomes and pupil welfare. It is a mark of good governance to consider these factors before making crucial decisions that will affect the future of the academy trust and ensure these considerations are reflected in Board minutes.

Duty to exercise independent judgement

Remember you remain responsible for the work you give to others.

When performing your role you must act in person and use your own independent judgement. This means that although you can rely on expert advice and delegate matters to committees, you should still sense-check any advice or committee recommendation. Collectively, the Board are ultimately responsible in law.

Another aspect of this duty is to understand that Board members elected or nominated by a particular body are not representatives of that body. Whilst they can inform the governing body of the views of their organisation or the body that elected them they have to make decisions on their own. Each Board member must exercise their own independent judgement always acting to promote the success of the Trust, regardless of how they were appointed. Whilst this is a straightforward concept in practice it can sometimes be challenging.

Duty to exercise reasonable care, skill and diligence

Be diligent, careful and well informed about the company's affairs. If you have any special skills or experience, use them.

This is similar to the duty of care under charity law. You must exercise:

- the same general knowledge, skill and experience as would be reasonably expected from a “reasonably diligent person” carrying out the functions carried out by the governor; and
- the same general knowledge, skill and experience that the governor has.

Duty to avoid conflicts of interest

Avoid situations where your interests conflict with those of the company. When in doubt disclose potential conflicts quickly.

You are under a duty to ensure that you avoid potential conflicts of interest. Decisions should be taken in the public interest and not for financial material benefits. Decisions should be based on merits and reasons should be given for decisions reached. You should not put yourself in positions that could influence the performance of your role as a Board member. You should submit yourself to scrutiny and declare any private interests relating to public duties and take steps to reduce the conflict.

If you have other outside interests, you should also remember that whilst it may be clear to you in what capacity you are acting, it may not be so clear to others around the board table. From a practical perspective, it is important to keep the register of interests up-to-date, and **therefore important that you inform the Clerk of any new potential conflicts of interest quickly.**

If you do not declare an interest, you could be challenged by an interested party. Possible consequences may be that the contract is rescinded or made void and if the Board member made a personal profit they can be required pay it back.

It can also lead to criminal liability as well as implications for the Board as a whole. There may be questions about how open and transparent their decisions are and an erosion of trust can damage the reputation of the Trust and lead to loss of confidence.

Duty not to accept benefits from third parties

Be honest and remember that the company's property belongs to it and not to you or its members.

You must not accept benefits given from third parties because of your position if those benefits are reasonably regarded as being likely to give rise to a conflict. This mirrors the common law rule that you must not make a secret profit. The benefit does not have to be financial - it could be an appointment, interest or position. The Trust has policies in place to ensure that everyone is clear on what they can and cannot accept (available on request). Additionally, a central register is kept, where all offers of hospitality are recorded. This is particularly important following the introduction of the Bribery Act.

Duty to declare interest in proposed transaction or arrangement

You should declare any interest in a proposed transaction or arrangement before the transaction is entered into by the governing body.

Be aware of indirect interests as well. For example if a Board member's spouse is entering into a transaction, it is good practice for the Board to take the decision without the involved Board member being present.

PRACTICAL MEASURES TO BE AN EFFECTIVE BOARD MEMBER

Browne Jacobson have compiled a list of practical ways Board Members can take relatively simple steps to help them meet their duties, as well as outlining the protection Board Members have.

Protection

The Articles of Association state that the academy trust will indemnify a governor against any claim brought against them in their capacity as a director in certain conditions as set out in the Articles. This is backed by directors' and officers' indemnity insurance, as held by the Trust. In addition, courts can give relief if a director has breached their duties but acted honestly and ought fairly to be excused. Whilst it would be extremely rare for a Board Member of a not for profit company to be personally liable, it is important that all Board Members are offered appropriate support and training, and that Board Members make use of any training opportunities.

Practical measures

- regularly attending and preparing for meetings (e.g. read the agenda and papers in advance and seek briefing where necessary);
- contributing to and raising concerns at meetings;
- ensuring that the Board regularly monitors and reviews its compliance with and performance of its policies;
- ensuring that the academy trust has proper procedures for reporting on activities performance and the academy trust's financial information to governors at each meeting (for example, receiving regular management accounts);

- encouraging the Board to seek and act upon legal, financial and other professional advice whenever necessary;
- checking minutes to ensure they accurately reflect any concerns raised at meetings;
- clarify the insurance arrangements in place for governors;
- reading and being familiar with the Memorandum and Articles of Association of the academy trust and be aware of its powers, duties and objectives;
- reading and being familiar with the Code of Conduct and any standing orders of the academy;
- seeking advice from the appropriate members of the leadership team in the event of any doubts or concerns about the running of the academy trust;
- being extremely scrupulous in the attention you give to the academy trust's present and future liquidity, and in ensuring that your concerns and actions are minuted;
- ensuring that your interests are registered with the academy trust; and
 - taking an interest in the appointment of the management of the academy trust to ensure that suitably qualified and experienced staff are in place.

KEY DOCUMENTATION

We have outlined the key documentation that all those involved in governance for the Trust should read. You should be provided with a copy of each document as part of your Discovery MAT Governance Welcome Pack. Should you have any queries in regard to any of the documents, please contact Helen Hawkes (PA to the CEO and Business Support Officer) in the central office on **(01752) 706361**.

LEGAL DOCUMENTATION

The following constitute the governing legal documentation for Discovery Multi Academy Trust, and should be read by all members of governance:

- Articles of Association
- Scheme of Delegation
- Committee Terms of Reference

The governance structure in our Trust has been organised to reflect the **Articles of Association** through the adoption of a **Scheme of Delegation (see APPENDIX D)**. This document is a delegation by the Trustees under Article 105 of the Articles of Association of certain powers and/or functions:

- confirms which powers and functions are reserved for the Trustees
- should be read in conjunction with the Trust's **Committee Terms of Reference**, as adhered to by the Local Advisory Boards and Audit & Finance Committee
- may only be altered or revoked by the Members

N.B The Trust's **Scheme of Financial Delegation**, which the Trust is required to have under the Academies Financial Handbook, is set out in a separate document, as part of the Finance Policy, and also supplements the **Scheme of Delegation** in respect of the delegation of financial powers and the operation of robust internal controls within the Trust.

DFE DOCUMENTATION

Governance Handbook (October 2020)

What is this for?

The handbook is now structured around the DfE's newly identified "six features of Effective Governance" developed alongside the new **Competency Framework** outlined below. Governing boards will be advised by the DfE to identify the skills they need having regard to the Competency framework for governance. The purpose of this non statutory guidance is to set out the skills, behaviours and knowledge needed for effective governance.

The Governance handbook now begins with an introductory chapter on effective governance before being split into 6 clear sections:

1. **Strategic Leadership** that sets and champions vision, ethos and strategy.
2. **Accountability** that drives us educational standards and financial performance.
3. **People** with the right skills, experience, qualities and capacity.
4. **Structures** that reinforce clearly defined roles and responsibilities.
5. **Compliance** with statutory and contractual requirements
6. **Evaluation** to monitor and improve the quality and impact of governance.

The Governance Handbook has been reorganised into a systematic structure that makes it easier for governors and trustees to follow and understand, and one which seeks to compliment the development of the Competency framework (see below).

The framework has been designed with the aim of being helpful to governing boards of **all types** of schools and should be used to provide clarification of government expectations, rather than as a set prescribed checklist. Boards are best placed themselves to individually assess which areas outlined in the framework are most important for them.

NB: Local Governing Bodies

The Governance Handbook makes reference to 'Local Governing Bodies' or "LGBs". This terminology is used by the DfE to describe the local/regional committees of a multi academy trust at school-level.

On page 48 the handbook states that LGBs with no delegated governance functions are wholly advisory. This applies to Discovery Multi Academy Trust, as we have 'Local Advisory Boards' only.

Competency Framework for Governance (January 2017)

What is this for?

The Competency Framework is designed to help governing boards assess what knowledge, skills and behaviour are needed to govern the school, or group of schools, most effectively. It is meant to help with things like board performance reviews, identifying training needs, succession planning and induction and interview processes. **It is not a checklist, and it is not statutory.** It is also designed to help training providers plan their training for governors, trustees and clerks.

How is it set out?

The Competency Framework is organised into blocks of 'who needs to have this'. There are some skills or knowledge that the DfE thinks everyone on the board needs to have, and others that the chair or 'at least someone' on the board will need to have.

The Competency Framework is made up of 16 competencies. The competencies are grouped under the headings of the 'six features of effective governance', which are detailed in the Governance Handbook:

1. Strategic leadership

- a. Setting direction
- b. Culture, values and ethos
- c. Decision-making
- d. Collaborative working with stakeholders and partners
- e. Risk management

2 Accountability

- a. Education improvement
- b. Rigorous analysis of data
- c. Financial frameworks and accountability
- d. Financial management and monitoring
- e. Staffing and performance management
- f. External accountability

3 People

- a. Building an effective team

4 Structures

- a. Roles and responsibilities

5. Compliance

- a. Statutory and Contractual requirements

6. Evaluation

- a. Managing self-review and personal skills
- b. Managing and developing the boards effectiveness

Nolan principles

Competencies alone are not enough. The DfE emphasises that principles and personal attributes that individuals bring to the board are as important. These are best reflected in the Nolan principles of public life:

- **Selflessness** Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.
- **Integrity** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
- **Objectivity** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

- **Openness** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands it.
- **Honesty** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** Holders of public office should promote and support these principles by leadership and example.

Clerking Competency Framework (April 2017)

What is it for?

This document is intended to be used by governing boards as well as clerks. The DfE hopes the guide will help clerks evaluate their own practice and to identify training needs. Governing boards are encouraged to use it to understand how professional clerking can improve the quality of governance, help with recruiting a clerk, for setting their clerk's objectives and informing their performance appraisal process.

How is it set out?

The Framework explores how professional clerking can support the work of governing boards by returning to the 'six features of effective governance' as set out in the Competency Framework for Governance. The guide looks specifically at the role clerks can play in supporting each feature: Strategic leadership, Accountability, People, Structures, Compliance and Evaluation.

The Framework then details specific knowledge, skills and behaviours for clerks, grouped under the following competencies:

1. **Understanding governance:** understanding the board's duties and responsibilities including governance legislation and procedures
2. **Administration:** ensuring that the processes and procedures of governance are administered efficiently
3. **Advice and guidance:** Access to timely and accurate advice and guidance, or signposting to expert advice where appropriate
4. **People and relationships:** ensuring that the board has accurate records of its people and their skills

Where can I find these documents?

The three documents outlined above are all available from the Board portal. Alternatively, they are available to download from the DfE website: <https://www.gov.uk/government/organisations/department-for-education>

Minutes of Meetings

Board Members will be provided with the draft minutes of the previous full Board meeting via email, within two weeks of the meeting date. The draft minutes will be agreed at the next full Board meeting.

Committee Members will be provided with the draft minutes of the previous Committee meeting via email, **within two weeks of the meeting date**. The draft minutes will be agreed at the next Committee meeting.

Members will be provided with the approved minutes from Board meetings by the Clerk, via email.

Confirmation of Attendance

Board Members should confirm their attendance at the next Board meeting/Committee meeting with the Clerk, via email, **within two weeks of the Board/Committee meeting**.

Apologies

Board Members should make their apologies to the Clerk, via email, **at the earliest available opportunity**.

Specific Incident Reporting

Board Members should be informed as soon as practicable in the event of the following occurring:

- Notification from Ofsted that they intend to inspect the MAT or one of its Academies
- The publication of an Ofsted report relating to the MAT or one of its Academies
- Notification from the Chief Executive Officer and/or a Head of School of an Academy that they intend to resign or retire
- The appointment, resignation or removal of a Trustee of the MAT
- The permanent exclusion of a pupil
- A formal complaint has been made about the MAT and/or an Academy by a parent and/or carer to the Secretary of State
- Details of matters which will or may bring the MAT and/or the Academies into disrepute
- A change to the date, time, or location of a Board meeting
- Such other information which, in the reasonable opinion of the Chief Executive Officer, ought to be brought to the attention of the Board

Information to be provided annually

The Board shall provide the Members with an annual report summarising the following information:

- The achievements and challenges faced by the MAT and the Academies during the previous year
- Details of how the ethos of the MAT and the Academies has been promoted during the previous year
- The educational performance of the Academies including achievement and quality of teaching
- Current financial information relating to the MAT and the Academies
- The MAT action plan and priorities for the coming year

This report will usually be provided to the Members at a General Meeting.

Further details of Board delegation can be found in Discovery MAT's Scheme of Delegation

Method of communication

- Agendas and any accompanying documents will be made available on the Board portal by the Clerk: www.discoverymat.co.uk (click 'Log in' in the top right-hand corner of the screen).
- The Board portal also holds copies of all MAT legal documents, relevant DfE documentation (including the Academies Financial Handbook), latest Ofsted reports for the academies and the latest Ofsted School Data Dashboard, for reference
- Agendas and accompanying documents will be made available at least seven days before the date of the next Board meeting, as per the terms listed in the Articles of Association
- Any accompanying documents should be read ahead of the next Board meeting. Should a Board Member require paper copies of any documents, they should notify the Clerk at least **48 hours before** the next Board meeting.
- Policies are agreed on an exception basis, and will be read and reviewed ahead of the next Board meeting by Board Members
- Minutes will usually be provided to Board Members by email. A reference copy will also be made available on the Board portal by the Clerk. If a Board Member does not have an email address, the minutes shall be provided to that Member by second class post
- It is the responsibility of the individual Board Member to ensure that the Chair/Clerk has accurate and up-to-date contact information for them.

APPENDIX A:

DISCOVERY MULTI ACADEMY TRUST CODE OF CONDUCT

FOR BOARD MEMBERS

General Principles

In order for the governance of Discovery Multi Academy Trust (“the Trust”) to be effective, it must be built on a bedrock of trust between the different tiers of governance. This can only be achieved where there is:

- a clear vision and a shared set of core values across the Trust
- confidence that the right people are in the right roles
- clarity on respective roles and responsibilities
- commitment to work together and to support others to fulfil their roles effectively
- effective channels of communication between different tiers of governance

All those involved in the governance of the Trust are expected to uphold the seven principles of public life identified by the Nolan Committee on Standards in Public Life (May 1996) and ensure that these principles inform the exercise of their duties. The principles are:

- **selflessness** – take decisions solely based on the vision and values of the Trust and the academies
- **integrity** – not to be compromised in carrying duties by outside organisations or personal interest
- **objectivity** – remain impartial and ensure choices are made on merit alone
- **accountability** – be responsible for decisions and actions
- **openness** – give reasons for actions wherever possible and restrict information only when the wider public interest clearly demands
- **honesty** – declare any private interests and take steps to resolve any conflicts arising in a way that protects the public interest
- **leadership** – promote these principles by example

In relation to this protocol, specific regard should be had to the importance of maintaining a spirit of openness, honesty, mutual support and good faith between different tiers of governance to ensure that everyone has sufficient information to fulfil their duties without being overwhelmed with unnecessary information or detail.

The Board of Trustees for Discovery Multi Academy Trust has the following strategic functions:

Establishing the strategic direction, by:

- Setting the vision, values, and objectives for the Trust
- Agreeing the school improvement plan with priorities and targets
- Meeting statutory duties

Ensuring accountability, by:

- Appointing the Chief Executive Officer (CEO)
- Monitoring progress towards targets
- Performance managing the CEO
- Engaging with stakeholders
- Contributing to academy self-evaluation

Ensuring financial probity, by:

- Setting the budget

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

As individuals on the Board we agree to the following:

Role & Responsibilities

- We understand the purpose of the Board and the role of the CEO.
- We accept that we have no legal authority to act individually, except when the Board has given us delegated authority to do so, and therefore we will only speak on behalf of the Board when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the Board or its delegated agents. This means that we will not speak against majority decisions outside the Board meeting.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open government and will act appropriately.
- We will consider carefully how our decisions may affect the Trust's communities and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our school/group of schools. Our actions within the Trust and the local communities will reflect this.
- In making or responding to criticism or complaints we will follow the procedures established by the governing board.
- We will actively support and challenge the CEO.
- We acknowledge that the agreed term of office for Board Member is four years from the date of appointment.

Commitment

- We acknowledge that accepting office as a Board member involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Board, and accept our fair share of responsibilities, including service on committees.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will get to know the academies well and respond to opportunities to involve ourselves in academy activities.
- We will consider seriously our individual and collective needs for induction, training and development, and will undertake relevant training.
- We accept that in the interests of open government, our full names, date of appointment, terms of office, roles on the Board, attendance records, relevant business and pecuniary interests will be published on the Trust's website.
- In the interests of transparency we accept that information relating to Board members will be collected and logged on the DfE's national database of governors (Edubase) and registered with Companies House.

Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other Board members, committee members and the clerk to the Board.
- We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other Board members in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the CEO, staff and parents, the Trust, the local authority, other relevant agencies and the community.

Confidentiality

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

Conflicts of interest

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the Board's business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time. We accept that the Register of Business Interests will be published on the Trust's website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the Trust as a whole and not as a representative of any group, even if elected to the Board.

Breach of this Code of Conduct

- If we believe this code has been breached, we will raise this issue with the chair and the chair will investigate; the Board will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- Should it be the chair that we believe has breached this code, another Board member, such as the vice chair will investigate.

Adopted by the Board of Trustees for Discovery Multi Academy Trust, September 2017

APPENDIX B

INDUCTION PACK FOR NEW DISCOVERY MAT BOARD MEMBERS

Discovery MAT's ("the Trust") induction pack aims to achieve four things:

1. Build an understanding of the nature of the Trust, its purposes and the communities in which it operates
2. develop understanding of the role, including legal duties
3. build a link with the Trust's people – whether senior leadership team members, teachers, other staff, or pupils and their parents
4. build an understanding of the Trust's main relationships

ROLE OF THE BOARD MEMBER

Document/activity	Timeframe
Governance Protocol and Code of Conduct: to provide a summary of a Board Member's responsibilities and continuing obligations, as well as outlining details of communication protocol	Supplied upon appointment
Academies' Financial Handbook A handbook issued by Education Skills and Funding Agency that describes financial requirements for academy trusts and those in a position of governance	Supplied upon appointment
DfE Documentation: Guidance on the roles and duties of governing boards, and advice on the skills, knowledge and behaviours they need to be effective. <ul style="list-style-type: none"> • Governance Handbook • Competency Framework for Governance • Clerking competency framework • Funding agreements 	Supplied upon appointment
Legal framework and governing documentation: Articles of Association Scheme of Delegation Terms of Reference	Supplied upon appointment
Training arrangements: details of any upcoming training arrangements for personal development	Supplied upon appointment
Board/Committee minutes: minutes of the meetings from the Board/committees for the last six meetings, and agendas for Board meetings held in last three years where possible	Supplied upon appointment
List of current Board members as well as details of the company secretary, and their respective dates of appointment	Supplied upon appointment
MAT policies:	Supplied upon appointment

<ul style="list-style-type: none"> • Governance Expenses • Risk Management Strategy • Code of Conduct • Whistleblowing • Finance, Investment, Competitive Tendering • Business Plan • Complaints Policy and Procedure 	
Checklists <ul style="list-style-type: none"> • CC8 checklist • Academies Financial Handbook (Appendix C) checklist – ‘the musts’ • ESFA Anti-Fraud checklist 	Supplied upon appointment
Calendar detailing important dates for Trust , including annual returns, general meetings etc	Supplied upon appointment
Board portal details	Supplied upon appointment
Committee details (Local Advisory Boards, Audit and Finance) Please refer to Terms of Reference for further information	Supplied upon appointment
Board composition, board renewal, succession plans Details of procedure for resigning or removal from office, where appropriate	After six months
MAT glossary of charity, company and education sector jargon and acronyms	Upon appointment
A copy of all management accounts prepared since the Trust’s last audited accounts Copy of annual report and accounts Copy of most recent budget report	After six months
Details of the Trust’s professional advisors , together with the name of the partner or nominated person dealing with academy business	Upon appointment
Organisational chart – including senior leadership staff, premises, email contact and website address	Upon appointment
Tour of the Trust’s academies and meeting with senior leadership team and Heads of School	Appointment and ongoing
Meeting with Chair of the Board/CEO	Upon appointment
Site visits and observations	Ongoing
Complete and return the following to the Clerk as soon as possible, as part of the appointment process: <ul style="list-style-type: none"> • Pecuniary Interest/Conflict of Interest Declaration form • Skills audit • Supply all relevant paperwork for DBS check 	Upon appointment

- | | |
|--|--|
| <ul style="list-style-type: none">• Complete personal details form for Companies House registration/Edubase update• Complete 200 word bio for the Trust website• Code of Conduct acknowledgement | |
|--|--|

NB: It is the responsibility of the Chair of the Board to work through the induction pack outlined above with all new Board Members.

APPENDIX C:

WHO'S WHO IN DISCOVERY MAT

CENTRAL OFFICE
Discovery Multi Academy Trust
c/o Beechwood Primary Academy
Rockfield Avenue
Southway
Plymouth
PL6 6DX

www.discoverymat.co.uk

@discoverymat

TEL. (01752) 706361

Office hours: Mon – Thurs 8am – 4pm
Fri 8am – 3.30pm

Chief Executive Officer/Executive Headteacher:

Mrs Alison Nettleship (appointed 1.9.16)

a.nettleship@discoverymat.co.uk

Business Support Officer/PA to the CEO

Governance Professional & Company Secretary

Mrs Helen Hawkes h.hawkes@discoverymat.co.uk

info@discoverymat.co.uk

(01752) 706361

Chief Finance Officer

Mrs Carolyn Howells

c.howells@discoverymat.co.uk

Trust HR Lead

Ms Kelly Mason

k.mason@discoverymat.co.uk

Facilities Manager

Mr Leslie Rust

l.rust@discoverymat.co.uk

Business Support Officer

Mrs Sammy Elbrow

s.elbrow@discoverymat.co.uk

MEMBERS

Mr Roger Galloway (Chair)

regalscout@blueyonder.co.uk

Mrs Tina Tuohy
tina.tuohy@plymouth.gov.uk

Mr Al Briggs
orlabriggs@aol.com

BOARD OF TRUSTEES

CHAIR

Mrs Julia Guy
j.guy@discoverymat.co.uk

CHIEF EXECUTIVE OFFICER/EXECUTIVE HEADTEACHER

Mrs Alison Nettleship (appointed 1.9.16)
a.nettleship@discoverymat.co.uk

AUDIT & FINANCE COMMITTEE

Mrs Lisa Drummond (appointed 1.9.16)
l.drummond@discoverymat.co.uk

AUDIT & FINANCE COMMITTEE

Mrs Amy Cox
a.cox1@discoverymat.co.uk

AUDIT & FINANCE COMMITTEE

Mr Daniel Matthews
d.matthews@discoverymat.co.uk

LEARNING & STANDARDS COMMITTEE

Mr David Bowles
d.bowles@discoverymat.co.uk

LEARNING & STANDARDS COMMITTEE

Mr Ray Waring
r.waring@discoverymat.co.uk

LEARNING & STANDARDS COMMITTEE

Mr Lance Doggart
l.doggart@discoverymat.co.uk

LEARNING & STANDARDS COMMITTEE

Mrs Diana Grant
d.grant@discoverymat.co.uk

ACADEMIES

Beechwood Primary Academy

Senior Head of School: Mrs Tamsin Bailey

t.bailey@discoverymat.co.uk

Assistant Head of School: Mrs Sarah Rama-Dominguez

s.rama-dominguez@@discoverymat.co.uk

Tel. (01752) 706360

Email: beechwood.office@discoverymat.co.uk

<http://www.beechwood-primary.co.uk/>

Oakwood Primary Academy

Head of School: Mrs Jackie Sparrow

j.sparrow@discoverymat.co.uk

Assistant Head of School: Mrs Kathryn Catherwood

Tel. (01752) 775478

Email: oakwood.office@discoverymat.co.uk

<http://www.oakwood-primary.co.uk/>

Weston Mill Community Primary Academy

Head of School: Mrs Rachel Dinnis

r.dinnis@discoverymat.co.uk

Acting Head of School: Mrs Louise Clark

l.clark@discoverymat.co.uk

Assistant Head of School: Simon Wilkins

j.down@discoverymat.co.uk

Tel. (01752) 365250

Email: westonmill.office@discoverymat.co.uk

<https://westonmillcps.eschools.co.uk/website>

LOCAL ADVISORY BOARD

CHAIR

Jill Callicott

j.callicott@discoverymat.co.uk

VICE CHAIR

Rachel Bishop

r.bishop@discoverymat.co.uk

Carol Lant

c.lant@discoverymat.co.uk

Lisa Darcy

l.darcy@discoverymat.co.uk

Julie Collier

j.collier@discoverymat.co.uk

Sharyn Seaman

s.seaman@discoverymat.co.uk

Rowena Passy

r.passy@discoverymat.co.uk

Patrick Owen

p.owen@discoverymat.co.uk

PROFESSIONAL PARTNERS

For external audit and accounts preparation and general finance support:

Bishop Fleming Accountants

(01752) 262611

Contact: Oliver Timmis otimmis@bishopfleming.co.uk

For internal audit:

Griffin Accountants

(01404) 41977

Contact: Liam Dingle liam@griffinaccountancy.co.uk

For legal guidance and advice:

Browne Jacobson Solicitors LLP

(01392) 458744

Contact: Victoria Hatton victoria.hatton@brownejacobson.com

APPENDIX D:

DISCOVERY MAT ORGANISATIONAL STRUCTURE

