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This document is designed to provide high-level information about the roles and responsibilities each structure and person holds in academy trust governance. The map and descriptors contained in this document serve as an introduction to, and clarification of the roles in the governance system.

We would advise that you use this document as part of an introduction to academy trust

The map below illustrates the common governance structures that each academy trust must have and additional structures we recommend academy trusts include. Academy trusts continue to have the freedom to design their structure and scheme of delegation to best ensure they have robust and effective governance. Academy trusts with a religious character use alternative terminology and have slightly different structures - a map reflecting this can be found at [Annex A](#).

The DfE devolves authority to the academy trust through its own legislation and the academy trust's funding agreement. Other requirements and authority are also devolved through charity and company law. [RSCs](#) and the [ESFA](#) are key components in delivering the department's role.

Academy trusts are founded by members who have a general duty to exercise their powers, to further the academy trust's charitable purpose

Key Documents: Trust's Articles of Association, Governance Handbook and Academies Financial Handbook

The trust board, led by a [Chair](#), is the decision-making body of the academy trust and is accountable and responsible for all the academies in the academy trust.

Key Documents: Academy Trust's Articles of Association, Governance Handbook and Academies Financial Handbook

A trust board may decide to set up one or more LGBs to oversee an academy or group of academies (sometimes grouped by region) in the academy trust. The trust board will decide which, if any, governance functions they will delegate to LGBs.

Key Documents: Academy Trust's Scheme of Delegation

The Executive Leader in an academy trust with a single academy is the Executive Principal and, in an academy trust with multiple academies is the Chief Executive (alternate phrases can be used). Members can appoint the Executive Leader to the Trust Board.

Key Documents: Academy Trust's Article of Association

Through the Academies Financial Handbook (from 1 September 2020) academy trusts must establish an audit and risk committee. Academy trusts with an annual income over £50 million must have a dedicated audit and risk committee. Smaller trusts must either have a dedicated audit committee or combine the function with another committee.

Key Documents: Academy Trust's Scheme of Delegation and Academies Financial Handbook

Academy trusts should have a finance committee to which the trust board delegates financial scrutiny and oversight.

Key Documents: Academy Trust's Scheme of Delegation and Academies Financial Handbook

E.g. standards committee, pay and remuneration committee

Key Documents: Academy Trust's Scheme of Delegation

Members play a limited but crucial role in safeguarding academy trust governance. While they must ensure they do not stray into undertaking the Academy Trustees' role, they should assure themselves that the governance of

The trust board is the decision-making body of the academy trust and is accountable and responsible for the academy (or all the academies equally) in the academy trust. The academy trust will also be the employer of any central staff and those within its academies. Everyone in governance should be aware of and accept '[The 7 principles of public life](#)', as set out by Lord Nolan.

Academy Trustees are the people who make up the trust board, in some academy trusts, particularly in relation to academies with a religious character, they may be referred to as directors. Academy Trustees are both the charity trustees and company directors of the academy trust. The '[competency framework for governance](#)' outlines the knowledge, skills and behaviors needed by trust boards for effective governance'. The Charity Commission's '[Essential Trustee](#)' gives further detail about the key duties of all trustees of charities in England and Wales, and what trustees need to do to carry out these duties competently. Companies House also publish '[Being a company director](#)' which gives further details on the duties of all company directors.

The trust board must operate and make decisions to further the academy trust's charitable object, which in the majority of trusts is 'to advance for the public benefit education in the United Kingdom'⁴. In trusts which include Church academies⁵, Academy Trustees must also ensure that the religious character of the Church academy is preserved and developed as part of ensuring the charitable objects of the trust are met. The Academy Trustees are responsible for the general control and management of the administration of the academy trust.

Subject to the provisions of the Companies Act, the academy trust's articles of association and the Members' ability to direct the trust board by special resolution, the Academy Trustees may exercise all the powers of the academy trust. They have statutory duties to exercise care, skill and diligence and avoid conflicts of interest.⁶ t

[‘What Academies, Free Schools and Colleges Should Publish Online’](#) webpage give more details on an academy trust’s website requirements.

The role of the Academy Trustee is a voluntary one. As academy trusts have charitable status, payments to Academy Trustees are by exception only and subject to very specific legal restrictions. Under the department’s current model articles, any academy trust wanting to make a payment to an Academy Trustee must gain explicit consent from the Charity Commission. Further information about Academy Trustee payments and expenses can be found in the [Governance Handbook](#).

In a Church academy the trust board will also be responsible for liaising with the relevant diocese or other religious body as appropriate.

Trust boards should also have regard to the need for the Executive Leader and teachers in their academy(ies) to be able to achieve a satisfactory work life balance, and, through their strategic role, should provide support and challenge to help reduce unnecessary burdens, for example, in relation to the number of data requests that are made. Further guidance on the use of data can be found in the [‘Making data work’](#) report.

The [Statutory Policies for School and Academy Trust’s](#) webpage provides a full list of statutory policies that academy trusts must hold and req(and AU7 scnu1c 0 Tw scnu1c 0 Tw scnu1

informed by both available evidence of what works or is likely to be effective, and by the views and needs of key stakeholders, particularly parents.

Boards should play a strategic role and avoid routine involvement in operational matters. They should focus strongly on holding their Executive Leader to account for exercising their professional judgement in these matters and all of their other duties. However, since the board is responsible in law for the school(s), it may need to intervene in operational matters if a circumstance arises where, because of the actions or inactions of the Executive Leaders, the school may be in breach of a statutory duty. Having advised the board, Executive Leaders must comply with any reasonable direction given by it.

The trust board must include at least two parent Academy Trustees, unless (in an academy trust with multiple academies) there are at least two parents on each LGB. Reference to parents in this context also includes other carers. Where an academy trust has parent Academy Trustees or parents on LGBs, they are elected by the parent body. If not enough candidates put themselves forward, the academy trust can appoint parent Academy Trustees to ensure it is operating in line with its articles.

Trust boards may wish to consider linking Academy Trustees to specific areas of responsibility. The [Governance Handbook](#) and [Competency Framework for Governance](#) sets out the areas where academy trusts should,

An effective Chair and Vice-Chair provide visionary strategic non-executive leadership to the academy trust and, as with other Academy Trustees, the roles of Chair and Vice-Chair are voluntary ones.

The Chair, supported by the Vice-Chair and the Clerk, plays an important role in the academy trust, which goes beyond chairing meetings. The Chair takes the lead in ensuring the effective functioning of the trust board and has a vital role in setting the highest expectations for professional standards of governance. It is the Chair's responsibility to give the trust board clear leadership and direction, keeping it focused on its [core functions](#). Whilst the Chair will carry out specific functions, as mentioned above, the legal duties placed on the trust board apply to all Academy Trustees and not just the Chair.

A Chair should encourage the trust board to work together as an effective team, building its skills, knowledge and experience. The Chair needs to ensure that everyone is actively contributing relevant skills and experience, participating constructively in meetings, and is actively involved in the work of committees. It is the Chair's role, in conjunction with the [Clerk](#), to make sure everyone understands what is expected of them and receives appropriate induction, training and development. It is for the Chair to have honest conversations, as necessary, if anyone appears not to be committed or is ineffective in their role, proactively engaging with the Members where necessary.

The Chair, along with the trust board and with input from the Clerk, should regularly consider the make-up and skills of the trust board and, when appointing new Academy Trustees to the trust board, should consider any recent skills audits they may have completed and the identified skills gaps on the trust board. The Chair should also undertake an annual performance review of the Clerk and look to them as the governance professional to provide advice and support that assists them in their role.

If the ESFA has concerns about issues in an academy trust, such as executive pay and related party transactions, or where there is insufficient oversight or control of an academy trust's money, it will work closely with the Chair to resolve them. In the case of Church academies, the ESFA will also involve the relevant diocese, as agreed in the Memoranda of UC

maintain financial viability. All Academy Trustees must receive the management accounts at least six times per year.

The DfE model articles of association state that the Academy Trustees shall elect a Chair and Vice-Chair each school year. ~~See the DfE model articles of association at [https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/307120/Model-Articles-Of-Association-For-Trusts-2016.pdf](#)~~

The Clerk is the trust board's governance professional. They are paid to undertake the role and report directly to the Chair.

Clerks can be appointed either directly by the trust board, through the local authority or via an independent clerking agency. From 1 September 2020 all academy trusts must have a Clerk for their trust board. Academies may employ or use a company secretary, or other governance professional to undertake the clerking role, therefore different terms d may be used.

The role of a Clerk is about helping the trust board understand its role, functions and legal duties and to provide clear impartial advice to the trust board. The clerking role should be a discrete and independent function but remains accountable to the Chair. The role is variable depending on the trust board's requirements but will also include supporting the Chair and the trust board with organising meetings, circulating papers and taking a note of meetings and should include advising the board on their compliance with the Articles of Association, funding agreement and with relevant legislation and regulations.

Clerks are also responsible for supporting the Chair to enable and facilitate strategic debate and decision making. This is crucial in helping the trust board exercise its functions appropriately and confidently, so that it can stay focused on its core functions. The '[Clerking Competency Framework](#)' outlines the knowledge, skills and behaviours required to provide professional clerking to the trust board.

1 Committees of the trust board should also be (clerked but do not need) to be clerked by d e (

[Return to Map](#)

The trust board must appoint an Executive Leader. In a single academy trust (SAT) setting, the Executive Leader will be the academy principal or Headteacher. In an academy trust with multiple academies, the Executive Leader will be the Chief Executive Officer (CEO) or equivalent.⁸ The academy trust must also appoint an accounting officer, who should be the Executive Leader.

As set out in the department's Model Articles of Association⁹: ‘

The Executive Leader and other employees should not be appointed to the audit committee but should attend meetings frequently to provide information and participate in discussions. This is regardless of whether or not the individual is serving as an Academy

The trust board may establish committees and may choose to delegate functions to them. Where the trust board does delegate functions, the trust board remains responsible and accountable for decisions made. The department's Model Articles of Association set out reporting requirements that support Academy Trustees to exercise their accountability where delegated powers are used. An academy trust will have a scheme of delegation detailing the organisation's delegation of powers. This should be made available to all Academy Trustees and

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a replacement for engagement with parents more broadly. All trust boards should assure themselves that mechanisms are in place for their organisation to engage meaningfully with all parents and carers.

Unlike other committees, LGBs do not need to have Academy Trustees sitting on them. Academy Trustees and members of LGBs should be aware of and familiarise themselves with any designated [link Academy Trustee](#).

The Academy Trustees will decide what, if any, governance functions they will delegate to LGBs. They may set up LGBs as wholly advisory bodies. Academy Trustees may choose to vary the extent of delegation over time, for example to reflect a change in capacity at local level. LGBs are a full and formal part of the trust governance structure and can:

- support the effective operation of the trust and its policies

- provide support and challenge to the local (school level) executive (although trusts must be careful to make sure accountability is clear and not muddled through local reporting to the LGB and CEO)

- provide a vehicle for trust board engagement with the school, its parents and local community, to help ensure that the Academy Trustees stay connected. Trusts may choose to bring in people to sit on LGBs who provide links to the local community, in addition to parents.

- bring issues and risks to the attention of the trust board. It is important that the board listens and responds to concerns the LGBs may raise.

- provide constructive feedback to the board where a policy may not be effective in the local context, and suggest alternative approaches

- help ensure the trust works as one entity, in the interests of all its schools equally

In addition, in academies with a religious character, the members of the LGB will also be required to preserve and develop

The eight Regional Schools Commissioners (RSCs) act on behalf of the Secretary of State for Education and are accountable to the National Schools Commissioner (NSC).

Each RSC is supported by a Headteacher board (HTB) made up of academy headteachers and other local sector leaders. HTBs advise and challenge RSCs on the decisions they make.

RSCs are responsible for taking action and making decisions on a number of areas, including:

- taking action where academies and free schools are underperforming, including matching schools to a strong sponsor where appropriate
- intervening in academies where governance is inadequate
- deciding on applications from local-authority-maintained schools to convert to academy status
- improving underperforming maintained schools by providing them with support from a strong sponsor
- encouraging and deciding on applications to form new academy trusts, or to grow or consolidate existing academy trusts
- encouraging and deciding on applications from sponsors to operate in a region
- taking action to improve poorly performing sponsors
- advising on proposals for new free schools
- advising on whether to cancel, defer or enter into funding agreements with free school projects
- deciding on applications to make significant changes to academies and free schools

One of the RSCs' core functions is to intervene with under-performing academies and free schools to commission high quality support to improve them quickly. This includes taking action where governance is inadequate. Governance of academy trusts will be of concern where the academy trust lacks the capacity to deliver any of its three core functions.

Where the primary issue is one of financial management and compliance with the funding agreement, the Education and Skills Funding Agency (ESFA) will have overall decision-making responsibility. When responding to issues of inadequate governance, the RSC will

work with the ESFA to ensure that all issues about the academy trust are considered (e.g. issues of inadequate financial management) and that appropriate action is taken.

In the case of Church academies, the ESFA will also involve the relevant diocese, as agreed in the Memoranda of Understanding between the department and the Church of England and the department and the Catholic Church:

<https://www.gov.uk/government/publications/church-schools-and-academies-memoranda-of-understanding>

[Return to map](#)

The Education and Skills Funding Agency (ESFA) is accountable for £58 billion and provides assurance that public funds are properly spent and achieve value for money in the delivery of the Government's policies and priorities.

It also regulates academies, intervening where there is a risk of financial failure, or mismanagement of public funds. The ESFA sets out a clear framework for academy trusts to operate within; provides oversight and scrutiny of academy trusts' performance; supports the sector in improving its capabilities and takes action where academy trusts fall short of these expectations.

In its role, the ESFA considers three key functions of the academy trust: financial management, governance, and supports the RSCs with their consideration of educational performance. In practice, this means working to ensure academies are:

- with a clear framework communicated and regulated by the ESFA through the Academies Financial Handbook and academy trust's funding agreement.

- with an increased focus on strengthening the sector's financial expertise and capability to achieve value for money. This includes working alongside the wider department to support effective school resource management with specialist advisers, three year financial forecasting and developing buying hubs and national deals for all schools.

- with a strong focus on public money being properly spent and achieving value for money. This includes challenging on high salaries and ensuring RPTs follow robust processes.

- Subject to based on a robust risk assessment and a proportionate response when public funds are at risk, so that education provision is preserved.

The ESFA intervention powers under the Academies Financial Handbook (AFH) (2020, 6.15 - 6.19) allows the ESFA to issue a Financial Notice to Improve (FNtI) to an academy trust, setting out its concerns and the necessary steps required to resolve them. Whilst the vast majority of FNtIs are issued in relation to financial concerns, the ESFA may issue an FNtI on governance grounds. The FNtIs set out the steps the academy trust is required to take to address the identified issues and risks.

The _____ and _____ provide further information about:

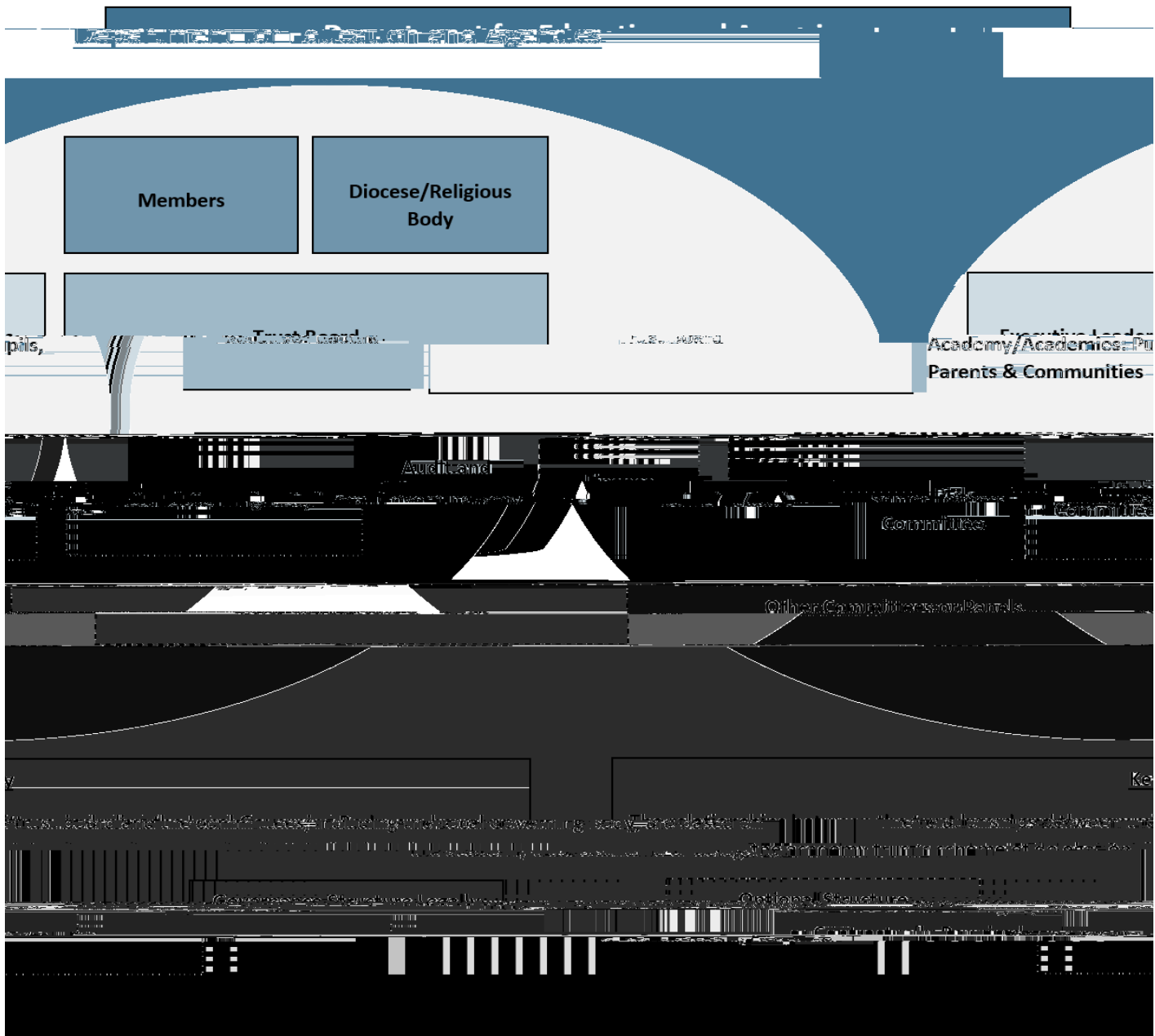
- the role and responsibilities of each committee and LGBs,
 - AFH Sections 3.6-3.14: Audit Committee,
 - AFH Sections 2.1-2.5: Financial Oversight, including finance committee,
 - AFH Sections 1.35-1.37: Chief Financial Officer,
- the role of the Executive Leaders and requirements around CEOs, Principals and other employees as Academy Trustees,
- the role of the Clerk and how they can support a trust board to be effective,
- the role of the Chair and Vice-Chair,
 - the AFH gives details with a particular focus on financial accountability,
- the role of Members and summarises the department's requirements and preferences for the constitution of academy trusts,
 - The AFH gives details with a particular focus on financial accountability and avoiding conflicts of interests.

Every academy trust has articles of association. The department's [Model Articles of Association](#) sets out:

- requirements and processes for appointing and removing Members and Academy Trustees
- provisions for the constitution of trust boards
- disqualification criteria for Academy Trustees
- election and appointment procedure for Academy T

The Schools Commissioners Group [_____](#) page gives further information on the

The map below illustrates the common governance structures that each academy trust must have and additional structures we recommend they include. Academy trusts continue to have the freedom to design their structure and scheme of delegation to best ensure they have robust and effective governance. Links are included to the corresponding role descriptor for academy trusts without a religious character.



Through the Academies Financial Handbook (from 1 September 2020) academy trusts must establish an audit and risk committee. Academy trusts with an annual income over £50 million must have a dedicated audit and risk committee. Smaller trusts must either have a dedicated audit committee or combine the function with another committee.

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