

AAT Operational Procedures

For

September 2025-26

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Please note that all Trust policies are reviewed annually. Should you have any queries regards this policy, note an omission or wish to propose an amendment, please email jadams@aurigaacademytrust.org.uk.

“The Auriga Academy Trust aims to provide outstanding special needs education for the local community close to where our pupils live”

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This document should be read in conjunction with the **Auriga Academy Trust Scheme of Delegation, Terms of Reference, Agenda Plans and Code of Conduct**.

Auriga Academy Trust – Operational Procedures for Governance

For Board and Committees, including Local Governing Bodies Governance

For the purposes of this document references to “the Board” refers to the Board of Trustees only and “Committees”(plural) will include all Committees including Local Governing Bodies (LGB's) unless otherwise stated. Individuals are either referred to as Trustees (the Board or Board Committees) or Governors (Local Governing Bodies).

1. Responsibility and Accountability

- 1.1 It is the Auriga Academy Trust Board of Trustees (the Board) which is the legal entity responsible for all the schools within the multi-academy trust. The respective structures, responsibilities, and accountabilities of each level of governance within the trust are set out within the Auriga Academy Trust Scheme of Delegation. Within this document all references to the Board and Committees and those governing within them should work within the terms of the Scheme of Delegation. It is recognised that good communication and co-operation between the different levels of governance and the constituent schools within the Trust is crucial to fulfil our core aim to provide outstanding special needs education for our local community.

2. Chair and Vice-Chair

- 2.1 The clerk will invite eligible Trustees or Governors stand for the positions of chair and vice chair ahead of their last Board, Committee or LGB meeting each academic year.
- 2.2 These roles may be shared between individuals in a co-chair /co-vice chair arrangement. The term of office for each post will be for one year commencing from 1 September until 31 August the next academic year. Members of staff are ineligible for election for Chairs or Vice Chairs.
- 2.3 At this last meeting eligible Trustees and Governors on their respective Board, Committees and LGBs will elect a chair and vice- chair from among their membership to take office (for the entirety of the next academic year) and minute its decision.
- 2.4 The clerk will take the chair while the chair is being elected.
- 2.5 The Board will decide in advance the process of election for both positions.
- 2.6 If nobody has indicated willingness to stand for the office of chair, the matter will be referred to the Board of Trustees for appropriate action to be taken.
- 2.7 If the election of the chair or vice-chair is contested it will be decided by secret ballot. Those standing for election will withdraw and not vote. In the absence of a contest the election will be conducted with a show of hands.

- 2.8 Following the election of chairs and vice chairs for Committees and LGB's, the terms and appointments will be ratified at the subsequent meeting of the Board of Trustees.
- 2.9 No Board, Committee or LGB can conduct their business without an appointed chair.
- 2.10 If the Chair of a Board, Committee, or LGB is present, they will lead the meeting. If the Chair is absent, the Vice-Chair will take over. If both the Chair and Vice-Chair are absent, the members who are eligible and present at the meeting will choose someone among themselves to act as Chair for that meeting.
- 2.11 If a chair resigns, or has to relinquish the office for any reason, the vice-chair will act as chair until a successor is appointed at the next meeting of that Board, Committee or LGB. The election of chair will be a specific item of business on the agenda for that meeting.
- 2.12 Extraordinary meetings may be held to expedite the appointment by general agreement of the respective Board, Committee or LGB.
- 2.13 If the vice-chair resigns, or has to relinquish the office for any reason, a successor will be elected at the next meeting of that respective Board, Committee or LGB.
- 2.14 If the chair and vice-chair both resign, a special meeting will be held within 21 days to elect their successor in line with Clauses 2.2 to 2.9.
- 2.15 A chair and/or vice-chair can be removed from office by resolution of the Board.
- 2.16 A resolution to remove a chair or vice-chair from office will not take effect unless the matter is specified as an item of business on the agenda. A proposal recommending the removal, clearly stating reasons for doing so must be presented at the meeting, by either a Trustee or Committee Member. The chair or vice-chair must be given the opportunity to make a statement in response before they withdraw from the meeting to enable the Board to vote on the proposal to remove the chair or vice-chair from office.

3. Calendar of Meetings

- 3.1 The Board, Committees and LGB's will meet at least termly, with the exception of the Pay Committee, which will meet as required and at least once in the autumn term.
- 3.2 An additional Strategy Session will be held in the summer term for the Board and each of the LGBs.
- 3.3 Meeting dates for all Board, Committee and LGB's for the full academic year will be set before the end of the summer term by the Board taking into account the recommendations of the CEO and to enable any issues from Committees and LGBs to be raised in a timely manner.

- 3.4 Additional meetings can be scheduled if required by individual Committees and LGB's schedules of work, or by recommendation of the Board.
- 3.5 Link Governor Network meetings will occur at least termly and as set by the Trust Calendar to fit in with respective board meetings and statutory responsibilities.
- 3.6 A comprehensive calendar of all meeting dates will be held at Trust level.

4. Timing and Duration of Meetings

- 4.1 Meetings will start at times which are acceptable to Trustees and Governors serving on the respective Board, Committee and LGB's and will be limited to 2 hours duration.
- 4.2 Where the business has not been completed within the agreed time, those present may agree to continue the meeting in order to deal with the business notified on the agenda, decide that non-urgent items may be postponed to the next scheduled meeting or make arrangements for an additional meeting to complete the business.
- 4.3 Where a meeting seems likely to overrun the agenda will be prioritised to ensure that the most urgent items are dealt with.

5. Quorum

- 5.1 The quorum for a meeting of the Board and LGBs and for voting on items other than in Clause 5.2 is one half (rounded up to a whole number) of the total number of voting members in place; not including any vacancies. Meetings which become inquorate will continue but no legal decisions may be made.
- 5.2 The quorum for meetings of the Board which consider:
 - a. Appointing a parent trustee, other than one who has been elected;
 - b. Removing a Trustee; or
 - c. Removing the Chair of the Board of Trustees

Shall be two thirds (rounded up) of the other Trustees holding office at the time.

- 5.3 Meetings of other Board Committees will be three Trustees.

6. Clerking

- 6.1 The Trust will appoint a governance professional who will liaise with the respective Board, Committees and LGB's to determine the clerking arrangements for their meetings.
- 6.2 If the clerk does not attend a meeting those present at the meeting can appoint one of their number (but not the CEO or Headteacher) to act as clerk for that

meeting.

- 6.3 Concerns regarding clerking can be raised to the Board through the Committee Summary reports, Chair and Vice-chair Network and other appropriate channels.
- 6.4 The Board can remove the governance professional from office by resolution at a meeting of the Board of Trustees.
- 6.5 In the event that a meeting cannot be held wholly in person a virtual meeting will be arranged on Microsoft Teams or a similar platform. These meetings will follow the **AAT Board and Committee Virtual Attendance Procedure**. With the agreement of all individuals present the meeting will be recorded to enhance the accurate documenting of the meeting and to assist the clerk with the preparation of minutes.

7. Withdrawal from meetings

- 7.1 Governors and Trustees will be required to withdraw from a meeting under circumstances set out in the AAT Articles of Association in Clauses 97 and 98 These refer to conflicts of interest, doubts about impartiality and pecuniary interests.
- 7.2 If there is a dispute about a person attending a Board, Committee or LGB meeting being required to withdraw, the matter of withdrawal shall be determined by those present at the meeting and the decision minuted. If a decision cannot be made then the matter will be referred to the Board of Trustees.

8. Convening meetings

- 8.1 All meetings of the Board, Committees and LGB's will be convened by the clerk, in accordance with the arrangements made by the Board, but subject to (a) any direction from their chair where a matter is urgent and (b) any requisition signed by three members of the relevant Board, Committee or LGB. All meetings convened in this way will be notified to the Board at the earliest opportunity.
- 8.2 All meetings will have an option to attend virtually via Teams or other such platform.
- 8.3 For the Board and Local Governing Body meetings the majority of voting members should be physically present.
- 8.4 Board, Committees and LGB's may decide, preferably in advance, to hold meetings fully virtually, taking into account matters to be discussed on the agenda and other options considered, and should minute their decision. The Board may agree to vary the terms of reference for any Committee which wishes to routinely meet virtually.

9. Notice of Meetings

- 9.1 Written notice of meetings, together with the agenda, will be e-mailed seven clear

days before the meeting – except where the chair calls an urgent meeting at short notice – to (a) each Trustee/Governor due to attend, (b) the CEO/Headteacher and published on the relevant website.

- 9.2 Non-receipt of notice of a meeting will not invalidate the meeting.
- 9.3 Notices of LGB meetings, and the accompanying agenda, will be made available at the respective school, at all reasonable times, for inspection by anyone wishing to see them and will be published on the school website.

10. Agendas and Papers

- 10.1 The agenda for meetings will be prepared by the clerk in accordance with any determination of the Board, Committee or LGB itself, decisions at previous meetings and with regard to the **AAT Terms of Reference** and **AAT Agenda Plans** (as specified in the Scheme of Delegation).
- 10.2 The draft agenda will be circulated to members of the Board, Committee or Local Governing Body 20 days in advance of the meeting with a request for all relevant documentation.
- 10.3 Any Board or Committee member may request an item to be added to the agenda as outlined in Clause 111.
- 10.4 The clerk will submit a final draft agenda at least 14 days ahead of the meeting to the relevant chair and the CEO or headteacher for consideration and amendment.
- 10.5 Wherever possible all papers that inform agenda items for meetings will be uploaded to Sharepoint, with the agenda, 7 days in advance of the meeting. Those responsible for generating such reports and documents must ensure they reach the clerk no less than 7 days in advance.
- 10.6 All papers that inform agenda items for any meeting will be sent at least 7 days in advance of any meeting via the clerk, to circulate with the agenda to attendees. Any delay to papers must be advised to the Chair and an agreement made to when it will reasonably be available.
- 10.7 All reports and papers referring to individual pupils or members of staff **must** be anonymised.
- 10.8 Policies fall into two categories outlined in the **AAT Policy Schedule Summary Document** on the Trust Website. 'Trust level' policies are reviewed at Trust level with feedback from the schools and their Local Governing Bodies. 'School level' policies are the sole responsibility of the respective schools and their Local Governing Bodies who remain responsible for monitoring the implementation and effectiveness of **all** policies. Detailed scrutiny may be delegated to relevant Committees to make a recommendation to the Board.

- 10.9 It is expected that all Trustees and Governors will read all the documentation provided for each meeting to which they should attend, submit questions to the relevant executive leader before the meeting and be prepared to make an active contribution during the meeting.

11. Late Items/Any Other Business

- 11.1 Any other business (AOB) not covered by the agenda should be notified to the chair of that meeting for consideration in advance of the meeting.
- 11.2 Late items as per clause 10.6 will also be notified to the chair for consideration in advance of the meeting.
- 11.3 The chair, in consultation with those members of the Board/Committee present, will decide whether any such item is to be discussed at the end of the meeting or, if appropriate, deferred to a subsequent meeting.

12. Composition and appointment to Local Governing Bodies

- 12.1 Membership of LGB's shall include:
- 12.1.1 At least 3 co-opted Governors to be appointed by the LGB on their skill to complement and enhance the existing LGB members.
 - 12.1.2 1 staff Governors elected before 1 October 2024
 - 12.1.3 A minimum of 1 elected parent Governor.
 - 12.1.4 2 Trust governors appointed by the Board of Trustees Governance and Nominations Committee, in consultation with the LGB Chair and Headteacher.
- 12.2 Proposals to vary the composition of individual LGB's can be made to the Board of Trustees. The composition of LGB's will be reviewed at least annually by the Board.
- 12.3 The Board of Trustees reserves the right to appoint additional Governors if it has reasonable concerns about the performance of the LGB. These would be in addition to the existing members of the LLGB.
- 12.4 The Board of Trustees may terminate the appointment of any Governor whose presence or conduct is deemed by the Trustees not to be in the best interests of the Trust or the school in line with Clause 13.
- 12.5 All Governors must comply with the provisions within Articles 68 to 74, 77 to 78, 79 and 97 to 98 of the Articles of Association for disqualification as if they were Trustees of the Trust. outlined in the **Eligibility Criteria**.
- 12.6 The term of office of a Governor shall be four years, unless specifically determined by the Board of Trustees. Individuals will be eligible for re-election or re-appointment.

- 12.7 Elected parent Governors shall be elected by the following process: Full information is in the Parent Trustee and Governor Election Procedure.
- 12.7.1 Seeking nominations
 - 12.7.2 If there are fewer nominations than vacancies, the nominees are appointed.
 - 12.7.3 If there are more nominations than vacancies, an election is held amongst the appropriate group of people (parents / staff). This will be organised by the Governance Professional in collaboration with the relevant administrative staff.
 - 12.7.4 Should no nominations be received then interest should be invited from relevant parents/staff at other schools in the Trust, in the first instance. The Governance and Nominations Committee may appoint an individual in this situation and if this is unsuccessful, determine further actions.
- 12.8 Governors on the LGB must declare conflicts and pecuniary interests in accordance with the Articles of Association as if they were Trustees. These interests will be published on the MAT website in accordance with the Academy Trust Handbook.
- 12.9 Meetings of a LGB will be quorate if half of governors in position (not including vacancies) are present, either physically or virtually.
- 12.10 The Headteacher must be present; this provision applies to every part of the meeting.
- 12.11 Each Governor shall have one vote and shall not be able to vote by proxy. The Chair will have a second and casting vote if necessary.
- 12.12 Resolutions can be passed in writing, signed by the Chair of the Local Governing Body and presented at it's next meeting, and this will be as effective as if the resolution had been passed at a meeting.

13. Removal of Trustees and Governors

- 13.1 the governor is paid to work in the school and is the subject of disciplinary proceedings in relation to his/her employment;
- 13.1.1 the governor is the subject of any court or tribunal proceedings, the outcome of which may be that he/she is disqualified from continuing to hold office as a governor under Articles of Association
- 13.1.2 the governor has acted in a way that is inconsistent with the school's ethos and has brought or is likely to bring the school or the governing body or his office into disrepute; the governor is in breach of his/her duty of confidentiality to the school or the staff or to the pupils****Removal will always be a last resort and every effort should be made to resolve the situation first through mediation, verbal and written warnings or additional training. HR advice must be sought.**
- 13.2 Removal may be appropriate where a Trustee or governor
- is paid to work in the school and is the subject of disciplinary proceedings in relation to their employment;
 - is subject of any court or tribunal proceedings, the outcome of which may be that they are disqualified from continuing to hold office as a governor under Articles of Association
 - has acted in a way that is inconsistent with the school's ethos and has brought or is likely to bring the school or the governing body or their office into disrepute;
 - is in breach of their duty of confidentiality to the school or the staff or to the pupils
 - is serious misconduct as determined by the board based on the facts of the case
 - actions that compromise the Nolan principles, if sufficiently serious,
 - display repeated and serious incompetence
 - behaved in a way that undermines fundamental British values
 - actions are significantly detrimental to the effective operation of the board or interfere with the operation of the school
- 13.3 A Trustee may be removed by the person or persons who appointed or elected them, or otherwise by ordinary resolution of the Members in accordance with Article 66. Governors may be removed in a similar way.
- 13.4 The consideration of the removal must be an explicit item on the agenda of a Board meeting of the appointing body, to which the Trustee / governor will be invited. The Trustee / governor must have written details of the case against them and sufficient time to respond in advance of this meeting.
- 13.5 Reasons for removal will be stated for the record during the meeting and the Trustee / governor will have the opportunity to respond.
- 13.6 A second meeting of the appointing body will be held not less than 14 days after the first to pass a resolution to remove the governor as an explicit agenda item.
- 13.7 Should the resolution be to remove a governor relevant authorities will be notified.

14. Expenses

- 14.1 The **AAT Governors and Trustee Expenses Policy** will be reviewed annually in accordance with current legislation and the **AAT Finance Policy**.
- 14.2 The payment of Governor and Trustees expenses will be in accordance with the Auriga Finance Policy and other relevant guidance and legislation.

15. Attendance

- 15.1 The clerk will keep a record of those Trustees and Governors present at meetings of the Board, Committees and LGB's. Any Trustee or Governor unable to attend a meeting should send an apology for their absence, with the reason, in advance to the clerk copying in the Chair.
- 15.2 The time of arrival and/or departure of those arriving late or leaving early will be recorded in the register.
- 15.3 The Board of Trustees reserve the right to revoke membership to an LGB in the case of governors missing three Governing Body meetings in any 12-month rolling period (to include the annual Strategy session) following consultation with the Local Governing Board. The Clerk will send a reminder of the commitment to attend after any two recorded absences.
- 15.4 The Board of Trustees reserve the right to revoke the membership of any Trustee who fails to attend every meeting over a 6-month period without a valid reason.

16. Minutes of Meetings

- 16.1 The minutes of Local Governing Body meetings and other reports requested will be available to the Auriga Academy Trust Board of Trustees. Similarly, minutes of the Board of Trustees will be circulated to Local Governing Bodies for noting at their meetings.
- 16.2 The minutes of all meetings will be kept in an electronic file on numbered and dated pages in school with each page initialed by the person signing them as a true record.
- 16.3 All dissenting views, discussions and queries to school/trust leadership will be recorded in the minutes of the meeting. This will be anonymously unless anonymity is specifically waived by the speaker.
- 16.4 Actions will be taken on the basis of decisions at the meetings, and need not await the approval of the minutes at the next meeting before circulation. These actions will be within 48 hours following meeting
- 16.5 Within 5 working days of the meeting, the draft minutes will be sent by the clerk to the relevant Chair for review and approval and to the headteacher/CEO to check for factual accuracy.

- 16.6 Copies of the draft minutes, once reviewed by the chair, will be sent to all members of the Board, Committee or LGB within 10 working days of the meeting.
- 16.7 The approval of the minutes of the previous meeting will be on every agenda and once approved as a true and accurate record (subject to any agreed amendments) the minutes will be signed and dated by the chair and each page initialed.
- 16.8 Those matters which are determined to the Board, Committee or LGB shall remain confidential will be minuted separately in a confidential note and such minutes will not be made public.
- 16.9 The approved non-confidential minutes, will be uploaded to the appropriate website and also made available at the school(s), at all reasonable times, for inspection by anyone wishing to see them.

17. Confidentiality of Proceedings

- 17.1 Trustees and Governors should not discuss any disputes, discussions, disagreements, confidential items and their details outside their respective Board, Committee or LGB.

18. Correspondence

- 18.1 All incoming correspondence to the Board of Trustees (other than any concerning a complaint) is for the attention of the whole Board, even if addressed to the Chair and/or the clerk. Significant items will be circulated to all Board members as and when received/presented to each meeting for action or information as appropriate. The chair will report upon any correspondence on which he/she has already taken urgent action.
- 18.2 The Board will determine by resolution who may write letters on their behalf, either generally or on specific issues.

19. Information and Advice

- 19.1 The CEO has a statutory duty to keep the Board and Committees fully informed and will present a termly written report to their respective meetings.
- 19.2 The Headteacher of each individual school will also provide the relevant Local Governing Body with a written report at each meeting. The LGB Chair may agree to a verbal report to the LGB by exception.
- 19.3 Annually the Local Governing Body will receive details of the external assessment results and compare these with the targets set and previous years' results. Results data will be scrutinised by the Trust Standards and Effectiveness Committee and summary data reported to the Trust Board by the CEO.
- 19.4 Where important information required by any Board, Committee or LGB is given

orally, it will be recorded in the minutes in appropriate detail.

- 19.5 Where information required by the board is not readily available, reasonable time will be given for its production.
- 19.6 Where expertise is needed but not available within a board, the trustees may consider inviting appropriately skilled outside experts to attend meetings or appointing individuals with those skills to the Committee, without voting rights.

20. Discussion and Debate

- 20.1 The chair will ensure that meetings are run effectively, focusing on strategic priorities and making best use of time available and ensuring that all governors/trustees enjoy equality of opportunity to express their views and participate in decision making.
- 20.2 The board will receive and note, *without debate*, any decisions on matters which it has delegated to a committee or to an individual. Decisions will be recorded in the minutes.
- 20.3 Proposals and recommendations received from committees will be recorded in the minutes, together with any related board resolution.

21. Decision-making

- 21.1 All decisions must be made by the full board unless that function has been delegated by the board to a committee or to an individual, through the Scheme of Delegation.
- 21.2 Every question to be decided at a board meeting is to be determined by a majority of the votes of those governors/trustees present and voting on the question; proxy voting is not allowed.
- 21.3 Where there is an equal division of votes the chair (or the person acting as chair for the purpose of the meeting) has a second or casting vote – except in the case of an appointment panel deciding who, if any, candidate to recommend to the board for appointment to a senior academy position.
- 21.4 Voting in the election of the chair or vice-chair where there is a contest will be held by secret ballot. Otherwise voting will ordinarily be by show of hands, unless one or more board members request a secret ballot. There is no second or casting vote in the election of chair.
- 21.5 Decisions of the board are binding upon all its members.
- 21.6 In the event of a necessary/urgent decision being required between meetings of the board or its committees, and where an extraordinary meeting is impractical to convene, a quorate decision may be made by e mail and any such decisions will subsequently be ratified and minuted at the next scheduled meeting.

22. Urgent Action

- 22.1 The chair, or their absence the vice-chair, has authority to take urgent action between meetings only where:
- 22.1.1 a delay in dealing with the matter would be seriously detrimental to the interests of the trust, school, a pupil, his/her parents, or a member of staff;
 - 22.1.2 a meeting could not be called in sufficient time to deal with the matter; and
 - 22.1.3 the matter is one which can be delegated to an individual under regulations.
- 22.2 If the chair (or vice-chair) takes any urgent action between meetings, the facts will be reported to the next meeting of the Board or LGB and minuted.

23. Public Statements

- 23.1 Public statements on behalf of the Board will be made only by the Chair or those delegated to make them, in liaison with the CEO.

24. Access to Meetings of the Boards

- 24.1 Apart from members of the Board, Committee or LGB, the only people entitled to attend a meeting of the governing body are the headteachers, the clerk, associate members, observers from other trust governance boards and any such other persons as the board may determine. No substitute members are permitted.
- 24.2 Local Governing Body Chairs will be invited to attend Trust Board meetings and will be invited to comment and participate in those meetings but will have no voting rights.
- 24.3 Staff or parents in attendance may be required to leave a meeting where matters of a confidential nature relating to individual staff or pupils are discussed.
- 24.4 When the CEO/headteacher is absent, the deputy headteacher or other nominated academy representative will attend in his/her place but will have no vote (unless in the long-term absence of a head, the deputy has been appointed acting headteacher).
- 24.5 The Board can require any non-board member present at a meeting to leave at any time.
- 24.6 Members of senior leadership teams may be invited to attend meetings of boards as observer/observers, as part of their professional development.
- 24.7 The CEO/headteacher may invite other school staff (as required) to attend meetings on an occasional or regular basis. They attend in an advisory role and have no voting rights, unless they have an additional role such as staff governor.

25. Pecuniary Interests and Other Specified Conflict of Interest

- 25.1 The boards will maintain a register of the pecuniary interests of all their members. This register will be updated at each board meeting and published on the trust and academy websites.
- 25.2 As appropriate, all board members are responsible for drawing attention to any pecuniary or other personal interest, whether that interest has previously been registered or not.
- 25.3 A governor/trustee must withdraw from a meeting, if he/she (or a close relative):
- 25.3.1 stands to gain financially from a matter under consideration;
 - 25.3.2 has a personal interest in a matter under consideration;
 - 25.3.3 is a relative of a pupil, a parent or an employee being discussed;
 - 25.3.4 is a school employee, other than the headteacher, and the pay or performance of school employees is under discussion;
- 25.4 When a committee is considering:
- 25.4.1 disciplinary action against an employee or against a pupil; or
 - 25.4.2 a matter arising from an alleged incident involving a pupil;
 - 25.4.3 A governor who has declared a personal interest may nevertheless attend the meeting to give evidence if appropriate.

26. Complaints and Staff Discipline

- 26.1 The Auriga Academy Trust will establish procedures for dealing with general complaints which each local governing board will ensure is effectively implemented.
- 26.2 The Auriga Academy Trust will establish procedures for dealing with staff disciplinary matters and staff grievances which the local governing bodies will ensure are effectively implemented.

27. Delegation of Functions

- 27.1 No action may be taken by an individual governor/trustee (including the chair and vice-chair except where acting in accordance with clause 23 above) unless authority to do so has been delegated formally by resolution of the board.
- 27.2 The Board of Trustees will set out any work which is delegated to committees, individual members of the board and/or the CEO / headteachers/trust officers to ensure the most efficient conduct of its business within its Scheme of Delegation and Policies and Procedures.
- 27.3 The arrangements for delegating functions, set out in the Trust Scheme of Delegation will be reviewed annually by each board with their respective committee terms of reference.

27.4 In delegating functions to individuals, the boards will have regard to the restrictions set out in the Articles of Association and the Trust Scheme of Delegation.

28. Committees and Link Governors

28.1 Committees to which the board has delegated any of its functions including LGB's will act strictly in accordance with the terms of delegation.

28.2 When establishing the committee structure each year the board will ensure compliance with the regulations concerning the constitution of board committees and particularly the Auriga Academy Trust Scheme of Delegation.

28.2.1 determine the membership (including non-governors where permitted and appropriate);

28.2.2 appoint the chair of each committee annually;

28.2.3 establish, record and circulate to the board terms of reference as set out in the Trust Scheme of Delegation;

28.2.4 review the membership and terms of reference annually;

28.2.5 decide whether or not to confer voting rights on any or all non-governors for those matters where non-governors are not prohibited from voting under the Articles;

28.2.6 determine arrangements for reporting back;

28.2.7 review the need for, and the membership of, committees annually; set the quorum for each committee (minimum quorum is 3)

28.3 The headteacher/CEO has the right to attend any committee meetings, subject to the statutory rules on withdrawal.

28.4 The Auriga Academy Trust together with the governing body will establish panels for the following purposes:

28.4.1 Pupil discipline

28.4.2 Appeals

28.4.3 Staff grievance / discipline

28.4.4 Pay appeals

28.4.5 Appointments

28.4.6 Performance reviews for Senior Leaders.

28.5 All committees and individuals with delegated powers will report in writing to the next meeting of the board concerning any decisions made or action taken.

28.6 No governor/trustee who served on the relevant first committee or had any previous involvement with the matter under appeal may serve on an appeal or subsequent related committee.

28.7 All committees with delegated powers will keep formal minutes, and copies will be presented to the next meeting of the Board.

28.8 All meetings of committees will be clerked by a person who is not the

headteacher/CEO.

- 28.9 Link governors in each of the areas determined by the Trust **Scheme of Delegation** will be appointed annually, currently Finance and Safeguarding. Their meetings with the relevant Trust and School contacts will be reported back to the subsequent Local Governing Board meeting with any recommendations for Board action.

29. Safeguarding Pupils

- 29.1 All governors and trustees on first appointment and at any subsequent re-appointment will be required to undergo checks to determine suitability to have access to children and young people in accordance with any legal requirements or the policies of the Auriga Academy Trust and governing body.
- 29.2 Any governor/trustee refusing to undertake the checks will be disqualified from membership of the board.
- 29.3 All governors will ensure that they are familiar with the AAT Keeping Children Safe Policy, and the relevant Trust or school Safeguarding Policy; read both documents annually and will undertake safeguarding training at the earliest opportunity after appointment.

30. Commitment and Code of Conduct

- 30.1 Every Trustee and Governor will be required to read the Code of Conduct and confirm their understanding and commitment at first appointment and each subsequent year before the first full board meeting of the year.

31. Accountability and Reporting

- 31.1 Each Local Governing Body will publish an annual governance report to be placed on the relevant school website which will also be available at the school, at all reasonable times, for inspection by anyone wishing to see it.
- 31.2 The Trust Board will publish termly newsletters for stakeholders outlining their vision and the work they are undertaking. These newsletters will be published on the Trust website.

32. Review of Operational Procedures

- 32.1 These **Operational Procedures** will be reviewed annually, in the light of directions from the Auriga Academy Trust and following any new legislation or government guidelines.

Appendix 1

The Trustees Role

Academy trustees are volunteers. The Charity Commission defines trustees as the people responsible for governing a charity and directing how it is managed and run.

In academy trusts, this means:

- **Strategic leadership:** defining a vision, fostering a culture and championing the strategy
- **Accountability and assurance:** providing robust and effective oversight of operations and performance
- **Strategic Engagement:** strategic oversight of relationships with stakeholders

Responsibilities

- Develop the trust's vision and strategy
- Establish a culture of high educational standards, which promotes staff and pupil wellbeing
- Monitor provision for pupils with special educational needs (SEN) and disabilities
- Ensure stakeholders (parents, pupils, staff, and the local community) are informed and consulted as appropriate
- Approve the budget for the academy trust, and where relevant, for academies within the trust
- Monitor and evaluate the trust's financial performance
- Approve and review school policies, and hold staff to account for their implementation
- Ensure the trust is compliant with legal requirements, including that all statutory policies and documents are in place
- Carry out the appointment and performance management of the principal/chief executive
- Monitor and evaluate the trust's staffing structure
- Monitor health and safety in the academy/across the trust

In a multi-academy trust, work with those involved in local academy governance, supporting, and holding them to account

Trustees are also expected to abide by 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.

Skills and Experience

Essential:

- A commitment to the Trust's vision and ethos and the best outcomes for all pupils
- Critical listening and ability to ask effective questions
- Ability to assimilate and assess information and data
- Strategic thinking
- Excellent communication
- Problem-solving and analysis

Desirable – a range of experience is needed across the Board:

- Understanding of data
- Finance and/or accounting knowledge
- HR experience
- Knowledge of education
- Leadership and management skills
- Risk management skills
- Legal expertise, particularly knowledge of charity law
- Marketing and communications skills

Time Commitment

All trustees must attend at least 6 meetings of the Board per year with the addition of an annual strategy meeting and an Annual General Meeting (AGM). The term of office is 4 years.

Usually, trustees sit on a committee focused on an area they have knowledge of, or are particularly interested in. Committees generally meet up to 3 times a year. Trustees may also be required to take on link monitoring roles which will involve additional meetings throughout the term.

Preparation for meetings includes reading papers and preparing questions for executive leaders.

Trustees will also be expected to undertake any training required to enable them to discharge their roles effectively.

Trustees are also expected to visit schools while they are open to pupils at least 3 times per year.

Additional information

Academies are both charities and companies limited by guarantee. Academy trustees are therefore both charity trustees and corporate directors and must comply with company and charity law. This includes the Trust registering trustees with Companies House as a director and on the DfE's Get information about Schools.

Key Documents

[The Essential Trustee \(Charity Commission\)](#)

[The Academy Trust Governance Guide](#)

Appendix 2

THE GOVERNORS' ROLE

This document gives a summary of the roles of governors at Auriga Trust schools. Further details can be found in the Code of Conduct for Governors and Trustees which all governors are required to sign.

The core functions of academy governance are to:

- **Strategic leadership:** defining a vision, fostering a culture and championing the strategy
- **Accountability and assurance:** providing robust and effective oversight of operations and performance
- **Strategic Engagement:** strategic oversight of relationships with stakeholders

As part of the Auriga Academy Trust legal responsibility for ensuring these functions are discharged effectively lies with the Trust Board. However, under the overarching trust vision and priorities the Trust Board delegates the majority of responsibility for these functions to the Local Governing Body of each of its schools unless any cause for concern arises. Detail of respective responsibilities are set out in the Trust Scheme of Delegation and there are systems in place to ensure a flow of information from Governing Body to Trust Board and from Trust Board to Governing Body. Above all the Local Governing Body is called to be a 'critical friend' to the school providing support and challenge in equal measure.

Key Local Governing Body Responsibilities

- Develop the school's vision and strategy
- Set a culture of high educational standards, which promotes staff and pupil wellbeing
- Ensure the school follows an appropriate broad and balanced curriculum with regard for the National Curriculum that meets the needs of all pupils
- Monitor the school's educational performance using a range of data sources
- Ensure engagement with all stakeholders (parents, pupils, staff, AfC and the local community)
- Approve the school budget for recommendation to the Board of Trustees
- Monitor and evaluate the school's financial performance
- Approve and review school policies, review and inform trust policies and hold staff to account for their implementation
- Ensure the school is compliant with legal requirements, including that all statutory policies and documents are in place
- Carry out the appointment and performance management of the headteacher
- Monitor and evaluate the school's staffing structure, staff appraisal systems and the quality of teaching
- Monitor health and safety in the school

Main Tasks of Governors

- Get to know the school, its needs, strengths and areas for development; this will include visits as well as meetings
- Prepare for, attend and contribute to meetings of the governing body and allocated committee(s)
- Work as a team member
- Commit to training and development
- Always act in the best interests of the school and maintain confidentiality
- Adhere to the Nolan principles of public life
(Selflessness; Integrity; Objectivity; Accountability; Openness; Honesty; Leadership)

Skills and experience

Essential:

- A commitment to the school's vision and ethos and the best outcomes for all pupils
- Critical listening and ability to ask effective questions
- Ability to assimilate and assess information and data
- Strategic thinking
- Excellent communication
- Problem-solving and analysis

Desirable – a range of experience is needed across the governing body:

- Understanding of data
- Finance and/or accounting knowledge
- HR experience
- Knowledge of education
- Leadership and management skills
- Risk management skills
- Legal expertise
- Marketing and communications skills
- Knowledge of special educational needs and disabilities, particularly speech, language and communication needs, moderate or severe learning difficulties or autism or conditions associated with it.

Time commitment

Terms of office for Trustees are 4 years. There is a schedule of a five Governing Body meetings across the year and an additional strategy session. Each committee will meet at least termly. Extra meetings may occasionally be required to ensure the boards duties are fully discharged. There is an additional commitment of time to read papers and prepare; to undertake training and above all to make visits to the school both during the working day and for special events.

Key Documents

[The Academy Trust Governance Guide](#)

Appendix 4

Role Descriptions for Board, Local Governing Body and Committee Chairs

Relationship between the Local Governing Body and the Auriga Academy Trust

In a Multi Academy Trust there is only one legal entity accountable for all the Schools (Academies) within the Trust which is the Multi Academy Trust ("MAT"). The MAT has one set of Articles of Association which govern all the Academies in that Trust. The MAT has a Master Funding Agreement with the Secretary of State. The individual academies, have a Supplemental Funding Agreement. The Auriga Academy Trust is the statutory body for all the schools in the MAT. The Secretary of State for Education has entered into an agreement with The Auriga Academy Trust to run the schools in the Trust and therefore the Multi Academy Trust Board is the body responsible for the standards and operation of all academies in the Trust.

A Scheme of Delegation outlines the framework for responsibilities and decision making within The Auriga Academy Trust. It applies to all Members, Trustees, Governors, and Staff and sits alongside a raft of Trust level policies that further define individual and collective roles and responsibilities. This framework has been designed to support the cross Trust aim of collaboratively providing outstanding special needs provision for the local community with each school maintaining its unique identity and ethos. There is maximum delegation of responsibility for the strategic direction and day-to-day operation to the individual academies, monitored and overseen by the Local Governing Body. At the same time the professional and supportive relationships built across the Trust enable all students to benefit further through shared best practice, resources and economies of scale.

Specifically the governors, working with the Head Teacher and senior staff are responsible for:

- Challenging and supporting the agreed vision of the MAT;
- Reporting to the trustees on the provision of education at the School;
- Providing a strategic overview and a monitoring role in connection with the School;
- Monitoring and being accountable for budget setting and review;
- Acting as a critical friend to the Head Teacher;
- Representing the views of the community

Corporate Nature of Responsibilities

The Local Governing Body (LGB) a corporate body of volunteers who make their decisions jointly and democratically. All members have equal status and responsibility and do not act independently without agreement and authority from the LGB. All governors are bound to abide by and support the majority decisions of the LGB. The overriding concern of all governors is the welfare of the school as a whole and not the separate interests of the individual stakeholder groups from which they might be drawn. All governors are expected to abide by the Nolan principles of public life: selflessness; integrity; objectivity; accountability; openness; honesty and leadership.

Person specification

Candidates for the role of chair should be able to demonstrate a good number of the following skills and attributes:

- Commitment to the trust and its mission
- Personal integrity
- Good understanding of the environment in which the trust is operating (education or Charity)
- Good understanding of the role and legal responsibilities of the board or LGB's
- Strong relationship-building and communication skills
- Negotiation and diplomacy skills with the ability to have courageous conversations
- Ability to think strategically and objectively, take the long view and prioritise
- Capacity to process information quickly and understand relevant data, drawing valid conclusions with a considered approach to risk
- Ability to chair meetings well, encouraging debate and facilitating decision-making
- Ability to build and get the best out of a team while addressing any skills or experience gaps
- Ability and willingness to delegate and trust others

Support for Chair Roles

- **Policies and Procedures**

There is a comprehensive set of policies and procedures together with an **Annual Agenda Plan** and **Terms of Reference** held by the clerks which provide a framework to facilitate the work of the LGB.

- **Clerks**

The LGB and Trust clerks are able to provide advice and support to the chairs and will help with the preparation of agendas, minutes and other documents.

- **Training and Resources**

The Trust buys into the AfC Governor Support service who provide 'Leading in Governance' training, they also provide a forum for chairs to meet together termly for updates and networking alongside a wider governance training and CPD programme which includes online as well as face to face modules. There is also a National Governance Association (NGA) Development Programme for Chairs which it would be possible to access. The school holds membership of the NGA and the Key both of which provide extensive online resources for school governors.

Chair of the Board of Trustees

The person elected or appointed to the position of Chair of the Board of Trustees will be responsible for:

- Ensuring the board and CEO have a clear vision and strategy for the trust.
- Leading the board and ensuring strategy is implemented and monitored, with support from the vice chair and the governance professional.
- Championing high standards of governance and continuous improvement.
- Setting and agreeing the board meeting agenda with support from the senior executive leader and the governance professional.

- Line management of the senior executive.
- The performance review of the governance professional in their governance role within the trust.
- Setting expectations for professional standards of governance, creating the right conditions to support the board's discussions and decision-making.
- Ensuring that trustees and committee members are committed and effective in their roles
- Where required, representing the Trust in its dealings with external partners and be an advocate for the Trust.
- Regularly communicate with Committee Chairs including chairs at LGBs providing a link to the Trust Board.

Chair of Governing Body

The person elected or appointed to the position of Chair of a Local Governing Body will:

- Take a clear lead in ensuring the effective organisation of the LGB and the maintenance of a focus on strategic not operational matters.
- Supported by the clerk ensure that the LGB meets its statutory duties.
- Facilitate effective liaison and communication between the LGB and the Trust Board.
- Attend at least two Trust Board meetings across the year in that liaison role, this may include the Trust-wide Strategy Day.
- Be a sounding board for the Chair of Trustees meeting separately with them at least half-termly.
- Build a positive relationship with school colleagues, especially the headteacher and senior leaders that facilitates both support of and challenge to the school.
- Encourage and develop the LGB's role as critical friend to the headteacher and school.
- Build a strong team within the LGB, using the bank of different skills and experience effectively through the appropriate delegation of tasks and roles and enabling the active involvement of all governors.
- In consultation with the headteacher and wider LGB plan a comprehensive programme of governor monitoring across the year to ensure effective oversight of educational and financial performance, that all legal duties are discharged and that a focus is maintained upon the school development priorities. This is facilitated by the LGB **Annual Agenda Plan** of work contained in the Scheme of Delegation.
- To work closely with the headteacher and clerk to plan meetings and ensure timely distribution of papers and information.
- To chair governing meetings effectively ensuring that they keep to time and that all participants are encouraged to make positive contributions.
- Ensure clarity of decision making at meetings and the accuracy of the minutes.
- Take a lead in communicating to stakeholders the work of the Governing Body. In particular to oversee the LGB Annual Report.
- Be accessible to governors, staff and parents, be seen regularly in school and attend school functions.
- To build a sound knowledge of the school and the wider educational landscape along with the national and local factors that may impact on the work of the school.
- Undertake regular training to support development of knowledge and skills within the role.

- Be a reflective practitioner and encourage a reflective ethos within the LGB that supports self-review and improvement.
- Take a lead in co-ordinating the work of the LGB in relation to external inspections, including Ofsted.

In addition, the LGB Chair will have regard to the role of Chair of Board Committee (outlined below).

Vice-Chair of Governing Body

The person elected or appointed to the position of Vice Chair of a Board or LGB will:

- Support the Chair in their role, particularly in ensuring the effective and smooth operation of the meetings and work of the Governing Body.
- Deputise for the Chair as necessary (e.g. to cover absence through illness).
- Will act as Chair should the Chair resign until the next governor's meeting and the opportunity to elect a new Chair to the vacancy.
- Ensure that effective processes are in place for governor recruitment, induction, mentoring and training and to oversee those areas of governor development.
- Work closely with the chair and take responsibility for agreed areas of work
- Listen to and be a critical friend to the chair.
- Undertake regular training to support development of knowledge and skills within the role.

Chair of a Board Committee

The person elected or appointed to the position of Chair of a Committee will:

- Give a clear lead in organising the committee's work, being mindful that they should not get involved in operational detail.
- Undertake any relevant training and keep up to date with developments affecting the work of the committee (e.g. using The Key and NGA resources) and so ensuring that it adheres to best practice.
- Liaise with the Executive team member / staff link for that Committee.
- Ensure that the Committee reviews its Terms of Reference at the beginning of each year and that the resulting document is circulated for ratification by the LGB via the clerk.
- Arrange any extra meetings necessitated by the work of the committee or otherwise directed by the Trust Board.
- Draw up the agenda for committee meetings using the LGB **Agenda Plan** and informed by previous meetings of the Board or Committees and circulate at least 7 days in advance of meetings.
This is likely to involve advance liaison with the executive link to ensure that all papers from school or elsewhere are also circulated at least 7 days in advance.
- Review the minutes produced by the committee clerk to ensure that they are accurate and comprehensive and that actions and the person responsible are noted. Additionally, to ensure that the questions and contributions of governors are appropriately minuted.
- Ensure that the final draft of the minutes is forwarded to the clerk, for circulation to all governors in a timely fashion.

- Ensure the policy review cycle for the committee operates efficiently
- Keep under review, with the committee, the cycle of work undertaken by the committee particularly in the light of new legislation and initiatives. Should additions or modifications to the **Agenda Plans** or **Terms of Reference** be required ensure that the clerk is informed.
- Manage meetings effectively, ensuring that everyone is able to contribute.
- At meetings, ensure that the future work of the committee is planned in advance and that required reports and presentations from the executive to the committee are commissioned ahead of time (usually via the executive link).
- Be responsible for the delegation of roles and to ensure other members of the committee are fully involved.
- To keep all members of the Committee fully informed of the work of the committee, making recommendations for action as necessary.