

Scheme of Governance

Talent Education Trust (operating as Anglo-Portuguese School of London or "The Trust")

20 October 2023

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1 Introduction

This Scheme of Governance (**Scheme of Governance**) has been made by the Trustees of Talent Education Trust (the **Trust**) to set out a framework under which the Trust and by extension, Anglo-Portuguese School of London or "**APSoL**", is governed and managed, and in particular:

- how the individuals which are involved in the governance of the Trust and APSoL work together effectively
- the relationship between the Trustees and the Leadership Team; and
- how the Trustees ensure compliance with the various legal and regulatory requirements placed on them.

This Scheme of Governance is reviewed by the Trustees annually and in doing so, the Trustees have regard to any new legislation or guidance affecting the Scheme of Governance.

This Scheme of Governance may be altered, added to or repealed by a majority resolution of the Trustees¹.

2 APSoL

APSoL is a 4-11 primary academy (a state school) situated in the heart of Wandsworth, offering bilingual education to its children since 2020.

[Insert further details as desired]

3 The Trust

The Trust is the charitable company limited by guarantee with exempt charitable status which was established in order to operate APSoL. Its constitution is its Articles of Association (the **Articles**).

The Objects of the Trust (the purposes it exists to further) are:

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

The Trust has entered into a master funding agreement and a separate supplemental funding agreement for with the Secretary of State for Education in relation to the funding of APSoL (the **Funding Agreement**).

The Funding Agreement places a number of requirements on the Trust including the requirement to comply with the Department for Education's (**DfE**) Academy Trust Handbook (as amended from time to time) (the **Handbook**).

¹ It is possible to include a power of the Members to amend this Scheme of Governance if preferable.

There are a number of roles involved in the running of any academy trust and these are as follows:

- the **Members**;
- the **Trustees**;
- the **Principal** and the wider **Leadership Team**; and
- the **Governance Professional/ the Company Secretary**.

The role and functions of the Members, Trustees and the Leadership Team are set out in the Roles and Functions Matrix.

4 **Members**

4.1 **The role of the Members**

The Members of an academy trust are sometimes referred to as 'the custodians of the constitution'.

They have a similar governance role to that of shareholders in a commercial company. Unlike shareholders however, their role does not carry with it any prospect of distributions/dividends or self-gain from the Trust, nor can their Membership be transferred or traded.

Members are often described as 'eyes on, hands off' in recognition that it is the Trustees who have responsibility for the running of the Trust (the day to day management of which is delegated to the Leadership Team).

Members have a number of statutory rights including:

- the right to appoint the auditors
- the right to remove Trustees (provided that a specific procedure is followed which includes the right of the relevant Trustee to make representations)
- the right to amend the Articles; and
- the right to receive the annual report and accounts.

They also have the right to appoint up to 10 Trustees under the Articles.

The Members do not have any specific duties imposed on them in legislation but:

- recent case law has confirmed that as Members of a charity, they have a fiduciary duty to act in the best interests of the Objects of the Trust; and
- the DfE expects them to play a key role in ensuring the effective governance of the Trust.

The Members are required to provide a guarantee that if the Trust were to be wound up and the assets did not meet all of its liabilities, they would contribute £10.

The Members must meet once a year at the annual general meeting (**AGM**) but may also meet at other times.

In accordance with the Handbook, from 1 March 2021, there is an absolute prohibition on employees of the Trust being Members.

Further information of the role of the Members can be found in the Roles and Matrix Function and in the document entitled '*the Role of the Members*'.

4.2 The appointment of the Members

Members are appointed in accordance with Articles 12 to 18. There must be a minimum of three Members at any one time although the DfE's current policy is that every academy trust should endeavour to have five Members.

On appointment, all Members are required to:

- undergo an enhanced Disclosure and Barring Service (**DBS**) check and a section 128 check;
- complete a consent to be a Member form; and
- complete a declaration of business and pecuniary interests form.

The Governance Professional (or the Company Secretary if appointed) will update the register of Members as appropriate. Companies House does not need to be notified unless the criteria is met in respect of 'Persons of Significant Control'².

The Handbook requires the appointment of any new Member to be notified to the DfE (in practice via the government "Get information about schools" system) within 14 days of appointment to enable an assessment of their suitability. New Members must be notified that a notification for this purpose will be made.

5 Trustees

5.1 Capacity of Trustees

Each Trustee is:

- a director; and
- a charity trustee,
of the Trust.

Whilst the Trust has been established as a multi academy trust (which means that it is therefore capable of operating further schools if desired), it currently only operates APSOL. Accordingly, the local governing body for APSOL is constituted by the board of Trustees. On this basis, the Trustees are also sometimes referred to as '**Governors**'.

The Trustees meet together as the Board of Trustees to carry out their duties and functions. They have a fiduciary duty to act in good faith in the best interests of the Trust.

The term of office of a Trustee is four years. Trustees can be re-appointed, in accordance with the Articles.

The Trustees have approved Board terms of reference which includes further information as to:

- Core values
- Expectations of the Trustees;
- Powers, functions and responsibilities of Trustees
- Constitution of the Board of Trustees
- Appointment and recruitment of Trustees

² Notably, this requirement will be met if the Trust has fewer than 4 Members.

- Trustee induction
- Training and development of Trustees
- Accountability of Trustees
- Conducting Trustees' business
- Personal interests of Trustees
- Chair and Co-Chairs of Trustees and Chair's Action
- Meetings of Trustees
- Risk management
- Policy reviews

6 Delegation of powers of Trustees

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

It is for the Board of Trustees to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (e.g. the Chair) and what will be delegated to the Principal and the Chief Financial Officer. The Trustees must also consider when and from whom they should take professional advice.

Delegation can be made to:

- Trustee committees (or individual Trustees); and
- the Principal and the Chief Financial Officer.

In determining whether delegation is appropriate, the Trustees will have regard to the following principles:

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

The Trustees have made the delegations as set out in the Roles and Functions Matrix.

The Trustees must not delegate any of their powers listed in Appendix 1 (**Reserved Matters**).

7 Committees

The Trustees may appoint committees with functions related to the Trust. The constitution, membership and proceedings of any committee shall be determined by the Trustees under terms of reference.

Each committee shall be chaired by a Trustee.

Membership of a committee may include persons who are not Trustees provided that a majority of the members of the committee are Trustees.

No vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees.

The Trustees shall ensure that they receive adequate feedback on the work of any committees.

Committees will act in an advisory capacity to the Trustees, except where powers have been specifically delegated to them by the Trustees. The specific committees to be appointed are as follows:

- Finance and Audit (including estates and staffing) Committee;
- Education Committee; and
- Pay Committee.

In accordance with the Handbook, the Trustees must establish an Audit and Risk Committee (or other Committee with an audit and risk function, in the case of the Trust, this is the Finance and Audit (including estates and staffing) Committee) which must direct the Trust's programme of internal scrutiny and report to the Board of Trustees on the adequacy of the Trust's financial and other controls and management of risks. The Finance and Audit (including estates and staffing) Committee must have regard to the Handbook. The Finance and Audit (including estates and staffing) Committee must meet at least three times each year.

The Finance and Audit including (including estates and staffing) Committee must have an annual programme of review and identify on a risk-basis (with reference to its risk register) the areas it will review, modifying its checks accordingly.

A short annual summary report outlining the areas reviewed, key findings, recommendations and conclusions must be prepared and presented to the Finance and Audit (including estates and staffing) Committee for each year ended 31 August by the person or organisation carrying out the programme of works. The summary report must be submitted to the ESFA (along with the audited report and accounts) by 31 December each year.

The terms of reference of each committee of the Trustees must be approved by the full Board of Trustees and reviewed at least once in every 12 months. They provide the sole agreed framework within which each committee operates.

8 Intervention Rights

The Board of Trustees remains ultimately responsible for The Trust and the conduct of the Academies. The operation of the various elements of governance outlined in this Scheme of Governance and Roles and Functions matrix are crucial to its success. However, there will be circumstances (more the exception than the norm) where the Board of Trustees might need to intervene and, for example, withdraw delegated authority for a particular element of governance.

In such circumstances, the Board of Trustees, along with the Principal and the Leadership Team, would work closely with those involved in governance who would be expected to promptly implement any advice or recommendations made by the Board of Trustees and the Leadership Team.

The Board of Trustees reserves the right to review or remove any power or responsibility which it has delegated, in particular, in circumstances where serious concerns in the running of the Trust is identified (either internally or by a third party), including where:

- there are concerns about financial matters;
- insufficient progress is being made against educational targets (including where intervention by the Secretary of State is being considered or carried out);
- there has been a breakdown in the way The Trust is managed or governed;
- the safety of pupils or staff is threatened, including a breakdown of discipline; or
- the Board of Trustees considers such removal of power or responsibility appropriate in all of the circumstances.

9 The Company Secretary and the Governance Professional

Pursuant to the Articles and the Handbook, the Trustees must appoint a Governance Professional.

The Trustees shall appoint a Governance Professional (who may or may not also be the Company Secretary). The Governance Professional shall not be a Trustee or the Principal. However, if the Governance Professional fails to attend a meeting of the Trustees, the Trustees may appoint any one of their number or any other person to act as Governance Professional for the purposes of that meeting.

The Trustees and the Governance Professional shall have regard to any DfE guidance relating to the role of the Governance Professional.

The Company Secretary (if one is appointed) is appointed and removed by the Trustees.

If appointed, the Company Secretary is the chief administrator with respect to the Trust's administration affairs. If a Company Secretary is not appointed, then the Governance Professional is the chief administrator with respect to the Trust's administration and affairs.

10 The Principal

The Trustees may appoint a chief executive officer (who will be known as the Principal). In doing so, the Trustees will comply with the Handbook in connection with levels of executive pay.

The role of the Principal is to provide professional leadership, strategic management and direction for The Trust.

The Principal reports to the Trustees and shall comply with any reasonable direction by the Trustees when acting on The Trust's behalf.

Broadly, the Principal is responsible for:

- the internal organisation, management and control of the Trust;
- advising on and implementing the Trust's strategic framework; and
- the implementation of all policies approved by the Trustees.

The Principal will formulate aims, objectives, policies and targets for the Trustees to consider, and will report on progress at each meeting.

The Principal is responsible for preparing a policy for the curriculum and for reviewing the policy every school year.

The Trustees may delegate such specific powers as they consider are required by the Principal for the carrying out of the above responsibilities.

11 The Accounting Officer

The Principal shall have the role of **Accounting Officer** as set out in the Handbook.

The Accounting Officer is personally responsible to the Trustees for ensuring:

- regularity and propriety, that is dealing with money in accordance with applicable legislation, authority and rules and with fairness and integrity (including avoidance of personal gain);
- prudent and economical administration, which is concerned with securing value for money;
- avoidance of waste and extravagance;
- efficient and effective use of available resources; and
- the day to day organisation, staffing and management of the Trust.

The Accounting Officer is required to share the "Dear Accounting Officer" letters from the DfE with Members, Trustees, the Chief Financial Officer and other members of the Leadership Team.

Included in the responsibilities of the Accounting Officer is a duty to take appropriate action if the Trustees or the Chair is contemplating a course of action that the Accounting Officer considers would infringe the requirements of propriety or regularity (including the provisions of the Funding Agreement or other documents setting out the financial duties of the Trustees or of any other rules governing the conduct of the Trustees), or would not represent prudent or economic administration, or the efficient or effective discharge of the Trustees' functions.

The Accounting Officer shall be required to provide a statement on governance, regularity, propriety and compliance in the Trust's annual report. The format of the statement is included within the Accounts Direction which is issued annually.

The Accounting Officer may delegate or appoint others, such as the Chief Financial Officer, to assist in carrying out these responsibilities.

In accordance with the Handbook, the Governance Professional (or the Company Secretary if appointed) shall notify DfE (in practice via the government "Get information about schools" system) within 14 days of appointment of the Accounting Officer.

12 Chief Financial Officer

The Trustees shall appoint a Chief Financial Officer (by whatever name known) in accordance with the Handbook. In doing so, the Trustees will comply with the Handbook in connection with levels of executive pay.

In accordance with the Handbook, the Chief Financial Officer is responsible for, along with a wider remit, the following responsibilities:

- the day to day management of financial issues;
- the preparation and management of the Trust's budget;

- the maintenance of effective systems of internal control; and
- ensuring that the annual accounts are properly presented and adequately supported by the underlying books and records of the Trust.

The Chief Financial Officer is responsible for guiding the Trustees on financial, audit and charity accounting matters, as well as dealing with the day to day management of the financial position of the Trust and the maintenance of effective controls.

The Chief Financial Officer shall report to the Trustees and the Finance and Audit (including estates and staffing) Committee at least termly.

The Chief Financial Officer shall ensure compliance with the Handbook in the preparation of the monthly management accounts which set out the Trust's financial performance and position.

In accordance with the Handbook, the Governance Professional to Trustees (or the Company Secretary if appointed) shall notify DfE (in practice via the government "Get information about schools" system) within 14 days of appointment of the Chief Financial Officer.

13 Financial regulations manual

The financial regulations manual (**Finance Manual**), which shall be prepared by the Chief Financial Officer, shall be adopted by the Trustees, normally on the recommendation of the Finance and Audit (including estates and staffing) Committee. The purpose of the Finance Manual is to ensure that the Trust maintains and develops systems of financial control which conform with the requirements both of propriety and of good financial management.

The Finance Manual shall include:

- finance authorisation levels, which shall confirm the delegation of authority to key individuals up to a specified value;
- appropriate procedures to monitor cash requirements to ensure that the Trust will not become overdrawn;
- a competitive tendering policy for larger purchases in accordance with the Handbook; and
- a capitalisation limit for assets.

The Chief Financial Officer shall be responsible for preparing a policy for the disposal of assets for approval by the Trustees with a view to ensuring the best possible value is obtained from any disposal.

14 Budget approval

The Trustees shall be presented with a balanced budget for the following year to 31 August for approval to enable submission to the ESFA of the Academies budget forecast return (BFR) by the end of August in accordance with deadlines published annually.³

The Chief Financial Officer shall be responsible for:

- establishing a written procedure and timetable for setting a budget in advance of each academic year;

³ Please note that the Education and Skills Funding Agency's deadlines and requirements may change from time to time.

- setting the annual budget (including the assumptions on which it is based) for approval by the Trustees and for monitoring progress against it during the year;
- ensuring that all significant in year amendments to budgets are properly notified to the Trustees for approval. The Finance and Audit (including estates and staffing) Committee shall determine the appropriate thresholds and procedures for this;
- reporting to the Trustees on the accuracy of the assumptions which have been used; and
- reporting to the Trustees on the key financial performance indicators included in the budget.

The Trustees shall be responsible for approving the final audited accounts and the Trust accounting policies, as set out therein.

The Trustees shall ensure that they put in place procedures to review their own effectiveness and skills available in overseeing the Trust's financial performance, and the soundness of its internal control.

15 The relationship between the Trustees and Leadership Team in general

The Trustees will support and oversee the work of the Principal and the Chief Financial Officer and hold them accountable for the authority that is delegated to them and how they exercise it. The Trustees will not without good cause and consultation (where practicable) interfere in the exercise of the Principal and Chief Financial Officer's executive powers.

The Trustees must fully consider any views and proposals relating to any matter within the non-executive powers of the Trustees which may be submitted to them by the Principal or the Chief Financial Officer.

The Principal and Chief Financial Officer maintain regular contact with the Chair and the Vice-Chair of Trustees and share all relevant information with them concerning the welfare and good reputation of the Trust and their community.

Any issues surrounding the performance of the Principal or the Chief Financial Officer should be raised directly with the Chair of Trustees, and likewise, any concerns the Principal or the Chief Financial Officer have over the Trustees or one of their number should be raised with the Chair (or the Vice-Chair in the case of the Chair).

Further detail regarding the division of responsibilities between the Principal and Chief Financial Officer shall be set out in their respective service agreements.

16 Alterations

This Scheme of Governance may be altered by a majority resolution of the Trustees of the Trust⁴.

17 Circulation list

A copy of this Scheme of Governance shall be given to the Members of the Trust, every Trustee, the Principal, the Chief Financial Officer, the Governance Professional (referred to as the "Clerk" in the Trust's current Articles of Association) and the Company Secretary (if appointed) and others at the discretion of the Chair of the Trustees.

⁴ It is possible to include a power of the Members to amend this Scheme of Governance if preferable.

18 Approval and review

This Scheme of Governance was approved and adopted by a resolution of the Trustees of The Trust passed at a meeting held on [●00 month year] and take effect from [●00 month year].

Date of next review: [●00 month year]

Appendix 1 Reserved Matters

The Reserved Matters are:

Members

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

- 1 To change the name of the Trust
- 2 To change the Objects (which would require Charity Commission and Secretary of State consent in any event)
- 3 To change the structure of the Board of Trustees
- 4 To amend the Articles of Association
- 5 To appoint the auditors (save to the extent that the Trustees may make a casual appointment)

Trustees

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

- 6 To determine the educational character, mission or ethos of the Trust
- 7 To adopt or alter the constitution and terms of reference of any committee of the Board of Trustees
- 8 To amend this Scheme of Governance
- 9 To establish a trading company
- 10 To sell, purchase, mortgage or charge any land in which the Trust has an interest
- 11 To approve the annual estimates of income and expenditure (budgets) and major projects
- 12 To appoint investment advisors
- 13 To sign off the annual accounts
- 14 To appoint or dismiss the Chief Financial Officer, Principal, the Company Secretary or the Governance Professional
- 15 To settle the division of executive responsibilities between the Trustees on the one hand and the Principal and the Chief Financial Officer on the other hand, and to settle the division of executive responsibilities between those individuals
- 16 To do any other act which the Funding Agreement expressly reserves to the Board of Trustees or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it)
- 17 To do any other act which the Articles expressly reserve to the Board of Trustees or to another body
- 18 To do any other act which the Board of Trustees determine to be a Reserved Matter from time to time

