



*Our core business is putting learners first*

# Triumph Multi Academy Trust

## Governance Handbook

February 2024

## 1. Introduction

### 1.1 Aim of this Triumph Trust Governance Handbook

Triumph Trust's core purpose and responsibility is putting learners first; establishing, maintaining and managing schools. This Governance Handbook contributes to delivering the vision of the trust. It outlines the governance structures within Triumph Trust and how these support the schools in delivering high quality education to the pupils, parents and the local community it serves.

This Handbook is for directors, local governing board members, headteachers, senior leaders and governance professionals. It sets out:

- the core role and functions of the different boards and committees, along with the terms of reference for these;
- the membership of the boards and committees;
- the structure and areas for which the boards and committees are responsible;
- describing the flexibility that Local Governing Boards have to respond to the needs and circumstances of each school.

Triumph Trust values every person who volunteers to help provide a high-quality education offer to pupils by being a director or a local governing board member. How well a board or committee conducts its role has a significant impact on the success of the schools. Therefore, although boards and committees are made up of volunteers, they must act professionally at all times and be accountable for their effectiveness.

Directors and local governing board members should be mindful in exercising board and committee functions and be aware of and accept the seven Nolan Principles of public life, which are selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

### 1.2 Core functions of the Trust and school governance

The three core purposes of school and trust governance are:

1. [Ensuring clarity of vision, ethos and strategic direction](#)
2. [Holding executive leaders to account](#) for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff
3. [Overseeing financial performance](#) of the organisation and making sure its money is well spent.

### 1.3 Key features of effective governance: Department for Education Quality Descriptions

In July 2023, the Department for Education (DfE) published a new guidance document entitled [Commissioning High-Quality Trusts](#). The guidance focuses specifically on how the DfE's regions group takes decisions about the creation, consolidation, and growth of academy trusts. Academy trusts are funded directly by the DfE, which commissions them to run and improve schools. When taking decisions about which trusts run which schools, the DfE's objective is to ensure every school is in the right, high-quality trust to deliver the best outcomes for children and young people. Commissioning is one of the DfE's key levers for driving quality in the system, in part by allowing the most effective trusts to grow.

The five pillars are:

1. High-Quality and Inclusive Education
2. School Improvement
3. Workforce
4. Finance and Operations
5. Governance and Leadership Quality of education will always be our primary concern.

### 1.4 Draft Governance code (2023)

The [Academy Trust Governance Code](#) is a voluntary code that draws upon the Charity Governance Code and relevant Department for Education guidance. It sets out the principles, desired outcomes, and recommended practice for effective governance.

The Code is intended to be a tool for continuous improvement in school trust governance and it is hoped that all trusts will aspire to meet all aspects of the code over time.

The Code has been developed by a group of organisations on behalf of the academy trust sector, including the Confederation of School Trusts, the national sector body for school trusts.

## 1.5 Governance Assurance Frameworks

The [Assurance Framework for Trust Governance](#) focuses on corporate capacity and effectiveness and sets out a methodology to assess corporate capacity and effectiveness based on the Competency Framework for Governance (DfE, 2017) that sets out the knowledge, skills and behaviours required of those in a governance role.

The [MAT Assurance Framework for School Improvement](#) has been designed to help MATs understand their current capacity to support and drive school improvement and potentially to grow their capacity to support more schools. It has 14 elements under six main headings which are based on research about what works in effective MATs.

Triumph Trust has used the key questions associated with these two frameworks within its terms of reference for governance committees, agendas and meetings since 2021. From September 2023, we will use a new [draft Assurance Framework \(2023\)](#) set out by the [Confederation of School Trusts](#) (CST), the national sector body for school trusts which maps seven governance domains across to the five DfE Trust Quality Descriptors used by the DfE for commissioning purposes as follows.

CST domains	DfE trust quality descriptors
Strategic governance	Governance and leadership
Expert, ethical leadership	
High quality, inclusive education	High quality and inclusive education
School improvement at scale	School improvement
Workforce resilience and wellbeing	Workforce
Finance and operations	Finance and operations
Public benefit and civic duty	

## 1.6 Terminology

Throughout this document the following terms will be used:

### **The Trust**

Refers to Triumph Trust, a Multi-Academy Trust. Triumph Trust is a legal entity and limited company.

### **Articles**

Means the Articles of Association of the Company.

### **Triumph Board**

Where the words 'trust board' are used it refers to the board of directors of the company who set the vision for the trust and hold the executive leadership team to account for delivering the trust's strategic plan. The Triumph Trust Board of Trustees have overall responsibility for the maintenance and management of the schools.

### **Member**

Are akin to shareholders and are the subscribers to its articles of association. Members have the power to appoint and remove directors.

### **Director**

Directors of the charitable company. They are responsible for ensuring the trust meets its charitable objectives, as well as compliance with charity law and the academy-trust's funding agreement. A director sits on the Triumph Trust Board.

### **Company**

Means Learning Triumph Trust, a company limited by guarantee with registered number 1041320

### **Audit & Finance**

A committee of the main Trust Board to oversee financial performance, Audit and Risk.

### **Performance & Standards**

A committee of the main Trust Board to oversee Educational Standards. Performance, School Improvement and Professional growth.

### **Local Governing Board (LGB)**

A representative local governing board established to strengthen the voice of Parents/Carers and contribute to key pupil focused policies and delivery matters, including curriculum developments and supporting groups of students such as disadvantaged learners, those with SEND or children for whom English is an additional language. The local governing

board's view is represented via the Chair who sits on the Standards and excellence Committee and, in turn to the trust board via the CEO and the Chair of the committee.

#### **Local governance role**

This is a member of the local governing board and is usually a person elected to be a member of the LGB by the parents of pupils at the school. In traditional governance models this person would be known as a parent governor

#### **Professional governance role/clerk**

Means the person employed in a professional role as a clerk or clerking service organised by the trust.

## **2 Triumph Trust**

Triumph Trust is a multi-academy trust that operates two Schools in Coventry; both schools are focused on delivering high quality provision to children aged 4 to 11 years. Triumph Trust has ambitions for responsible growth in the future.

### **2.1 Triumph Trust Vision**

Our vision is through partnership and collaboration to build a group of outstanding schools that provide high quality, inclusive learning for all in which every member of the school community is passionate about learning and benefits from evidence-informed research. The trust is led by an experienced CEO who works closely with two committed forward looking Headteachers who lead the two schools supported by a central team to support finance, HR, estates and governance.

We combine high aspirations and a keen interest in innovation with a commitment to inclusion and the rights of every individual child and young person that we educate. In our schools, every child is known, valued and respected for their individual talents and hard work. The world we live in is fast changing and as educators we have a moral duty to equip the young people in our care with the determination to live and thrive as citizens in their own communities and the world of tomorrow.

We place the needs of the children and young people we work with at the heart of all that we do. We have high aspirations for all children. In order to deliver on these aspirations, we develop strong partnerships with other agencies and professional organisations to support children and parents/ carers.

The Trust Values underpin the mission and provide the basis on which Triumph Trust schools build and develop and thrive. Our five values that underpin all that we do are unseen drivers of our behaviours as experienced by others and are designed to create a shared organisational culture:

**Kindness** – we are friendly, thoughtful, caring, supportive and concerned for everyone at our school in both our actions and our words.

**Collaboration** – we know that when we work together with others we help and support each other to give of our best. We share our strengths and learn from others.

**Resilience** –we know that we must never give up, even when something is hard to do. We use feedback and reflection to learn from our mistakes, always focusing on our goals.

**Responsibility** – we are trustworthy, reliable and able to make safe and sensible decisions. We take ownership of our learning and of our actions.

**Pride** – we take pride in all that we do and feel a sense of pride that our work and our behaviour is our very best, each and every day.

Our core function and responsibility as the employer for all staff is to provide the strategic framework across the schools within the trust and ensure all statutory duties are met. The trust has appointed an Accounting Officer, Sarah Malam, who is Chief Executive of Triumph Trust and is responsible for the running of the trust.

### **2.2 Strategy 2022-24**

Triumph Trust updated its Strategic Plan in 2023. Directors agreed a new strategy which takes account of current policy and thought leadership within the education system including consideration of the research base for characteristics of effective trust governance as discussed in the discussion paper, [What is a strong trust? \(CST, 2021\)](#) and described by [Governing a school trust \(CST, 2021\)](#).

The overall aim of the Triumph Trust strategy is as follows:

To work collaboratively with partners who share our ambition to innovate, we will create an exceptional, exciting and inclusive environment, in which learners will realise their highest aspirations. *This will be achieved through well executed*



*governance, planning, risk management and due-diligence whilst using evidence-informed research to sustain the highest quality of education and improve standards and develop the knowledge, skills and expertise of all employees.*

The strategy is defined through five strategic objectives. Monitoring of the strategy and its impact throughout the Trust is undertaken by the Trust Board, either directly or through its committees. The eight strategic objectives are:

1. That all pupils will receive the very best education possible, our performance indicators are ambitious and measurable.
2. Through the creation of a culture which is highly ambitious and driven to improve outcomes for all pupils, within the first 3 years of joining Triumph Trust all children will attend a school where:
  - The curriculum for all Pupils, particularly those with SEND will enable them to learn effectively and make strong progress.
  - The school will be judged by Ofsted to be at least good or better and positively support their community through family support and work and early intervention;
3. Pupils will demonstrate their enjoyment of learning (attendance in line with national and schools full capacity (within 95%);
4. Schools will deliver above national average progress for all pupils;
5. Pupils will feedback that they are happy and enjoy school and learning (Fixed Term suspensions and exclusions below national);
6. Schools have highly effective leaders and staff with high levels of retention and wellbeing.

**2.3 Assurance of the Strategy**

In June 2023, the Confederation of School Trusts (CST) published [Building Strong Trusts](#) which lays out seven domains within which Trusts can measure effectiveness. The domains map to the trust quality descriptions published by the Department for Education but are designed to be developmental and therefore useful to trusts for self-evaluation. To support Trusts to measure effectiveness, CST has published a [draft Assurance Framework](#)(2023) that is intended to codify effectiveness within the seven domains. The aim of this framework is to identify the trust’s most significant areas of strength and challenge, so support organisational capacity building.

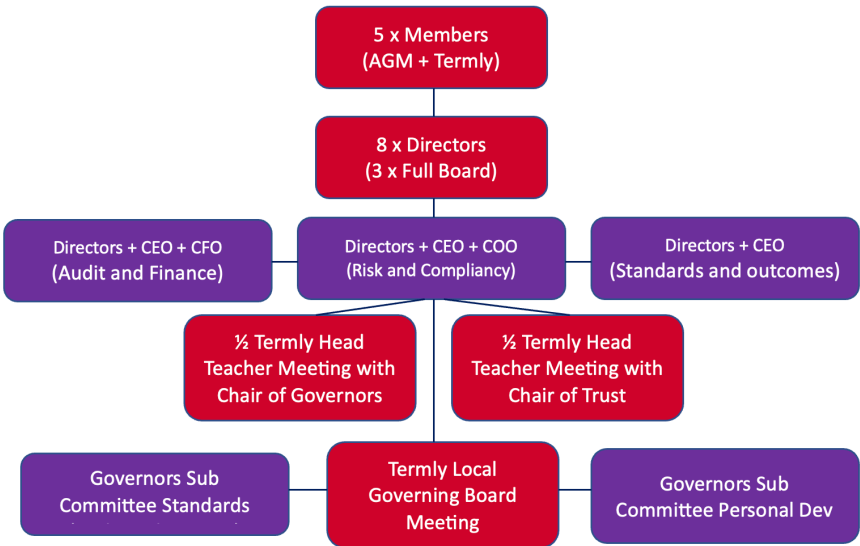
The framework includes questions based on the DfE’s Trust Quality Descriptions and although it is helpful to cross reference the expectations of the DfE with trust and sector development, it is important to note that the purposes of the two documents are different. The intention of the DfE’s Trust Quality Descriptions is to set out the definitions of quality to inform their regional directors’ commissioning work whereas the CST Assurance Framework is designed to support the sector to build organisational strength and resilience.

The Terms of Reference in this handbook detail the key elements that are overseen by each governance body.

**3. Roles, Structures and accountabilities within Triumph Trust**

**3.1 Governance Model**

The diagram below illustrates a high-level overview of the governance structures within the Triumph Trust and associated legislative agencies.



### 3.2 Department for Education and its agencies

The [Department for Education](#) (DfE) devolves authority to the academy trust through its own legislation and the academy trust's funding agreement. DfE employed Regional Directors (RDs) work locally across children's social care, SEND, schools and area-based programmes to improve outcomes for children, families and learners. The Education and Skills Funding Agency (ESFA) is a single agency accountable for funding education and skills for children, young people and adults. The ESFA is an executive agency, sponsored by the Department for Education. Other requirements and authority are also devolved through charity and company law as academy trusts are exempt charities and limited companies.

The core function of the [Regional Directors](#) Office is to intervene in under-performing academies and free schools to commission high quality support to improve them quickly including taking action where governance is inadequate. The ESFA regulates academies and considers three key functions of the trust including financial management, governance and supports the RSCs with their consideration of educational performance. The ESFA intervenes where there is a risk of financial failure, or mismanagement of public funds. For more detailed information on the role of the DfE and ESFA, please refer to the DfE Guidance [Academy Trust Governance – Structure and Roles Descriptors](#), October 2020 or to [the ESFA Academy Trust Handbook 2023](#). More information on the RDs' responsibilities and decision making can be found in the [Commissioning High Quality Trusts](#) (2023).

### 3.3 Members

Academy trusts are founded by members who may then appoint additional members to joining them. The first members are the first signatories to the memorandum of association when the trust is first established, and they agree the trust's first articles of association which includes the trust's charitable purpose.

### 3.4 The role of members

Responsibility for the viability and performance of the Academy Trust through the appointment of trustees and approval of the annual report. They have the power to amend the Articles of Association that govern the way the Trust is constituted and managed.

### 3.5 Responsibility of members

1. To meet the requirements of the 7 principles of public life
2. To appoint the Trusts Auditors
3. To appoint trustees to the Board of Directors bearing in mind the Articles of Association and the need for a balanced skill set to manage the Trust effectively
4. To remove any trustee who is not considered to be acting in the best interests of the Trust
5. Annually review the Articles of Association and to make changes where deemed necessary after taking advice from the Board of Directors
6. To appoint other Members (to not exceed 5) as necessary in line with the provisions of the Articles of Association
7. To appoint, and if deemed necessary, to remove the CEO

### 3.6 Triumph Trust Board

The Triumph Trust Board, led by the chair, is the decision-making body of the academy trust and is accountable and responsible for all the schools within Triumph Trust. Triumph Trust Directors make up the Trust Board and they are both charity trustees and directors of the company. Directorship is a voluntary position.

### 3.7 Being a Director

The role is to hold to account the executive and senior leadership team. The board of directors manages the business of the academy trust and may exercise all the powers of the trust. The directors ensure compliance with the trust's charitable objects and with company and charity law.

Directors meet termly and are asked to commit an additional eight to 10 hours between meetings to follow up on actions, provide advice, and input into strategic documents/areas of work relevant to their areas of expertise.

The Board of Triumph Trust has three core functions; to set the strategic direction of the organisation (including setting of the school times, school day and term dates); to ensure the strategic leadership of the Trust and be accountable for its outcomes and to ensure financial probity. The Directors act in the best interests of the Trust, governing in accordance with its Articles of Association and having governance arrangements that demonstrate visionary leadership, clarity of

relationships, effective oversight and sustainability, and achieve the greatest possible economies. Directors are responsible for the strategic direction, broad policy framework and oversight of the Trust in all its academies.

### 3.8 Responsibilities

To ensure:

- the objectives as described in the Articles of Association are adhered to
- compliance with the Trust's duties under company and charity law
- compliance with all statutory obligations (eg curriculum, SEND, safeguarding)
- solvency and abide by the agreements made with the DfE and Education and Skills Funding Agency (ESFA)
- the strategic plan meets the key performance indicators of the Trust
- that risks are mitigated where possible and otherwise effectively managed
- the Trust's annual budget and that of each academy is approved and monitored
- the scheme of delegation to the academies is reviewed annually
- the effectiveness and skill set of the Board of Directors and Governors
- the vision, ethos and strategic direction of the Trust are clearly defined and shared while having regards to the respective ethos of each school
- adopting policies, agreeing targets and determining priorities to achieve the aims and objectives
- giving challenge and support to the Headteachers and ensuring they perform their responsibilities for the educational performance of the schools.
- reviewing the aims and objectives and monitoring and evaluating progress in implementing the policies, achieving the targets and addressing priorities
- evaluating the effectiveness of the work of the Trust in providing a high quality education and reviewing impact of policies
- ensuring the sound, proper and effective use of the Trust's financial resources

#### a. Committees to the Trust Board

The trust board can delegate functions to committee(s) of the board while the board remains responsible and accountable for the decisions made. At meetings of all committees, a vote may be taken when directors form the majority of members present. Currently the board has established an Audit and Finance Committee and a Standards and Performance Committee. Reporting directly to the Board, terms of reference for these committees can found in appendices E and F.

### 4. Conflicts of Interest

Local governors on the board, directors and members must be aware of, sign up to, and follow the Triumph Trust Code of Conduct and also Conflicts of Interest guidance and ensure that requirements for related party transactions are applied across the trust. The Chair of the Triumph Trust Board and the accounting officer must ensure their capacity to control and influence does not conflict with these requirements. All must manage personal relationships with related parties to avoid both real and perceived conflicts of Interest, promoting integrity and openness in accordance with [the seven principles of public life](#).

Directors, members and local governors must complete/update the declaration of business and material interests sections on the Governor Hub platform at the beginning of each academic year. The declarations will be collated and published on each school's and the trust website. Declarations will remain a standing item on all meeting agenda. Any declarations made under these items must be minuted and understood by all.

### 5. Other Publication Requirements

#### 5.1 School

Each school must publish the following information about their governors:

- Full name
- Terms of office
- Date of appointment
- The board that appointed them
- Attendance records at meetings

## 5.2 Trust

The trust must publish the following details:

- The structure, remit and full names of the chairs of:
    - The members
    - The board of directors
    - Committees
    - Local governing board committees
  - For each member who has served at any point over the past 12 months
    - Full name
    - Date of appointment
    - Date they stepped down (where applicable)
  - For each director who has served at any point over the past 12 months:
    - Full name
    - Date of appointment
    - Term of office
    - Date they stepped down (where applicable)
    - Details of who appointed them
  - Each director's attendance records at board and committee meetings over the last academic year.
- The trust will request the information from the clerk.

## 6. Whistleblowing

Whistleblowing arrangements are designed to respond to malpractice and wrongdoing. Trustees/members/local PCAB advisors should refer to the LT2 Whistleblowing Policy in the LT2 website before considering any action.

## 7. Director, Member and Governor Expenses

Directors and Governors are entitled to claim for reasonable expenses incurred during their performance of duties on behalf of the school.

## 8. Value for money

Triumph Trust wants to achieve the best value for money from all purchases to ensure that all needs are met in terms of quality, quantity, and timeliness at the best price possible. It is important that procurement is effective and that framework deals and the use of 'Deals for Schools' are checked to maintain Value for Money. A large proportion of purchases are paid for with public funds and the trust needs to maintain the integrity of these funds by following the general principals of probity, accountability and fairness.

## 9. Internal scrutiny

We appoint an appropriately skilled and trained internal scrutiny auditor (external to our Trust auditors) to ensure our financial (and other) controls and risk management procedures are effective. Our audit and finance committee **oversee** to ensure that those who are selected to carry out this work are appropriately skilled and trained and reports are received and their findings, recommendations and conclusions are within the summary document that we submit to the ESFA each year.

## Members x 5 (includes one vacancy)

Adam Brown



Adam is extremely experienced at working in large organisations overseeing project development and migration as a director of a company.

Claire Anderson



Claire is a Solicitor with 25 years experience, specialising in Criminal Defense work.

Pete Richings



Pete is a retired Director of Jaguar Land Rover. Pete is a Member and Director and **sits on the Finance and Audit committee.**  
**Pete is the Vice Chair of the Board of Triumph Trust**

Andy McDowall



Andy has extensive experience of primary education having been a Headteacher, worked for Local Authorities and Ofsted and for Her Majesty's Inspectors.

Mark Kalinowski



Mark is a Finance Director with over 30 years of experience in all aspects of financial and general management.

### Role

Responsibility for the viability and performance of the Academy Trust through the appointment of trustees and approval of the annual report. They have the power to amend the Articles of Association that govern the way the Trust is constituted and managed.

### Responsibilities

- To meet the requirements of the 7 principles of public life
  - To appoint the Trusts Auditors
  - To appoint trustees to the Board of Directors bearing in mind the Articles of Association and the need for a balanced skill set to manage the Trust effectively
  - To remove any trustee who is not considered to be acting in the best interests of the Trust
  - Annually review the Articles of Association and to make changes where deemed necessary after taking advice from the Board of Directors
  - To appoint other Members (to not exceed 5) as necessary in line with the provisions of the Articles of Association
- To appoint, and if deemed necessary, to remove the CEO

### Meetings







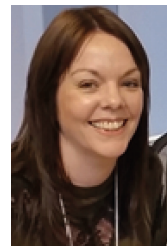
The Members will meet annually at the AGM to review the systems of governance and ensure the necessary skill set of Directors and the overall effectiveness of the MAT.



## Reports and Policies

Principle and Scheme of Delegation, Articles of Association and Academies Governance, Financial Academy Handbook. Annual report from the AGM of the Board of Director

### Directors

<p><b>LJ Winterburn</b></p>  <p>LJ is herself a CEO of a local charity. She works in the community of Triumph Trust and understands the challenges faced by the people of Coventry and within the schools communities. LJ sits on the Standards committee. <b>She is the Chair of Triumph Trust Board of Directors.</b></p>	<p><b>Sarah Malam</b></p>  <p>Sarah has 30 years' experience as a teacher, 20 of which have been as a Headteacher. Sarah is Chief Executive and the Accounting Officer of Triumph Trust and Headteacher and governor of Courthouse Green. <b>Sarah sits on the Audit &amp; Finance committee</b></p>	<p><b>Will Bracken</b></p>  <p>Will has 26 years' experience working for Peugeot Citroen and is currently an Area Manager working closely with the Dealer ships. <b>Will sits on the Finance and Audit committee.</b></p>	<p><b>John Wilkinson</b></p>  <p>John has over 25 years experience in technology and telecommunications, including the last 12 years as a Company Director and technology investor, he is currently CEO of TMT Analysis, a Mobile Intelligence company. <b>John sits on the Audit &amp; Finance committee</b></p>	<p><b>Pete Richings</b></p>  <p>Pete is a retired director of Jaguar Land Rover. Pete is a member and Director and sits on the Finance and Audit committee. <b>Pete is the Chair of the Board of Triumph Trust</b></p>	<p><b>Ian Chaplin</b></p>  <p>Ian has almost 30 years experience in Local Government as a Chartered Surveyor and is currently Head of Investment Property Management at Birmingham City Council. He is determined to ensure his diverse range of experience and skills are used to ensure children are provided with the right resources and the best learning environment to enable them to succeed in education. <b>Ian is on the Standards and Outcome committee</b></p>	<p><b>Hayley Shortt</b></p>  <p>Hayley has significant experience as a teacher and as a senior leader of a Coventry primary school. Hayley also understands the role of a Governor and the importance of effective governance as a result of her long involvement on the Governing Board of a primary school. Hayley is the Chair of Governors of Alderman's Green primary school. <b>She sits on the Performance and Standards committee..</b></p>
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The Board of Triumph Trust has three core functions; to set the strategic direction of the organisation (including setting of the school times, school day and term dates); to ensure the strategic leadership of the Trust and be accountable for its outcomes and to ensure financial probity. The Directors act in the best interests of the Trust, governing in accordance with its Articles of Association and having governance arrangements that demonstrate visionary leadership, clarity of relationships, effective oversight and sustainability, and achieve the greatest possible economies. Directors are responsible for the strategic direction, broad policy framework and oversight of the Trust in all its academies.

### Meetings

The full Board of Directors will meet termly (December, February and July). The Finance and Audit committee will meet termly (June, November and February) and The Standards Committee will meet termly (September, January and April).

### **Reports and Policies of the Board**

The full board will meet termly, producing an annual report at its AGM to the members on the overall effectiveness of the Trust in line with its Articles of Association and Academies Financial Handbook.

- Annual summary report from each sub-committee
- Reports and minutes from the LGB Academy committee

### **Responsibilities**

To ensure:

- the objectives as described in the Articles of Association are adhered to
- compliance with the Trust's duties under company and charity law
- compliance with all statutory obligations (eg curriculum, SEND, safeguarding)
- solvency and abide by the agreements made with the DfE and Education and Skills Funding Agency (ESFA)
- the strategic plan meets the key performance indicators of the Trust
- that risks are mitigated where possible and otherwise effectively managed
- the Trust's annual budget and that of each academy is approved and monitored
- the scheme of delegation to the academies is reviewed annually
- the effectiveness and skill set of the Board of Directors and Governors
- the vision, ethos and strategic direction of the Trust are clearly defined and shared while having regards to the respective ethos of each school
- adopting policies, agreeing targets and determining priorities to achieve the aims and objectives
- giving challenge and support to the Headteachers and ensuring they perform their responsibilities for the educational performance of the schools.
- reviewing the aims and objectives and monitoring and evaluating progress in implementing the policies, achieving the targets and addressing priorities
- evaluating the effectiveness of the work of the Trust, providing high quality education and reviewing impact of policies ensuring effective use of finances

### **Reports and Policies of the Trust Finance and Audit committee**

The committee meets termly and is authorised by the Board of Triumph Trust to investigate any activity within its terms of reference, seek any information it requires from the internal audit service, the financial statements auditor, Governors, Committees and school employees, plus relevant information from subcontractors and other third parties and when required seek external professional advice. The Board delegates the responsibility for monitoring the adequacy and effectiveness of the Academy's systems of internal control, its arrangements for risk management and for securing economy, efficiency and effectiveness (value for money). The Finance and Audit committee ensures the effectiveness of auditing arrangements, determines policy and strategy relating to personnel, procurement and financial administration. The Board of Triumph Trust may co-opt persons to the Committee who are not Directors.

### **Reports and Policies of the Trust Standards Committee**

The Committee meets termly and is responsible for the monitoring of attainment and outcomes across the trust, ensuring the highest possible standards, resources and quality of educational provision. It also ensures that the curriculum is relevant and appropriate for all and that each school's improvement plan is effective together with ensuring the lawful use of exclusion and admissions processes. The Board of Triumph Trust may co-opt persons to the Committee who are not Directors.

## Local Governing Board

### Role

The Local Governing Board (LGB) of each school in the Trust shall be responsible for ensuring clarity of vision, ethos and strategic direction; holding executive leaders to account for the educational performance of the school and its pupils, and the performance management of staff.

### Responsibilities

- Review and monitor the school's improvement plan in order to achieve the best possible outcomes for the pupils of the school
- Set annual targets for attainment and progress
- Review and monitor the impact of the curriculum
- Hold the academy's Headteacher and leadership team to account

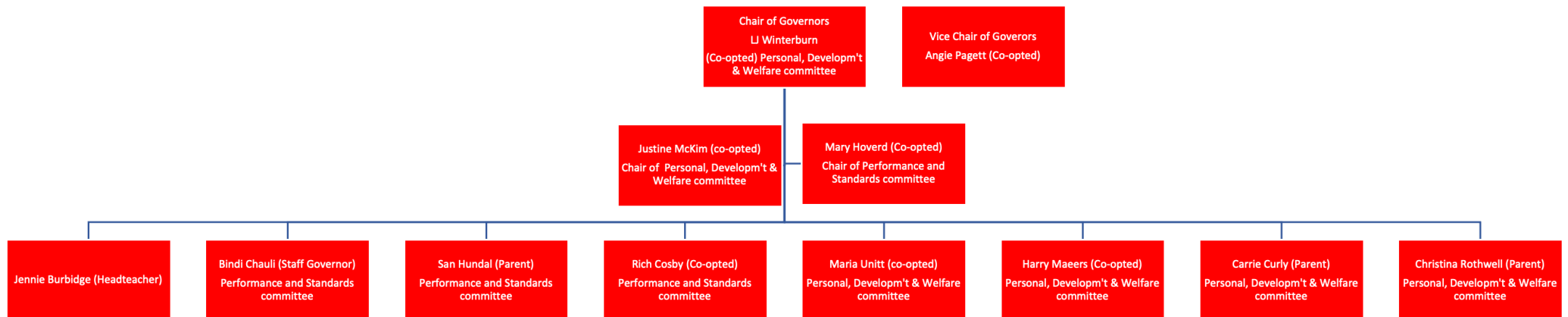
### Meetings

The full Board of Governors will meet three times a year starting in September. The Standards and Outcomes committee meets termly (January, April and December) and The Personal, Development and Welfare committee meets termly (November, February and June).

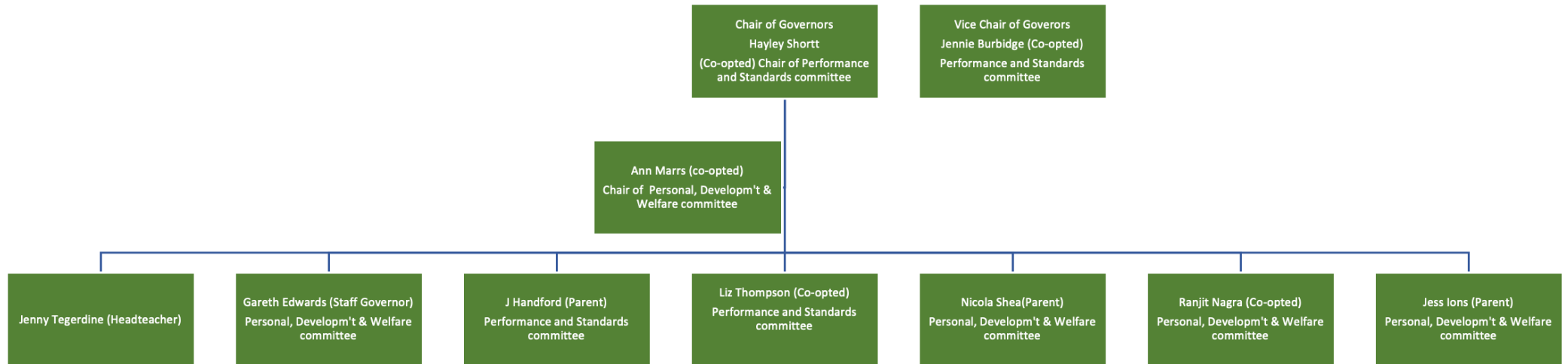
### Reports and Policies of the Board

The LGB through its committees will provide a termly report to the sub-committees of the Board of Directors in order to demonstrate the impact and effectiveness of their leadership

## Local Governing Board of Courthouse Green Primary School



## Local Governing Board of Alderman's Green Primary School





## **TERMS OF REFERENCE - Triumph MAT Members**

In compliance with our Articles of Association, the following Terms of Reference outline the roles and responsibilities of both the Members and Directors (Trustees) of Triumph Multi academy Trust.

### **Membership**

1. Claire Anderson
2. Andy McDowall
3. Pete Richings (Director and Member)
4. Mark Kalinowski
5. Adam Scott Brown

To ensure effective communication between the Members and the Board of Directors, one Director also undertakes the role of Member.

### **Quorum**

Two members entitled to vote upon the business to be transacted (Member or proxy of a member) constitutes a quorum.

### **Responsibilities**

They are responsible for the viability and performance of the Triumph Multi Academy Trust through the appointment of Directors and approval of the annual report. They have the power to amend the Articles of Association that govern the way the Trust is constituted and managed. All members are required to adhere to the 7 principles of public life and to:

1. Appoint the Trusts Auditors;
2. Appoint Directors to the Board bearing in mind the Articles of Association and the need for a balanced skill set to manage the Trust effectively;
3. To remove any Director who is not considered to be acting in the best interests of the Trust;
4. Annually review the Articles of Association and to make changes where deemed necessary after taking advice from the Board of Directors;
5. To appoint other Members (to not exceed 5 and no less than 3) as necessary in line with the provisions of the Articles of Association;
6. To appoint and if deemed necessary to remove the CEO

### **Protocols**

Members are required to meet once per year at the AGM where they are required to approve the annual report outlining the effectiveness of the trust. In order to ensure that they are fully informed throughout the year the CEO will convene a termly meeting with members to share the CEO/Accounting Officers termly report to the Board.

If there is a decision that members are required to make in accordance with their role, the members would be required to call a general meeting (via CEO) at their earliest convenience.

***These Terms of Reference were discussed and approved by the Board of Triumph Trust December 2023.***





## **TERMS OF REFERENCE - Triumph MAT Board of Directors**

In compliance with our Articles of Association, the Terms of Reference outline the roles and responsibilities of both the Members and Directors (Trustees) of Triumph Multi academy Trust. The Board has three core functions; to set the strategic direction of the organization, to ensure the strategic leadership of the Trust and and to ensure financial probity. The Directors act in the best interests of the Trust, governing in accordance with its Articles of Association and having governance arrangements that demonstrate visionary leadership, clarity of relationships, effective oversight and sustainability, and achieve the greatest possible economies. Directors are responsible for the strategic direction, broad policy framework and oversight of the Trust and all its academies and to meet the requirements of the 7 principles of public life.

### **Membership**

1. Carmen Hibbert (Chair)
2. Pete Richings (Director and Member) (Vice-Chair)
3. William Bracken
4. John Wilkinson
5. Sarah Kenrick
6. Sarah Malam (CEO/Accounting Officer)
7. TBC

To ensure effective communication between the Members and the Board of Directors, one Director also undertakes the role of Member.

### **Quorum**

Shall be any three Trustees, or where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

### **Director qualities and skills set**

1. Commitment to improving education for all pupils
2. Ability to work in a professional manner as part of a team and take collective responsibility for decisions
3. Willingness to learn
4. Commitment to the Trust's vision and ethos
5. Understanding and experience of strategic planning
6. Ability to analyse and review complex issues objectively, identifying issues and able to propose and consider innovative solutions
7. Ability to make difficult decisions in the best interests of pupils
8. Understanding of current education policy
9. Communication skills, including being able to discuss sensitive issues tactfully
10. Ability to analyse and evaluate data, being able to question and challenge
11. Experience of project management
12. Financial planning/management

### **Responsibilities**

To ensure:

1. Compliance with the Trust's duties under company and charity law
2. Compliance with all statutory obligations in line with the Scheme of Delegation
3. Solvency and abide by the agreements made with the DfE and Educational Skills and Funding Agency (ESFA)
4. The strategic plan for the Trust meets the Key performance indicators of the Trust
5. That risks are mitigated where possible and otherwise effectively managed (in line with our Risk Management Plan)
6. The Trust's annual budget and that of each academy is approved and monitored
7. Ensures the vision, ethos and strategic direction of the Trust are clearly defined and shared
8. Adopting policies, agreeing targets and determining priorities to achieve the aims and objectives

9. Challenge and support to the Headteacher and ensuring they perform their responsibilities for the education performance of the school.
10. Evaluating the effectiveness of the work of the Trust in providing a high quality education
11. Ensuring the sound proper and effective use of the Trust's financial resources

### **Key features of Triumph Trust**

1. Children at the heart of all decisions made
2. Strong and capable leadership with a commitment to continuous improvement
3. Aspirant vision and values, striving to provide outstanding education and to improve outcomes for pupils
4. Scheme of Delegation detailing responsibilities and terms of reference
5. Appreciation of financial challenges with planned strategies to ensure efficiencies
6. Principle of collaboration in order to share expertise and good practice

### **Trust key performance indicators**

The impact of our improvement strategy will be measured by the following KPIs:

1. All academies/schools within the Trust will be judged good or outstanding by OFSTED within two years of joining
2. All teaching within our academies will be good or better
3. Progress (and ultimately attainment) in our academies will exceed floor targets and will aim to be comparable with the top 25% schools nationally within 3 years of joining the Trust
4. Our academies will demonstrate excellent leadership, including governance, and this inspirational leadership will be shared across academies
5. Our academies will be able to accurately self-evaluate and will have a culture of continuous improvement and high aspirations
6. High-quality CPD of staff will mean our academies will attract and retain the very best
7. All academies will be financially solvent, have reserves and submit three-year financial plans that are realistic, robust and do not produce a deficit financial position
8. The Trust will comply with all statutory regulations and have a positive annual audit report

***These Terms of Reference were discussed and approved by the Board of Triumph Trust December 2023***

## **TERMS OF REFERENCE - Standards and Outcomes Committee of Triumph MAT**

### **Membership**

The Directors of Triumph Trust have established a Committee to maintain the performance, standards and achievement of the schools in the Trust. The Chair and delegated Directors of the Standards and Achievement Committee shall be non-executive members and shall be appointed by the Board of Triumph Trust. The Board of Triumph Trust may co-opt persons to the Committee who are not Directors. The Committee shall consist of a minimum of 3 and a maximum of 6 members (of whom at least two shall be Directors and at least one of whom shall have the relevant skills and expertise).

The Principal/HT or delegated member of the Strategic Leadership Team or Chief Executive Officer (CEO) will normally attend meetings of the Committee.

### **Quorum**

50% of committee members, rounded up to a whole number to represent a quorum, provided that there are a majority of Board of Triumph Trust members present.

### **Chairmanship**

The Chair of the Committee shall be appointed by the Board of Triumph Trust and will normally be a Director to allow effective feedback to the Board of Triumph Trust. If the Chair is absent from a meeting, the Committee shall choose one of their number to act as Chair for that meeting.

### **Meetings**

1. the Board of Triumph Trust shall determine how often the Committee shall meet but normally this should be at least once per term.
2. the Chair or any two Directors of the Committee may call a meeting.
3. the Clerk to the Committee will keep appropriate records of the proceedings.

- the minutes of the Standards and Achievement Committee meetings shall be circulated to all Directors of the Board of the Triumph Trust.

### **Authority**

The Standards and Achievement Committee is authorised by the Board of Triumph Trust to investigate any activity within its Terms of Reference (TOR), and to seek any information it requires from staff, who are requested to co-operate with the Committee in the conduct of its inquiries to ensure outcomes meet expectations. The Standards and Achievement Committee is authorised to obtain independent professional advice if it considers this necessary.

### **Duties**

The specific duties of the Standards and Outcomes Committee shall be to:

#### **Review-**

- the curriculum offer and ensure it is relevant and appropriate for all students;
- any proposals from the HT for changes to the curriculum and to consider the implications for staffing;
- all Improvement Plans;
- the policy and provision for collective worship and religious education and make recommendations to the board;
- the policy on charging for curriculum activities and make recommendations to the board;
- the policy and provision for Sex and Relationship Education and make recommendations to the board;
- ensure effective admissions and appeal processes are followed and adhered to

#### **Monitor-**

- students' attainment and quality of learning;
- the impact of the School Improvement Plans;
- the lawful use of exclusion and review of the HT's decision to exclude
- school use of admission and attendance registers
- the progress and attainment of all pupils including specific vulnerable groups
- ensure the National Curriculum is delivered to a high standard.

#### **Advise-**

- the board of Triumph Trust on their curriculum statutory obligations;
- the board on the discharge of the above duties.

**The purpose of the Strategic Standards and Outcomes Committee** is to ensure the highest possible standards and quality of educational provision. To ensure the LGB committee monitor:

- The impact of the curriculum on standards
- Standards achieved
- Resources to ensure the highest quality of provision

***These Terms of Reference were discussed and approved by the Board of Triumph Trust December 2023***

## **TERMS OF REFERENCE - Triumph MAT Committee of Finance and Audit**

### **Constitution**

Triumph Trust ("the Board of Directors") has resolved to establish a Finance and Audit Committee in accordance with the provisions of Article 6 of the Articles of Association to advise the Board of Directors on matters relating to the Trusts' audit arrangements and systems of internal control. This Committee shall operate in accordance with any requirements of the Education and Skills Funding Agency and any other national funding bodies. It is responsible to the Board of Triumph Trust.

### **Authority**

The Committee is authorised by the Board of Triumph Trust to:-

- investigate any activity within its terms of reference.
- seek any information it requires from the internal audit service, the financial statements auditor, Governors, Committees and school employees, plus relevant information from subcontractors and other third parties.
- obtain external professional advice.

NB. The Board of Triumph Trust must not add to these terms of reference responsibilities that require the Audit Committee to adopt an executive role, or its members to offer professional advice to the Board of Triumph Trust. The Audit Committee should seek formal professional opinions from the internal audit service, financial statements auditor or other professional

advisers to the Board of Triumph Trust. Advice should only be given in Committee members' capacity as Directors and co-optees and only within their terms of reference.

### **Membership and quorum**

The Board of Triumph Trust may co-opt persons to the Committee who are not Directors. The Committee shall consist of a minimum of 3 and a maximum of 6 members (of whom at least two shall be Directors and at least one of whom shall have the relevant skills and expertise). The Chair of the Board of Triumph Trust, the Principal/HT, Staff Governor shall not be eligible for membership. The Committee may include employees of the Academy (other than senior post holders and those with executive responsibilities in the Academy at senior level). 50% of members, rounded up represent a quorum, provided that there are a majority of Board of Triumph Trust members present.

### **Chairmanship**

The Chair of the Committee shall be appointed by the Board of Triumph Trust and will normally be a Director to allow effective feedback to the Board of Triumph Trust. If the Chair is absent from a meeting, the committee members shall choose one of their number to act as Chair for that meeting.

### **Meetings**

1. the Committee shall meet as necessary but normally at least once per term.
2. the Chair or any two members may call a meeting.
3. the meetings shall be timely with the work of the Academy's internal audit service and the financial statements auditor.
4. non-members may be invited to attend meetings.
5. other Board of Triumph Trust members shall not have the right to attend meetings
6. the Clerk to the Committee will keep appropriate records of the proceedings.
7. the minutes of Committee meetings shall be circulated to all Board of Triumph Trust members.

### **Duties**

In addition to agreeing the budget for all schools within the Trust, the duties of the Committee shall include:-

#### **1. Monitoring:**

- Responsibility for monitoring the adequacy and effectiveness of the Academy's systems of internal control (including review of the statement of internal control) and its arrangements for risk management, control and governance processes and for securing economy, efficiency and effectiveness (value for money).
- Monitoring, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports and the financial statements auditor's management letter.
- Monitoring the Academy's risk management plan and advising the Board of Triumph Trust on its adequacy and effectiveness

#### **2. Auditing**

- Advising the Board of Triumph Trust on the appointment, re-appointment, dismissal and remuneration of the financial statements auditor and the internal audit service.
- Advising the Board of Triumph Trust on the scope and objectives of the work of the internal audit service and the financial statements auditor.
- Ensuring effective co-ordination between the internal audit service and the financial statements auditor
- Considering and advising the Board of Triumph Trust on the audit strategy and annual internal audit plans for the internal audit service.
- Advising the Board of Triumph Trust on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor, and management's responses to these.
- Establishing, in conjunction with Academy management, relevant annual performance measures and indicators and monitoring the effectiveness of the internal audit service and financial statements auditor through these measures and indicators and deciding, based on this review, whether a competition for price and quality of the audit service is appropriate.

#### **3. Policy and Strategy**

- Considering and advising the Board of Triumph Trust on relevant reports by the National Audit Office, the Education and Skills Funding Agency (including those from the local provider financial assurance teams) and other funding bodies and, where appropriate, management's response to these.
- Determining dismissal payments / early retirement
- Agree the central spend / top slice

- Develop trust wide procurement strategies and efficiency savings programme

#### **4. Reporting**

- Producing an annual report for the Board of Triumph Trust and accounting officer which should include the Committee's advice on the effectiveness of the Academy's risk management, control and governance processes and any significant matters arising from the work of the internal audit service and the financial statements auditor.
- Monitoring and advising the Board of Triumph Trust on any alleged fraud and irregularity in the Academy's financial and other control systems and ensuring that all allegations of fraud and irregularity are properly followed up.
- Being informed of all additional services undertaken by the internal audit service and the financial statements auditors.
- Recommending the annual financial statements to the Board of Triumph Trust for approval.

***These Terms of Reference were discussed and approved by the Members and Directors of Triumph Trust in May 21.***



## **LOCAL GOVERNING BOARD - TERMS OF REFERENCE**

**These apply to both Courthouse Green and Alderman's Green**

### **Strategic role**

The Local Governing Board (LGB) shall be responsible for ensuring clarity of vision, ethos and strategic direction; holding executive leaders to account for the educational performance of the school and its pupils, and the performance management of staff; and overseeing the financial performance of the school and making sure its money is well spent.

### **Constitution**

The LGB is responsible for ensuring that appropriate board and committee structures are in place that reflect the scale and structure of the school and ensure sufficient and robust oversight of key priorities. The agreed constitution of the LGB is:

- 1 x Headteacher Governor or in the case of Courthouse Green the CEO
- 1 x Staff Governor
- 3 x Parent Governor
- 6 x Co-opted Governor (may include a Director)
- Total 11

***The CEO is also an Observer on Alderman's Green***

### **Membership, meetings and quorum**

The constitution, membership and proceedings of any subcommittee shall be determined by the LGB but having regard to any views of the Directors. Subject to the Trust's Scheme of Delegation, the LGB has established 2 subcommittees; the chairs of which are elected annually at the full LGB meeting in September and the Terms of Reference are agreed. Meetings are deemed quorate providing 50% of the governors are in attendance, governors are selected to join a subcommittee in line with their skills, experience and expertise.

1. Personal Development and Welfare (Courthouse Green Governors)
2. Standards and Outcomes (Courthouse Green and Alderman's Green)
3. HR and Finance (Alderman's Green Governors)

### **Policies**

The LGB will adopt and comply with all policies of the Directors of Triumph Trust communicated to the LGB; where appropriate the LGB will be consulted in the development and review of such policies as per the scheme of delegation.

In the event of Remedial Measures being requested by the Secretary of State the LGB shall work closely with and shall promptly implement any advice or recommendations made by the Directors and the Directors expressly reserve the right to review or remove any power or responsibility conferred on the relevant LGB under this Scheme of Delegation in such circumstances.

### **Duties and reports**

In line with any actions following an OFSTED inspection/ external review or national data (Raise online, Data Dashboard) outcomes, create an action plan to improve pupils outcomes and report termly to the Strategic Standards committee regarding impact and progress against the plan.

1. Reviewing and monitor progress against the school's improvement plan
2. Set targets for attainment and progress
3. Financial accountability; making sure that the budget is on track and money is spent well
4. Reviewing and monitoring the impact of the curriculum
5. Holding the academy's Headteacher and leadership team to account

These Terms of Reference were discussed and approved by the Directors of Triumph Trust in December 2023.

## **LGB TERMS OF REFERENCE - Standards and Outcomes Committee**

**These apply to both Courthouse Green and Alderman's Green**

### **Strategic role**

The Standards Committee of the Local Governing Board (LGB) shall be responsible for ensuring the educational performance and outcomes in relation to attainment and progress of the pupils.

### **Constitution**

The Standards Committee is responsible for ensuring that the appropriate committee structure is in place to ensure sufficient and robust oversight of its key priorities. The agreed constitution of this committee is a minimum of three governors supported by senior leaders of the school.

### **Membership, meetings and quorum**

The constitution, membership and proceedings of this subcommittee is determined by the LGB having regard to any views of the Directors. Subject to the Trust's Scheme of Delegation this subcommittee will be chaired by an annually elected chair in line with these agreed Terms of Reference. Meetings are deemed quorate providing 50% of the governors are in attendance; governors are selected to join this subcommittee inline with their skills, experience and expertise.

### **Duties and reports**

In line with the school improvement plan and any actions following an OFSTED inspection or external review or national data outcomes, create an action plan to improve pupils outcomes and report termly to the Strategic Standards committee regarding impact and progress against the plan.

### **Delegated powers**

To act on behalf of the LGB to ensure:

#### *Strategic*

1. effective systems are in place to track assessment
2. data analysis reflects attainment and progress and this is tracked and evaluated termly by LGB
3. reviewing the school's performance and challenge outcomes using national data, the Inspection Dashboard
4. evaluate the effectiveness and impact of intervention strategies and funding (Pupil Premium and Looked After Children)
5. the school's compliance with the National Curriculum and legal requirements
6. compliance with the SEND Code of Practice ensuring the needs of SEND pupils are effectively met
7. recruiting highly effective leaders and teachers to secure high standards and progress and ensure an effective succession plan is in place
8. holding all staff to account through the effective implementation of the professional growth policy and if necessary considering appeals against it.

#### *Monitoring*

1. quality of teaching and its impact on achievement of targets for pupil attainment
2. quality of the curriculum provision

**LGB TERMS OF REFERENCE - Personal Development and Welfare Committee**  
**These apply to both Courthouse Green and Alderman's Green**

**Strategic role**

The Personal Development and Welfare Committee of Courthouse Green's Local Governing Board (LGB) shall be responsible for ensuring the educational performance and outcomes in relation to attendance, behaviour, safeguarding, the Personal Social Health Citizenship Education (PSHCE) and Health and Safety Education (HSE) of the school and its pupils.

**Constitution**

The Personal Development and Welfare Committee is responsible for ensuring that the appropriate committee structures is in place to ensure sufficient and robust oversight of its key priorities. The agreed constitution of this committee is a minimum of three governors supported by senior leaders of the school.

**Membership, meetings and quorum**

The constitution, membership and proceedings of this subcommittee is determined by the LGB having regard to any views of the Directors. Subject to the Trust's Scheme of Delegation this subcommittee will be chaired by an annually elected chair in line with these agreed Terms of Reference. Meetings are deemed quorate providing 50% of the governors are in attendance; governors are selected to join this subcommittee in line with their skills, experience and expertise.

**Duties and reports**

In line with the school improvement plan and any actions following an OFSTED inspection or external review or national data outcomes, create an action plan to improve pupils personal development and welfare and report termly to the Strategic Standards committee regarding impact and progress against the plan.

**Delegated responsibilities in line with the Scheme of Delegation of Triumph Trust**

To act on behalf of the LGB in:

1. relation to behaviour and exclusion in and around school and attendance
2. approving the discipline policy of the use of exclusion deciding to confirm permanent or fixed term exclusions
3. understanding the impact of intervention strategies used to support pupils personal development & welfare
4. promotion of well-being, community cohesion, British Values and the Prevent agenda.
5. Implementing the school's policies on religious education and collective worship, moral social and cultural awareness, sex education, health, discipline and behaviour, equal opportunities, disability, gender and race equality in line with the accessibility plan.
6. ensuring compliance with Child Protection and safeguarding and Looked after Children policies and procedures.
7. considering the exclusion of an individual pupil from the school (Pupil Discipline Committee – 3 governors).
8. the content of the school prospectus and ensuring the school's website is compliant
9. issues relating to admissions, the school day
10. a statement of priorities for the maintenance and development of the premises
11. following advice received on health and safety including advice from the Health and Safety Executive
12. understanding the impact of specific sports funding to improve pupils health and wellbeing

These Terms of Reference were discussed and approved by the Directors of Triumph Trust in December 2023.

