

THE INVICTUS GUIDE TO **GOVERNANCE** 2023-24



CONTENTS

INTRODUCTION

- *Welcome from the Board*
- *Vision, Mission and Values – The Invictus Culture*
- *Invictus Education Trust Structure of Governance*

SECTION 1: SCHEME OF DELEGATION

- i. Scheme of Delegation and Financial Scheme of Delegation

SECTION 2: COMMITTEE TERMS OF REFERENCE

- i. Audit, Risk and Compliance Committee
- ii. Finance and Resources Committee
- iii. Education, Standards and Safeguarding Committee
- iv. Academy Committee

SECTION 3: CONSTITUTION, MEMBERSHIP AND RECRUITMENT

- i. Constitutional Arrangements
- ii. Election process for Parent Associate Governors
- iii. Election process for Staff Associate Governors
- iv. Appointment of Appointed Associate Governors
- v. Appointment of Trustees
- vi. Procedure for Election of a chair and vice chair

SECTION 4: EXPECTATIONS

- i. Trust Board Code of Conduct
- ii. Academy Committee Code of Conduct
- iii. The Seven Principles of Public Life (*External Link*)
- iv. The Charity Governance Code (*External Link*)
- v. Trustee Person Specification
- vi. Associate Governor Person Specification
- vii. Trust Board Chair Role Description
- viii. Academy Committee Chair Role Description
- ix. Link Associate Governor Role Descriptions
 - *Safeguarding*
 - *Special Educational Needs and Disabilities*
 - *Careers and Further Education*
 - *Pupil Premium and Vulnerable Groups*

SECTION 5: TRAINING AND DEVELOPMENT

- i. Overview
 - *The National Governance Association (External Link)*
 - *Learning Link (External Link)*
 - *The National College (External Link)*
 - *The Key for School Governors (External Link)*
 - *Governors for Schools (External Link)*
- ii. Statutory annual safeguarding training for Associate Governors
- iii. Induction training for new joiners

SECTION 6: GUIDANCE AND RESOURCES

- i. Effective Meetings Guidance
- ii. Post-Meeting Reporting
- iii. Associate Governor Visits Guidance
- iv. Visit Report Form
- v. Safeguarding Associate Governor Termly Visit Report
- vi. Members and Trust Board Meetings Calendar 2023-24
- vii. Academy Committee Meetings Calendar 2023-24

Welcome from the Board

I joined the Trust Board of Invictus Education Trust in September 2022, and was appointed as the Chair in June 2023. I am proud to be the chair of this very successful organisation, following from the excellent work of our former chair Bob Dimmock. I would like to thank Bob for his dedication and commitment and share how pleased I am that he is continuing in his role as a trustee.

We are at a very exciting point in our journey as a Multi Academy Trust and about to embark upon a new strategic plan which the Trust Board will lead and our executive team and school leaders will inform and deliver. We believe firmly in collaboration between the operational and strategic governance side of the Trust and recognise the value of stakeholders at every level of the organisation. It is the coherence of our vision, strategy and operations that will secure our success and that of our students.

At every level, governance plays a vital role in the success of our organisation. The Members will, as the guardians of the Trust, continue to support, monitor and challenge the work of the Trust Board to ensure that governance arrangements are effective and the Trust Board will work hard to ensure that we continue to exercise the powers of the Academy Trust with great care and diligence and always with our students as our main priority. Local governance plays a vital role in the checks and balances of the Trust Board and is absolutely essential to the effective governance of a Multi Academy Trust. We will be working hard this year to further develop our communication, ensuring we have regular and appropriate channels to ensure that Academy Committees feel valued and stakeholder voices are heard.

I would ask you all this year to have a continual focus not only on the vision and values of the Trust but also on the elements of effective governance which we are all responsible for ensuring and upholding, these being:

- Good relationships based on trust
- Good chairing
- Professional clerking
- The right people around the table
- Understanding roles and responsibilities
- Courageous conversations
- Knowing the trust
- Asking challenging questions

I would like to thank you for your support, dedication and commitment.



Mrs J Shulman
Chair of the Trust Board

THE INVICTUS CULTURE

Invictus Education Trust was created in March 2015 by a group of like-minded schools: Crestwood, Ellowes Hall Sports College, Kinver High and Wombourne High School. Three schools have since joined us, Leasowes High School in Autumn 2016, Pedmore High School in September 2018 and Rufford Primary School in September 2021 further strengthening an already thriving trust.

Where we differ from other multi academy trusts is our intention to collaborate, across our schools in every aspect. This means that our students, staff, parents and community all benefit from the culture we have created with our vision, mission and values, collectively known as our culture, the Invictus Culture.

Vision Statement

We provide our communities with an excellent education, unique opportunities, and elite experiences. Our Students love attending school and our team are proud to represent their school and trust.

Mission Statement

Whatever their starting point, our students make positive progress, with a perfect mix of academic challenge, pastoral care, and enriching experiences.

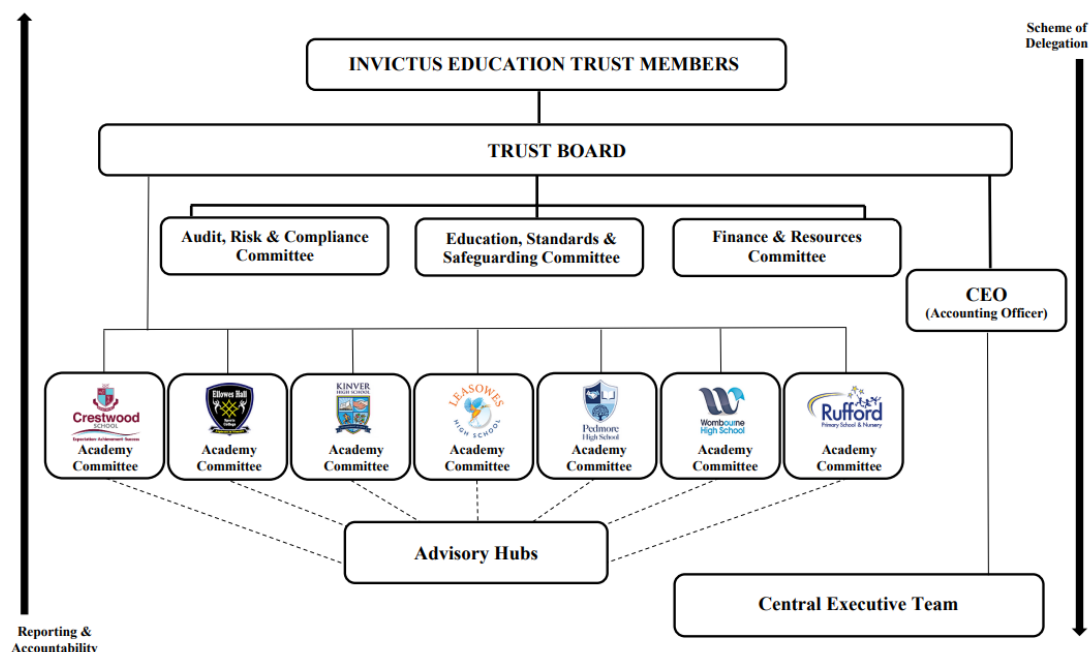
Invictus Values

Value One	Every day, in every way, our students come first Our first and most important value
Value Two	Anything is possible We focus on the challenge to identify it. Our energy is spent finding a solution
Value Three	Accountability If it is to be, it is to be me
Value Four	Seek and Seize Opportunities We aim to deliver 'WOW' through opportunities and experiences
Value Five	Focus on relationships and all else will follow Open, honest and empathic relationships with clear and simple communication are the foundations of our Trust
Value Six	Start with the end in mind We identify our aspiration and put processes in place to exceed expectations. We celebrate our progress throughout the journey.
Value Seven	Think collaboratively We always ask ourselves, can we include more students, more of our team or more of our schools in everything we do

STRUCTURE OF GOVERNANCE

The Trust has established a clear organisational structure with identified lines of accountability and reporting for all of its operations. This includes defining the responsibilities of the Trust Board and those responsibilities delegated to its committees and officers within the Trust.

The diagram below sets out the governance structure of Invictus Education Trust and its committees:



Scheme of Delegation

The responsibilities of the Trust Board and its committees are set out in the Trust's Scheme of Delegation and Financial Scheme of Delegation (refer to Section 1). The schemes make clear which functions are retained at Trust Board level and which are delegated, providing full clarity on the role and remit of each part of the structure, as well as the relationship and reporting arrangements between them. Through these schemes the Trust Board have clearly defined where all key governance functions are exercised in respect of the Trust and each of its schools.

Invictus Education Trust Members

The members of Invictus Education Trust are the guardians of the governance of the Trust. They have a limited but distinct role and are essential to the integrity of the governance structure. They are the last line of defence from failures of governance and failure to uphold the Trust's charitable purpose. Whilst it is the Trust Board who are responsible for the core governance functions and conducting the business of the Trust, members have certain key powers afforded to them:

- Ensuring the Trust's charitable objectives are being met
- Approving and signing the memorandum and articles of association
- Determining the name of the Trust
- Appointing and removing members and trustees
- Appointing and removing the external auditors
- Dissolving the Trust

Trust Board

Subject to the provisions of the Companies Act 2006, the Trust's articles of association and to any directions given by the members by special resolution, the business of the Trust is managed by the Trust Board who exercise all the powers of the academy trust. The Trust Board is responsible for the overall strategic direction of the Trust, as well as holding executive leaders to account for delivering agreed priorities and ensuring the financial probity of the Trust. There are key matters that are reserved for the Trust Board:

- Responsibility for organisational strategy, objectives and values
- Approval of new schools joining the Trust
- Approval of Trust plans, targets, budgets and capital expenditure
- Oversight of long-term financial planning, maintenance, risk mitigation, internal controls and compliance with regulations
- Approval of material acquisitions or disposal of land or buildings
- Approval of significant changes in accounting policies or practices
- Approval of annual accounts
- Approval of the Scheme of Delegation and Financial Scheme of Delegation
- Approval of changes to the Trust Board and committee structure and composition, including the appointment of the Trust Board chair and Trust Board committee chairs
- Appointment of CEO, Deputy CEO and CFO
- Ensuring effective safeguarding policies and procedures are in place

Trust Board Committees

In order to allow the Trust Board to focus on their core functions, some other powers and functions are delegated to committees, the Chief Executive Officer and school Headteachers. To ensure oversight, all delegated actions taken and decisions made are reported back to the Trust Board. The committees to which the Trust Board will delegate powers and functions to, as defined in the Scheme of Delegation, are:

- Audit, Risk and Compliance Committee
- Finance and Resources Committee
- Education, Standards and Safeguarding Committee
- Academy Committees

The constitution, membership and proceedings of these committees are determined by the Trust Board and clarified through terms of reference for each committee (refer to Section 2). The establishment, terms of reference, constitution and membership of all committees will be reviewed at least once every twelve months.

Academy Committees

Each school has an Academy Committee to support its effective operation. The remit and terms of reference are established by the Trust Board. The membership of all Academy Committees will include two parent associate governors.

Advisory Hubs

Advisory Hubs provide opportunities for Academy Committees to work collaboratively. Link associates from each of the Academy Committees will meet regularly and focus on specific areas, challenging in an interactive setting to generate ideas, share best practice and monitor performance and compliance.

Advisory Hubs receive input from the Trust Board, the Chief Executive Officer, Headteachers, school leaders and the central executive team as appropriate.

Advisory Hubs align to the Academy Committees areas of delegated responsibility:

- Safeguarding
- Pupil Premium and Vulnerable Groups
- Special Education Needs and Disabilities
- Careers and Further Education

Executive Functions

Whilst the Trust Board is ultimately accountable for the outcome of all decisions, management and implementation of decisions is largely an executive function. In accordance with the Governance Handbook, the expectation is that executive leaders are responsible for the internal organisation, management and control of the schools. Since, however, the Trust Board is responsible in law for all of the schools in the Trust, it may intervene in operational matters if a circumstance arises where, because of the actions or inactions of executive leaders, a school or the Trust may be in breach of a duty.

To allow sufficient bandwidth for trustees to perform their strategic leadership role in the Trust, decision-making functions are delegated to the Chief Executive Officer or school Headteachers wherever possible. It is for the Chief Executive Officer to determine how functions are delegated to the central executive team or school senior leadership team.

Chair's Action

In academy trusts there is no automatic delegation of power to act in cases of urgency. The Trust Board have however, in accordance with the articles of association, granted power to the Trust Board chair to act in specific circumstances of urgency where it is believed that a delay would be likely to be seriously detrimental to the interests of the Trust or one of its schools; any student of the Trust or their parent; or a member of staff. There is no delegation of power to School Governing Board chairs and therefore, any urgent matter should be referred to the Trust Board chair.

Clear separation

Clear separation between the layers of governance means that the individuals making up one tier of the governance structure of the organisation are not the same as another tier. The requirement for significant separation, particularly within MATs, is made explicit in both the Academy Trust Handbook and the Governance Handbook. Good governance requires a separation of roles to ensure objectivity and avoid conflicts and individuals having undue power and influence.

Sections 1 – 6 of the Guide to Governance are available for Members, Trustees and Governors to access and download on GovernorHub using the links below:

[Section 1 - Scheme of Delegation](#)

[Section 2 - Committee Terms of Reference](#)

[Section 3- Constitution, Membership and Recruitment](#)

[Section 4 - Expectations](#)

[Section 5 - Training and Development](#)

[Section 6 - Guidance and Resources](#)