

## **New College Durham Academies Trust Governance Arrangements**

### **New College Durham Academies Trust (“The Trust”)**

New College Durham Academies Trust (the Trust) has been established as a multi-academy trust, currently operating two academies: North Durham Academy and Consett Academy.

The Trust is set up as a company limited by guarantee and has Members and Directors. It has exempt charity registration and is governed by company and charity law and bound by the Memorandum and Articles of Association.

The company was set up by lead sponsor New College Durham and co-sponsor Durham County Council to run one or more academies. North Durham Academy opened in September 2011 and Consett Academy opened in January 2012.

The Trust is able to establish such committees as it sees fit to discharge its functions. To date, the Trust has established the following committees, with agreed terms of reference:

- Audit and Risk Committee
- Corporate Services Committee (covering HR, Finance & ICT)
- Remuneration Committee
- Quality Assurance, Improvement and Progression Board
- North Durham Academy Local Governing Body
- Consett Academy Local Governing Body

Terms of Reference have been agreed setting out the matters reserved for the Trust and those delegated to the committees and to the local governing bodies and Principals of each of the Schools, the North Durham Academy and the Consett Academy. These are set out in the Financial Regulations & Procedures.

### **Sponsor Director Appointment process**

As lead sponsor, the Corporation of New College Durham has the right to nominate candidates to serve on the Board of New College Durham Academies Trust and the Academy Local Governing Bodies. The College has a recruitment process and interested candidates submit an application form and skills audit for consideration by members of the College Academy Sponsorship Committee.

### **Co-opted Director Appointment process**

The Academies Trust may also appoint up to two Co-opted Directors to serve on the Board. Interested candidates submit an application form and skills audit for consideration by the Academies Trust Board.

**Eligibility** - As part of the appointment process you will be required to confirm your eligibility to serve as a Director under the Articles of Association (Appendix F) and

confirm that you are not disqualified from acting as a charity trustee under the Charities Act 2011 (Appendix G).

**Safeguarding** - New College Durham Academies trust is committed to safeguarding and promoting the welfare of children and young people, as well as vulnerable adults, and expects all volunteers to share this commitment. Successful applicants will be required to apply for Enhanced Disclosure from the Disclosure & Barring Service (DBS), provide evidence of identity and provide satisfactory references.

### **Time commitment for a Sponsor Director**

The Academies Trust Board meets 4 times each year. Directors may also be invited to serve on one of the committees. Directors will be required to participate in induction and ongoing development activities. It is envisaged that this may require an average commitment of 4 hours per month throughout the year.

Appendix A – Directors & summary of their respective duties and responsibilities.

Appendix B – Members of NCD Academies Trust (Guarantors)

Appendix C – Local Governing Bodies

Appendix D – Role description & person specification

Appendix E - Governance Structure Chart (separate document)

Appendix F – Eligibility criteria

Appendix G – Charity trustee disqualification

If you have any questions about the governance arrangements please contact me by email [k.mould@ncdat.org.uk](mailto:k.mould@ncdat.org.uk) or by phone on 0191 375 4002.

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## Appendix A

### Directors of the New College Durham Academies Trust

1. Sponsor Directors (up to 8) – nominated by New College Durham
2. Co-sponsor Director - nominated by Durham County Council
3. 2 Parent Directors elected by the parents of each Academy
4. Co-opted Directors (up to 2 at the discretion of/appointed by the Board)
5. Local Governing Body Chairs unless these are otherwise Directors of the Trust
6. Chief Executive Officer

Quorum is any 3 Directors or 1/3 board if greater

Term of office is 4 years and may be reappointed

### Powers and responsibilities of Directors (Articles 93 – 131)

- To manage the business of the Trust.
- To expend the funds of the Trust in such manner as they shall consider most beneficial for the achievement of the Objects.
- To invest in the name of the Trust such part of the funds as they may see fit.
- To enter into contracts on behalf of the Trust.
- In exercising these powers and functions, the Directors may consider any advice given by any executive officers (including the Principals of the Academies).
- Any bank account shall be operated by the Directors in the name of the company and cheques etc shall be signed by at least two signatories authorised by the Directors.
- The Directors may establish any committee, including Local Governing Bodies for each Academy, and should determine constitution, membership, proceedings and terms of reference. Terms of reference to be reviewed annually.
- Directors may delegate to any Director, committee (including Local Governing Body) Principal and any other executive officer, such of their powers or functions as they consider desirable. Delegation may be subject to conditions and may be revoked or altered. To report exercise of that power at next Directors meeting.
- To appoint the Principals of the Academies. Directors may delegate such powers and functions as required by the Principals for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Directors and for the direction of the teaching and curriculum at the Academies).
- To comply with obligations under the Companies Act and Charities Act with regards to preparation and filing of annual report and accounts and annual return.

## **Appendix B**

### **Membership of the New College Durham Academies Trust**

1. Sponsor
2. Sponsor members (up to 3)
3. Co-sponsor member
4. Chair of board of directors

Quorum is any 2 members (in person or proxy/authorised representative)

Trust members have the following strategic functions:

- Change the Articles of Association (with consent of DfE)
- Change the name of the company
- Receive annual accounts at the Annual General Meeting (the first one to be held within 18 months of incorporation)
- Appoint Auditors
- Members “own” the academy company in the absence of shareholders and members give a guarantee to pay £10 on winding up of the Academy company (Guarantor).

## **Appendix C**

### **Composition of the Local Governing Body**

Chair nominated by the Academies Trust

Executive Principal/Principal

Up to 6 members nominated by the Sponsor

1 member nominated by the Co-sponsor

2 staff members one elected by the teaching staff, one by non-academic

2 parent members elected by parents of students enrolled at the Academy

Chair of Parents' Forum to be co-opted

### **Terms of reference of the Local Governing Body (“the Governing Body”)**

1. To act at all times within the guidelines set down by the Trust Board and in particular the Local Governing Body governance practices as set out in these terms of reference.
2. To act at all times within the Vision, Ethos and Strategic direction set down by the Trust Board.
3. To support and challenge the Principal and school leaders to maintain and improve the quality of education including academic standards and performance.
4. To monitor student behaviour, punctuality and attendance and review any decision to exclude students from attendance, in accordance with the Exclusion of Students Policy.
5. To receive Corporate Services management summary information, including KPI's relating to Budgets, Human Resources, Estates, Data, ICT and to consider the effect on the successful academic performance of the Academy.
6. To receive the Academy's risk register and review progress in reducing risks bringing any issues and the Academy's highest risks to the attention of the Audit and Risk Committee and the Trust Board.
7. To approve and review all academic policy into practice and monitor the impact providing constructive feedback to the Trust Board where a policy may not be effective in the local context by suggesting alternative approaches.
8. To ensure that the views expressed by key stakeholders are monitored and responded to at the Local Governing Body.
9. To support effective communications between the Academy and its stakeholders by establishing the following advisory groups:

- a student council;
- a parents' forum;
- a local business and community liaison panel (to include local elected members where appropriate); and
- a staff forum.

The composition and functions to be discharged by these advisory groups will be agreed by the Chief Executive Officer and Chairs of the Local Governing Bodies. Advisory groups are not sub-committees of the LGB and do not need to include LGB Members. Other groups may be established as deemed necessary.

10. Within the parameters agreed by the Trust Board and set out in these terms of reference to establish any sub-committees which will further the mission and purpose of the Academy.
11. To deal with any other matters referred to the Local Governing Body by the Trust Board.

## Appendix D

### Role Description for Director

**Being a Director of New College Durham Academies Trust requires commitment, willingness, time, energy and involvement.**

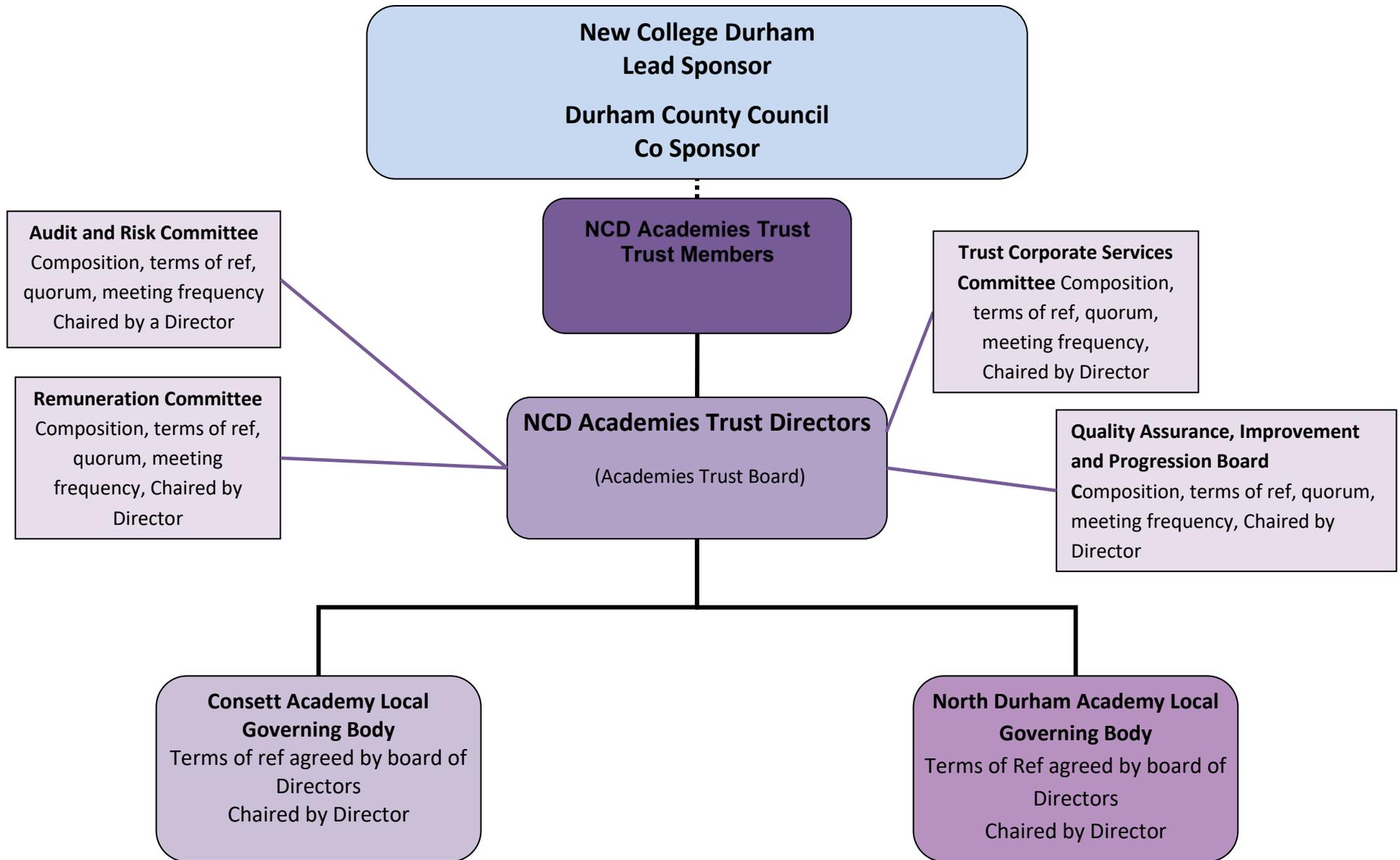
#### **Directors should:**

1. be aware of, and comply appropriately with, the governance arrangements of the Academies Trust, including the Code of Conduct, Standing Orders and Nolan Principles of good governance;
2. demonstrate an active interest in educational issues and be prepared to become more knowledgeable, and to develop relevant skills, by undertaking training;
3. be prepared to gain an understanding and appreciation of the work of the Academies Trust and its academies by attending events and taking opportunities to meet students and staff;
4. give priority to attending meetings and to prepare for them by reading the meeting papers;
5. actively contribute to the decision making process at meetings by asking questions and by encouraging the contributions of Director colleagues;
6. support decisions of the Academies Trust on the basis of collective responsibility whatever one's own personal opinion;
7. respect the need for confidentiality;
8. act at all times in the best interests of the Academies Trust within the guidelines set down by the Academies Trust board;
9. be prepared to undertake appropriate induction and ongoing training on the duties and responsibilities of a Director and Charity Trustee.

## **Person Specification for Director**

**The following personal qualities are essential for any Director of New College Durham Academies Trust**

1. a demonstrable interest in Education and a willingness to learn about and promote the mission, vision and values of the Academies Trust.
2. experience of working at Board level either professionally or in a voluntary capacity.
3. highly developed interpersonal skills.
4. a demonstrable appreciation of, and ability to contribute to, the strategic role.
5. ability to comprehend, assimilate and use written material.
6. ability and willingness to devote time to Academies Trust matters and to preparing for meetings.
7. an effective member of a team.



## **Appendix F**

### **Extract from the Articles of Association adopted 14 July 2011**

#### **Disqualification of Directors**

68. No person shall be qualified to be a Director unless he is aged 18 or over at the date of his election or appointment. No current pupil of any of the Academies shall be a Director.

69. A Director shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

70. A Director shall cease to hold office if he is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated.

71. A person shall be disqualified from holding or continuing to hold office as a Director if—

(a) his estate has been sequestered and the sequestration has not been discharged, annulled or reduced; or

(b) he is the subject of a bankruptcy restrictions order or an interim order.

72. A person shall be disqualified from holding or continuing to hold office as a Director at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

73. A Director shall cease to hold office if he ceases to be a Director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

74. A person shall be disqualified from holding or continuing to hold office as a Director if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

75. A person shall be disqualified from holding or from continuing to hold office as a Director at any time when he is:

- (a) included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
- (b) disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
- (c) barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006)

76. A person shall be disqualified from holding or continuing to hold office as a Director if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.

77. A person shall be disqualified from holding or continuing to hold office as a Director where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.

78. After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Director if he has not provided to the chairman of the Directors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

79. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Director; and he is, or is proposed, to become such a Director, he shall upon becoming so disqualified give written notice of that fact to the Secretary.

80. Articles 68 to 79 and Articles 97-98 also apply to any member of any committee of the Directors, including a Local Governing Body, who is not a Director.

## Appendix G

### **New College Durham Academies Trust Trustee disqualification rules under the Charities Act 2011**

From 1 August 2018 there will be changes made to the current rules on the automatic disqualification of charity trustees.

Existing legal disqualifying reasons from acting as a Charity Trustee are as follows:

- Unspent conviction for an offence involving dishonesty or deception
- Being a person who has been removed from a relevant office by the Charity Commission
- Director disqualification
- Insolvency

The full list of wider offences and circumstances that will trigger automatic disqualification with effect from 1 August 2018 are as follows:

- Unspent conviction for specified terrorism, money laundering or bribery offences;
- Unspent conviction for contravening a Charity Commission Order or Direction;
- Unspent conviction for misconduct in public office, perjury or perverting the course of justice;
- Unspent conviction for attempting, aiding or abetting any of the above offences;
- Disobeying a Charity Commission Order;
- Being on the sex offenders register;
- Unspent sanction for contempt of Court; or
- Being a designated persons under specific anti-terrorist legislation.

Members are respectfully reminded that acting as a charity trustee while disqualified is a criminal offence.