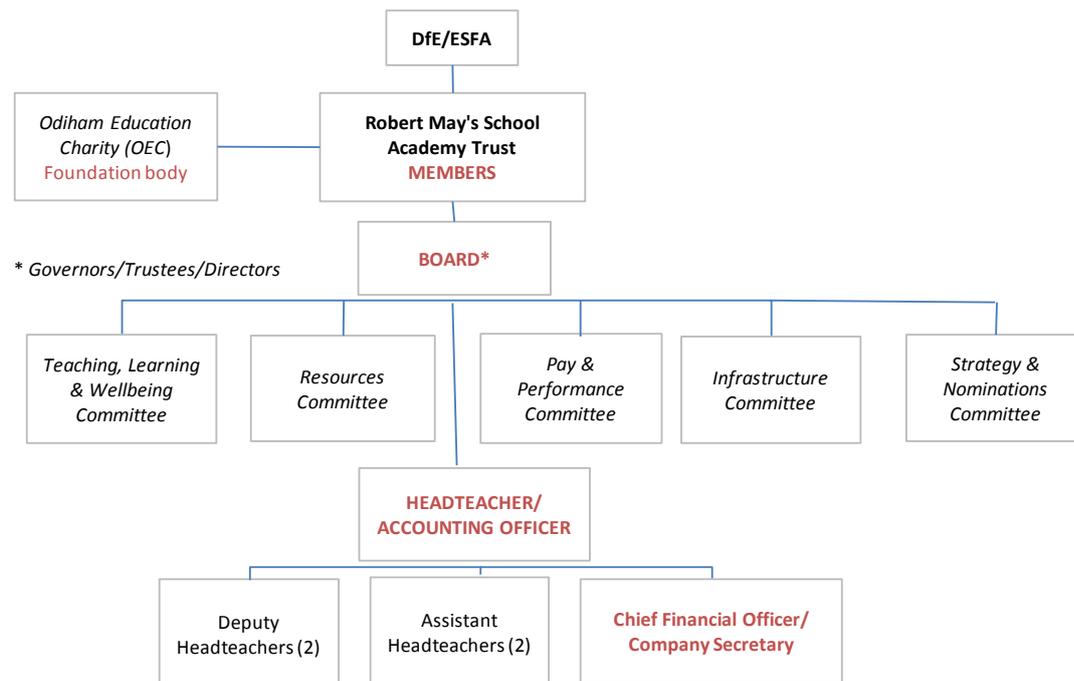


Academy Trust

Governance framework and arrangements (Sep 2018)



Odiham Education Charity (OEC)

Odiham Education Charity (OEC) is constituted under the terms of a Scheme which was approved by the Charity Commissioners' for England and Wales and sealed on 23rd August 1999 and is registered with the Charity Commission under registered number 1078887). The object of the charity is the provision of items, services and facilities for the school and is the official custodian of the land and buildings known as Robert May's School.

In May 2012, under the terms of the Funding Agreement with the Department for Education, the existing land and buildings at West Street Odiham were made available to Robert May's School Academy Trust. The OEC (the Foundation) has the right to appoint 1 Member and 5 Governors to the Governing Body pursuant to the Articles of Association of the Academy Trust. It does not involve itself in the day-to-day running of the School and focuses on strategic matters and those affecting land and buildings.

Robert May's School: The Academy Trust

The Academy Trust called Robert May's School (Company No. 07875747) was established in May 2012 and is a company limited by guarantee with exempt charitable status. Its principal regulator is the Department of Education acting through the Education Funding Agency "EFA". As an exempt charity the Academy Trust is not required to make filings with the Charities Commission but is still required to follow any prevailing Statement of Recommended Practice (SORP) for charity accounting

and to observe charity law. The Academy Trust has no share capital. Its objects are set out in the Memorandum and Articles of Association (as amended) and are focused on the provision of public education through the School. The composition of the Members and Governing Body are laid out in the Articles. The Academy Trust is subject to company law and the requirements of the Registrar of Companies (Companies House) and is therefore required to meet all the filing requirements thereof. As a legal entity the Academy Trust may enter into agreements, employment contracts and other contracts the most important of which is the Funding Agreement entered into with the EFA. Both the ESFA and the Members of RMS Academy Trust must approve any amendments to the Articles of Association.

Members and Members Liability

The Members of the Academy Trust comprise of one signatory of the Memorandum and Articles of Association, one person appointed by the Foundation, the Chair and Vice Chair of Governors, the Headteacher and persons appointed by the other Members from time to time, and under certain circumstances one person appointed by the Secretary of State. There must be at least three Members at any one time. Each Member of the Academy Trust undertakes to contribute up to Ten Pounds to the assets of the Academy Trust in the event of it being wound up. Members act in a role that is similar to that of shareholders of a company limited by shares except Members have no right to distribution of profits. Members may in a general meeting alter, add to or repeal any rules or bye laws made by the Governing Body.

The Governing Body

The Governing Body of the Academy Trust acts as a Board of Directors for company law purposes and a Board of Trustees for charity law purposes. The governors of the School (“Governors” and collectively “Governing Body” or “Governing Board”) are Directors of the Academy Trust for company law purposes and Trustees for its charitable activities. The composition of the Governing Body is laid out in the Articles of Association (as amended) the current version of which can be found on the “Academy Status” page in the “Governance” section of the school website.

OEC the Academy Trust’s Foundation Body has the right to appoint 5 Governors to on the Governing Body. The Governing Body elects the Chair and Vice Chair of Governors annually. The Headteacher is a Governor with full voting rights. There are at least two and a maximum of five parent governors who must be current parents of a student at the School at the time they are elected by other parents or appointed. Staff Governors numbering up to one third of all Governors may also be elected by employees of the Academy Trust. The Governors may also appoint a Local Community Governor and up to three Co-opted Governors. Under certain adverse circumstances the Secretary of State may appoint additional and further Governors. All Governors, however elected or appointed, have equal status and voting rights. Governor terms of office are usually four years but there is no limit on re-election or appointment. Governing Body meetings are held at least once per School Term.

The Governing Body sets the vision, ethos and strategic direction of the School and delegates the day-to-day management of the School to the Headteacher as chief executive aided in turn by the Senior Management Team. The Governing Body holds the Headteacher to account for the educational performance of the School and its students, the performance management of staff and the financial performance of the School and its use of public funds. Individual members of the Governing Body have specialist skills that enable them to do this effectively. Such specialist skills include education, finance, legal, project management and personnel.

Committees of the Governing Body

In addition to serving on the Governing Body, Governors also serve on one or more committees covering Teaching, Learning & Wellbeing, Resources, Pay & Performance, Infrastructure and Strategy and Nominations, each with its own terms of reference and delegated areas of responsibility approved annually by the Governing Body. Ad hoc committees of governors are also established when needed to deal with other specific matters such as student discipline and pay progression appeals.

Committees usually meet a minimum of once per School term and minutes from each committee are tabled at the next full Governing Body meeting that follows. The terms of reference for each Committee and any of the ad hoc committees are decided at the first meeting of the academic year of that committee and are then ratified and approved at the next full Governing Body meeting. All decisions taken by a committee that have a financial impact are also referred to the next Resources Committee meeting for approval of the financial aspects thereof. The Resources Committee usually therefore meets last in any cycle of committee meetings and just before the full Governing Body meeting.

The Headteacher together with relevant members of the Senior Management Team attend each committee and are encouraged to contribute to the agenda items being discussed. The day-to-day management of the School is delegated by the Governing Body to the Headteacher who is given discretion to operate the School within the approved budget and in accordance with the School Improvement Plan. The Headteacher appoints the Senior Management Team to assist him or her in the day-to-day management of the School. The Governing Body has appointed a Chief Financial Officer to manage the day-to-day financial affairs of the School under the supervision of the Headteacher who is the Accounting Officer.

All proposals that have a financial aspect and which are outside the approved budget must come before the Resources Committee and/or Governing Body depending on their nature and the amount involved. In times where a speedy decision must be taken, an ad hoc Governors' group will be consulted, with their decision ratified by the relevant committee or Governing Body at a later date. Major decisions regarding the School, and in particular the approval of the annual budget, are reserved for the full Governing Body. A summary of the function of each committee is as follows:

Teaching, Learning and Wellbeing

To consider and advise on standards and other matters relating to the curriculum, including meeting statutory requirements and establishing the School's Curriculum policy. The monitoring of performance targets, exam results and student achievement. Responsibility for the review of arrangements for all educational visits and trips.

Resources Committee

Finance: to monitor the financial performance of the School, including the review of monthly budget reports. To review the annual budget and audited statutory accounts and annual report for recommendation to the Full Governing Body. To ensure that the school follows the financial regulations laid out in its Articles of Association, Funding Agreement, the Academies Financial Handbook and the Robert May's School Financial Procedures Manual. To monitor and approve capital funding proposals and fundraising by the School. Responsibility for ensuring that insurance cover is sufficient and appropriate.

Audit: to establish a programme of independent review and to oversee the internal financial and non financial control framework, working with and assessing the performance of the independent auditor. Oversight of the School's risk registers and business continuity plans. Perform other review functions and institute special investigations at the request of the Finance Committee or the Full Governing Body.

Personnel: to assess and review the staffing structure of the School and to ensure that all statutory requirements relating to safeguarding and personnel are met. To review policies and procedures relating to human resources and staff remuneration, including performance management and the pay policy.

Pay & Performance

To oversee the salaries process including the quality assurance and moderation of processes for pay progression.

Infrastructure Development

To oversee the condition of buildings and premises and to keep under review the long-term estates, digital infrastructure and facilities development plan of the school. The planning and implementation of maintenance and capital projects with respect to premises. The committees estates strategy and digital strategy is submitted to the GB annually for approval.

Strategy and Nominations

Forward looking - strategy development and effective governance. Overview of Committees, Governance recruitment, development and succession planning. Attendees include Chairs of the committees and staff may be invited as appropriate to represent their area of responsibility. The committee acts as a sounding board for the Head to test ideas.

Other Governance Roles

The Headteacher is also appointed by the Governing Body as Accounting Officer and is thereby held responsible to the Governing Body and the Secretary of State for the financial propriety of the School's affairs. The Accounting Officer is required to make a statement in the Company's financial report regarding governance, regularity, propriety and compliance.

The Governing Body has appointed a Chief Financial Officer, as defined in the Academies Financial Handbook, to manage the day-to-day financial affairs of the School under the supervision of the Headteacher. The Chief Financial Officer concurrently serves as the Company Secretary and Business Manager.