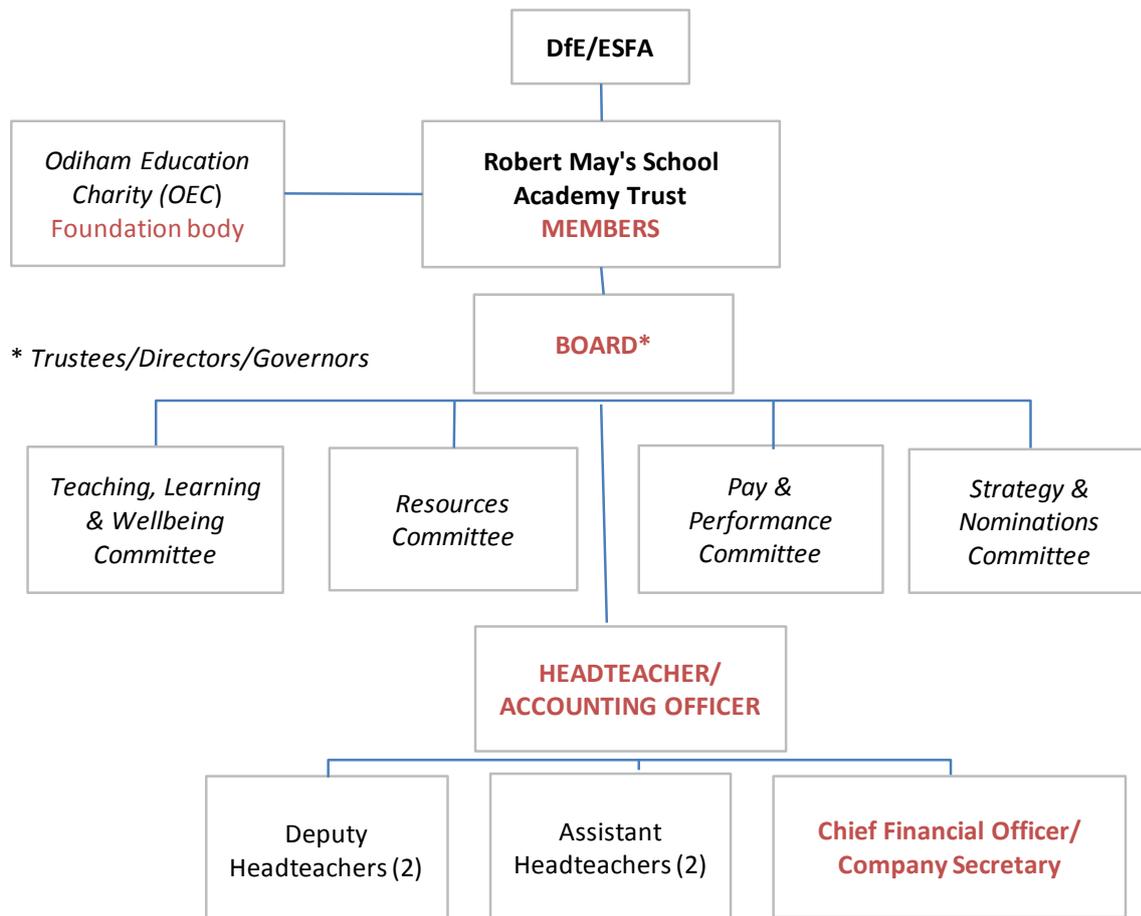




Academy Trust Governance framework and arrangements

Robert May's School converted to Academy status on 1 May 2012 and exists legally as a company limited by guarantee with exempt charitable status and operates as Robert May's School. The charitable company's memorandum and articles of association are the primary governing documents of the Academy Trust and the Trustees of the Academy Trust are the directors of the charitable company for the purpose of company law. The diagram below illustrates the Trusts Governance arrangements:



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 original 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 to the Member Group and 5 Trustees to the Trust Board 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.



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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 Skills Funding Agency "ESFA". 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 Trust Board 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 ESFA. Both the ESFA and the Members of RMS Academy Trust must approve any amendments to the Articles of Association.

Members and Members Liability

The Trust undertook to strengthen its governance arrangements and in November 2019, adopted the latest DfE model Articles of Association and Funding Agreement. The primary change is for members to be wholly independent of the Trust Board, ensuring an objective view can be made of the standard of governance achieved by the Trust Board.

The Members of the Academy Trust comprise the signatories of the Memorandum of Association, persons appointed by the Members from time to time; one person appointed by the Foundation Body. 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. The role of members is an oversight role, limited and distinct from the Trust Board. As responsibility to conduct the Trust's business sits with the trustees, members should be 'eyes on and hands off' and seek to avoid compromising the board's discretion.

The Trust Board

The Trust Board of the Academy Trust acts as a Board of Directors for company law purposes and a Board of Trustees for charity law purposes. The trustees of the School ("Trustees" and collectively "Trust Board" or "Governing Body") are Directors of the Academy Trust for company law purposes and Trustees for its charitable activities. The composition of the Trust Board 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.

The current Articles allow Members to appoint up to 9 Trustees and the Headteacher as Trustee. The Foundation Body, OEC, may appoint up to 5 Trustees. There are two Parent Trustees who must be current parents of a student at the School at the time they are elected/appointed by other parents. The Headteacher is appointed by the Members as a Trustee with full voting rights. Up to 2 Staff Representatives are elected by employees of the Academy Trust to participate in the activities of the Trust Board but do not have voting rights and are not trustees/directors of the Trust. Under certain adverse circumstances, the Secretary of State may appoint additional and further Trustees. All Trustees, however elected or appointed, have equal status and voting rights. Trustee terms of office are usually four years and re-election and/or re-appointment is subject to the Trustees Recruitment and Selection Policy. The Chair and Vice Chair of Trust Board are elected annually, at the start of the



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Academic Year. When vacancies occur on the Trust Board, the vacancy will be filled in accordance with the requirements of the particular category of Trustee in which the vacancy occurred. Consideration is given to the Trust Board's self-evaluation of its collective skills against the competencies it requires. Where a skills shortage is identified, up to 3 persons can be co-opted to the Trust Board for a specific time. The Trust Board may extend the task and the time for a Co-opted Trustee, subject to the agreement of the Members. Trust Board meetings are held at least once per School Term.

The Trust Board 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 Trust Board 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 Trust Board have specialist skills that enable them to do this effectively. Such specialist skills include education, finance, legal, project management and personnel.

Committees of the Trust Board

In addition to serving on the Trust Board, Trustees also serve on one or more committees covering Teaching, Learning & Wellbeing, Resources, Pay & Performance, and Strategy and Nominations, each with its own terms of reference and delegated areas of responsibility approved annually by the Trust Board. Ad hoc committees of trustees 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 Trust Board 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 Trust Board 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 Trust Board 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 Trust Board 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 Trust Board 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 Trust Board depending on their nature and the amount involved. In times where a speedy decision must be taken, an ad hoc Trustees group will be consulted, with their decision ratified by the relevant committee or Trust Board at a later date. Major decisions regarding the School, and in particular the approval of the annual budget, are reserved for the full Trust Board. A summary of the function of each committee is as follows:

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Teaching, Learning and Wellbeing

The primary objective of the committee is to improve outcomes for all students by determining the strategic direction, oversight, monitoring, review and interventions of all matters pertaining to teaching, learning and student well-being. Functions include consideration and advice on standards and other matters relating to the curriculum, meeting statutory requirements and establishing the School's Curriculum policy. The monitoring of performance targets, exam results and student achievement.

Resources Committee

The primary objective of the committee is to review the management of resources of the Academy

Finance: to monitor the financial performance of the School, including the review of monthly budget reports, the annual budget, audited statutory accounts and annual report for recommendation to the Trust Board. To ensure that the school follows the financial regulations laid out in its Articles of Association, Funding Agreement, the Academies Financial Handbook, Scheme of Delegation 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 Trust Board.

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.

Digital Infrastructure, Estates and Health & Safety: to review matters related to the development of digital infrastructure, the estates and Health & Safety. 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 committees estates strategy and digital strategy is submitted to the TB annually for approval.

Pay & Performance

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

Strategy and Nominations

Forward looking - strategy development and effective governance. Overview of Committees, Trustee 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 Trust Board as Accounting Officer and is thereby held responsible to the Trust Board 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.



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The Trust Board 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.