



Governance Structures

Document date: February 2024



Together, pursuing life in all its fullness

Version	Date	Author	Changes
V1.0	January 2021	Louise Beale	This document replaces a previous document which and included details of Members and Directors and had to be updated at any change of people. These details are not included in this document as they are available on the Trust website.
V2.0	September 2021	Louise Beale	Updated to reflect new Governance Structures introduced in Sept 2021
V2.1	February 2024	Louise Beale	Reviewed and table in Appendix A updated to reflect new Articles of Association

Review frequency	3 years
Review date	February 2027
Ratified by	Trust Governance Committee
Date of ratification	27 th February 2024
Lead/owner	Head of Operation and Compliance
Target audience	Public
Document reference	POL-GV11

The electronic version is the definitive version of this document.

CONTENTS

1.0 About the Diocese of Coventry Multi Academy Trust

2.0 The Diocesan Board of Education (Sponsor)

3.0 The Members

4.0 The Board

5.0 Board Committees

6.0 Academy Governance Committees

Appendix A – Governance Structure diagram

Appendix B – Governance Communication Channels diagram

1.0 About the Diocese of Coventry Multi Academy Trust

The Diocese of Coventry Multi Academy Trust was incorporated in February 2013 and is a company limited by guarantee and an exempt charity.

As the Trust grows it will continue to review and refine governance arrangements to shape and take account of best practice in the sector, in line with the DfE Governance Handbook and Academies Financial Handbook.

Governance is underpinned by a common understanding about who is responsible for providing valuable input to decision making and who has the decision making responsibility. This is set out in the Diocese of Coventry Multi Academy Trust Scheme of Delegation.

Effective governance in the Trust is supported by:

- The Members – the guardians of governance
- The Board – responsible for the strategic oversight and performance of the Trust and its academies. The Board hold legal accountability for all aspects of operational delivery and are required to have systems to assure themselves of the quality, safety and good practice of the affairs of the Trust.
- Board Committees – responsible for providing review, scrutiny and discussion of key areas and ensuring the Board has sufficient understanding and oversight.
- Academy Governance Committees (AGCs) – these committees work at local level to: providing support, monitoring and challenge around educational experience and performance; church, community and stakeholder engagement and supporting alignment with Trust strategy, approach, ethos and values.
- The Trust Leadership Team – this team is responsible for the educational and operational outcomes for the Trust as set out by the Board. The CEO is the Accounting Officer and has personal responsibility to the ESFA and the DfE.
- Headteachers - have responsibility for the performance and defined operational activity areas in an academy in line with Trust strategy, approach, ethos and values.

The Trust's model of governance recognises the overall responsibility of the Trust Board and the valuable input of its non-executive volunteer Directors and AGC members.

A diagram of the Trust's Governance Structure can be seen in Appendix A.

A diagram of communication mechanisms can be seen in Appendix B.

2.0 The Diocesan Board of Education (Sponsor)

The Diocesan Board of Education is responsible for 75 church schools and academies across Coventry, Warwickshire and Solihull. As an academy sponsor the Diocesan Board of Education has received approval from the Department for Education (DfE) to establish a multi-academy trust to support schools requiring a sponsor to become an academy within a church led multi-academy trust.

Sponsors work with the academies they support through the academy trust.

3.0 The Members

The Members of the Multi Academy Trust enter into the funding agreement with the Secretary of State and are legally responsible both to the Secretary of State and to parents and pupils for the running of the Academy Trust and the academies within the Trust. They are also responsible for holding the Directors to account for the running of the Trust.

As responsibility to conduct the trust's business sits with the Directors, Members should be 'eyes on and hands off' and avoid compromising the Board's discretion. However, if the governance of the Trust by the Board of Directors becomes dysfunctional the members will have a strong interest in ensuring the board has plans to address the issues or otherwise to remove the Board or individual Directors and re-appoint Directors with the skills necessary for effective governance.

The functions of the Members of the Academy Trust include:

- the subscribers to the Trust's memorandum of Association (where they are founding members)
- may amend the Articles of Association subject to any restrictions in the Articles, the funding agreement or charity law
- may, in certain circumstances, appoint new Members or remove existing Members
- have powers to appoint and remove Directors in accordance with the Articles of Association
- may, by special resolution, issue direction to the Directors to take a specific action
- appoint the Trust's auditors and receive the Trust's audited annual accounts (subject to the Companies Act)
- have power to change the name of the Company and, ultimately, wind up the Academy Trust.

Details of current Members are listed on the Diocese of Coventry Multi Academy Trust website here:

<https://www.covmat.org/the-multi-academy-trust-members/>

4.0 The Board

The Multi Academy Trust is a single legal entity therefore it entrusts ultimate responsibility for everything that goes on within the Trust to the Board.

The Trust Board is majority comprised of voluntary, non-executive Directors, selected to bring a range of knowledge, skills and expertise.

The Board of the Multi Academy Trust, fulfilling the role of both Directors under company law and Trustees under charity law, exercise the powers and carry out the duties of the Multi-Academy Trust. The Board of Directors are responsible to the Members of the Multi-Academy Trust as well as the parents, pupils and staff at the academies. Directors may also be known as governors of the Trust.

The Directors are responsible for the three core governance functions:

- ensuring clarity of vision, ethos and strategic direction
- holding trust leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
- overseeing and ensuring effective financial performance

Directors work with the committees and Trust Leadership Team to ensure the quality of education and financial management provided at each academy.

Term of office for a Director is four years. The Chair is elected annually.

Details of current Directors are listed on the Diocese of Coventry Multi Academy Trust website here:

<https://www.covmat.org/the-multi-academy-trust-board/>

5.0 Board Committees

Board Committees have been established to enable review, scrutiny and discussion of key areas and to ensure the Board has sufficient understanding and oversight. The Board Committees are:

- Audit and Risk Assurance Committee
- People and Pay Committee
- Education and Ethos Committee
- Business and Finance Committee
- Trust Governance Committee
- Academy Governance Committees – further information below

Detailed committee roles are set out in the terms of reference for each committee.

6.0 Academy Governance Committee (AGC)

The key roles of the AGC's are:

- to provide support, monitoring and challenge around educational experience and performance
- church, community and stakeholder engagement
- supporting alignment with Trust strategy, approach, ethos and values.

Each AGC is made up of a balance of stakeholders from the academy and its local community, as follows, including a minimum of two elected parent and two elected staff governors:

- *Parent AGC members* are elected and must have a child currently at the academy to be eligible
- *Staff AGC members* are elected (except for the Headteacher or Executive Headteacher who hold an ex-officio staff position) and must be employed at the academy.
- *Community AGC members* are nominated by the AGC and appointed by the Trust Governance Committee. (not applicable for ex-VA schools).
- *Foundation AGC members* are nominated by the parochial church council (PCC) and appointed by the Diocesan Board of Education. Foundation Governors have a specific role in preserving and developing the Christian ethos of the school. One foundation position (ex-officio or substitute) is reserved for a member of the clergy from the parish or Deanery in which the academy exists.

The term of office for AGC members is 4 years. The Chair is elected annually.

Detailed roles are set out in the AGC terms of reference and the detailed membership structures are set out in the AGC Constitutions.

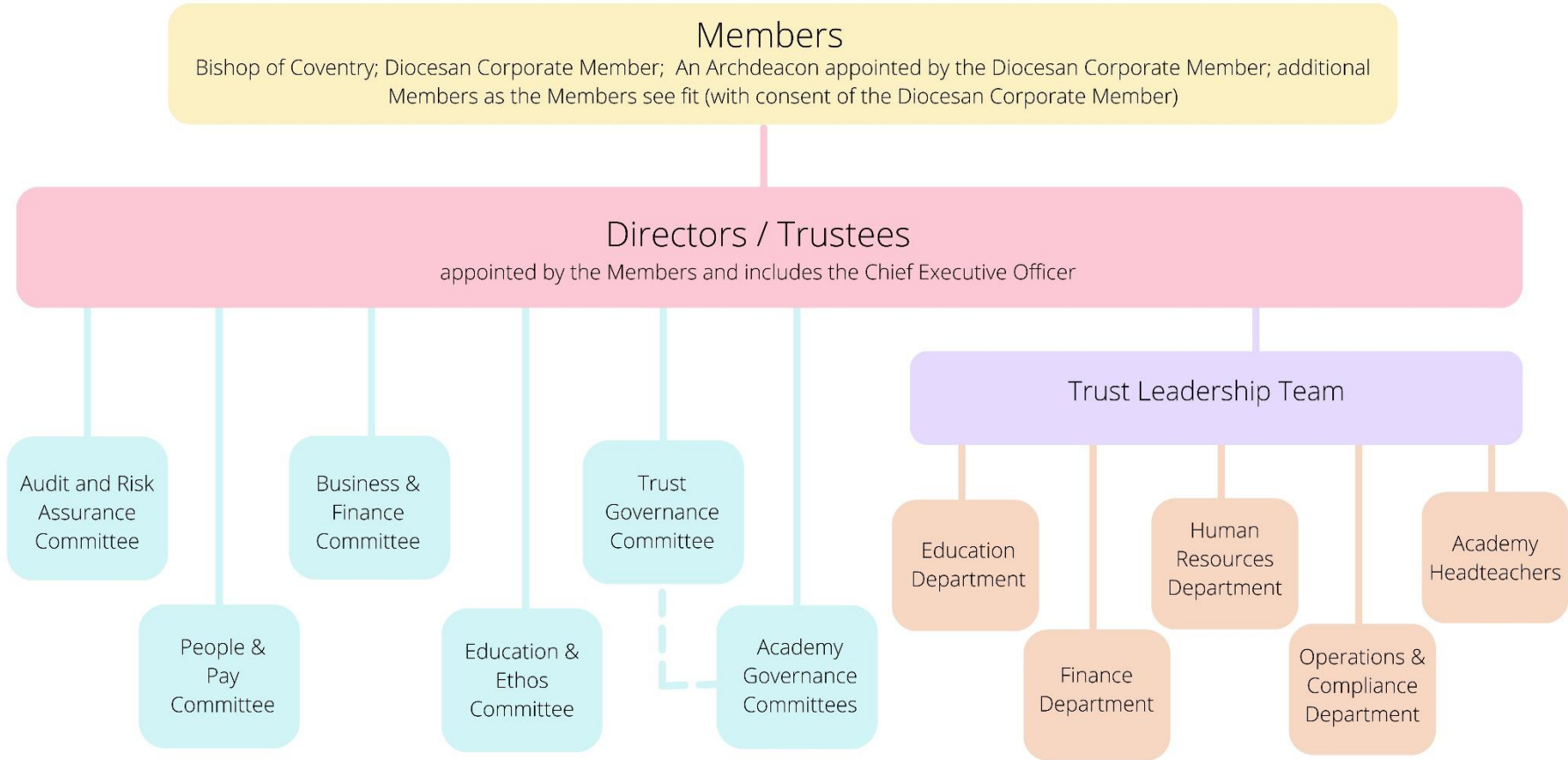
Appendix A – Governance Structure Diagram



Governance Structure

Mechanisms of Governance

- Master Funding agreement between the Secretary of State and the Members
- Memorandum and Articles of Association between the Secretary of State and the trust setting out the funding agreement
- Supplementary Funding Agreements between the Secretary of State and the trust for each academy
- Scheme of Delegation setting out reporting and operating structures
- Terms of Reference for setting out roles and responsibilities of the Committees





Governance Communication Channels

↔ Two way communication via meetings
→ One way communication via reports etc

