

# Pickwick Academy Trust



## The Constitution

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# Pickwick Academy Trust



*“Working together to provide the best schools and outcomes for our children”*

## **Introduction**

This constitution sets out the governance structure for Pickwick Academy Trust, building on its composition as developed by the four founding schools in August 2017: Aloeric Primary School, Corsham Primary School, Ivy Lane Primary School and Queen’s Crescent Primary School. This constitution has been updated following changes to the Trust’s structure in August 2021 enabling it to become a ‘mixed MAT’ and to welcome church schools into the organisation. Other schools joining the Trust are expected to support the principles outlined in this agreed Constitution.

The Articles of Association of the Trust set out the legal requirements in respect of Members and Trustees and some aspects of governance, and should be read in conjunction with Pickwick Academy Trust’s Scheme of Delegation. This document is intended to set out the roles and responsibilities of Members and Trustees in the context of this Trust, and how Members and Trustees of the Trust will be selected and appointed.

The arrangements described reflect the composition of the Trust and its Board, as well as its relationship with the Local Governance Committees of the Trust’s schools. The nature of the Trust and its structure was created by the four founding schools with each having an equal opportunity to participate in the formation of the original governance arrangements. As the Trust becomes established and expands, this Constitution may be subject to change, with any changes requiring Member approval.

## **1. Principles and purpose of the Trust**

All actions and decisions of, by and regarding Members and Trustees must be undertaken to further the principles, vision and values of the Trust, as defined by The Board with support from all schools and stakeholders, and as amended by agreement from time to time.

Members and Trustees’ core purpose is to create a thriving community of primary schools that will ensure security through strong networks and collaboration in this ever-changing world of education.

This will require focus and determination to develop:

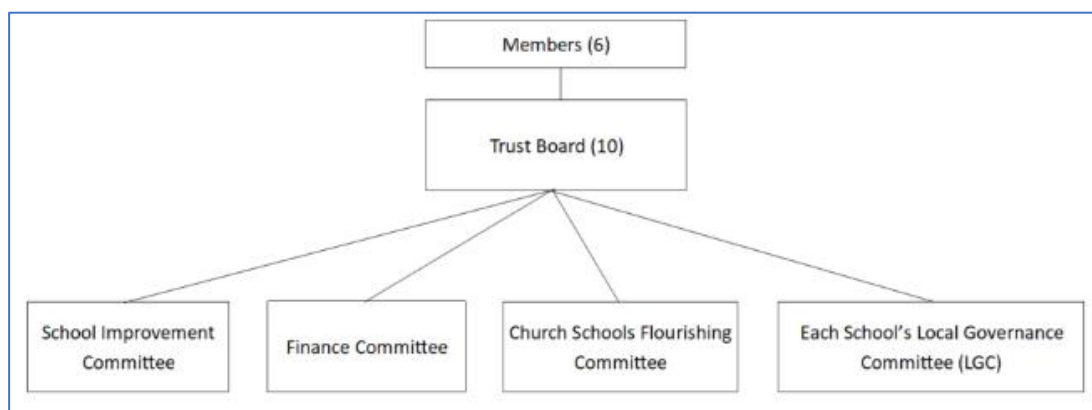
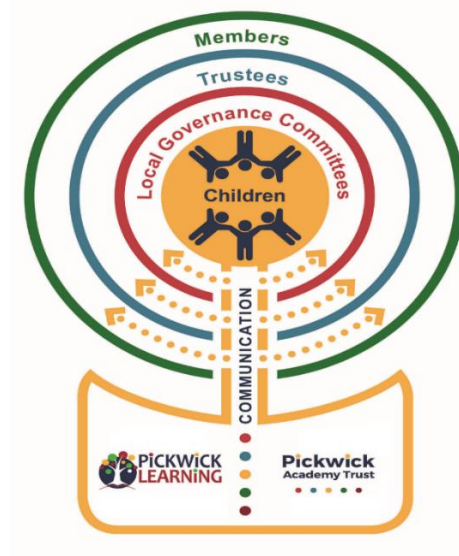
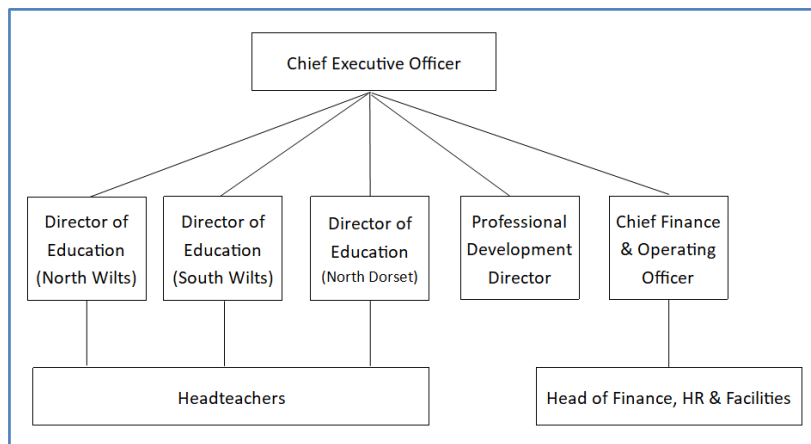
- The unique role of primary education in improving the life chances of all children within our family of community and church schools

- Enhancing educational improvement through building a resilient system
- To build the primary voice in the local and wider community

Pickwick Academy Trust has the potential to make a real, positive difference to many individuals in our community of schools.

## 2. Governance Structure

The governance and leadership structure for the Trust is shown below, and outlined in more detail in the following paragraphs. The structure and governance arrangements incorporate current guidance from the DfE/ESFA and best practice on multi-academy structures.



### 3. Members - Roles, responsibilities and appointment processes

- a. Members monitor the work of the Trust Board to ensure that it is upholding the vision and values of the Trust
- b. In order to do this every Member must:
  - i. Understand and support the vision and values of the Trust;
  - ii. Understand the role that the Trust Board has in the effective operation of the Trust and all its schools;
  - iii. Have sufficient experience of governance, accountability and/or education, including the governance of church schools, to assess the effectiveness of the Trust Board in at least one of these aspects (and all three between all Members);
  - iv. Consider the effectiveness of the Board on behalf of the schools; communities, the field of education, the local dioceses, local employers/businesses, every child, and government requirements (and all six between all Members);
  - v. Conduct themselves in line with the vision, values and moral purpose of the Trust, and in accordance with the seven principles of public life.
- c. The specific duties of Members are to:
  - i. Appoint Trustees and in so doing ensure that tenures of Trustees enable the Board to operate effectively while also enabling changes in Board composition;
  - ii. Ensure that 50% of Members and 50% of Trustees are 'foundation' and have been approved by the appropriate Diocesan Board of Education
  - iii. Provide effective challenge and support to the Trust Board in relation to the Board's effectiveness;
  - iv. Remove Trustees if such intervention is required;
  - v. Amend the Articles of Association if required;
  - vi. Change the Trust name if required.
  - vii. Steer the Board of Trustees in regard to significant decisions affecting the organisation. Examples of significant decisions include the expansion of the organisation, perusal of developmental opportunities, increase exposure to risks affecting the operation and sustainability of the Trust, large scale organisational change.
- d. In order to fulfil these duties, Members are expected to:
  - i. Appoint a Chair of the Member group
  - ii. Review Trust Board proceedings and attend at least one Board meeting each year to review and assess the Board effectiveness;
  - iii. Undertake activities to understand the challenges and achievements of all parts of the Trust – Trust Board, schools, Teaching School, local partnerships, such as with the Salisbury Diocesan Board of Education, and any other elements – in relation to their particular constituent perspective;
  - iv. Attend the AGM and additionally meet formally three times each year as Members without Trustees to review the work of the Trust Board.

- v. Respond to proposals on significant matters made by CEO/Chair of the Trust Board in advance of Board meetings
- e. There will be six Members. At no time can the number of Members be fewer than three (Scheme of Delegation). 50% will be foundation – of these, one will be the Salisbury Diocesan Board of Education as a Corporate Member.
- f. Appointment of Members:
- i. When there is a vacancy or need to replace Members, the position will be advertised widely across the Trust's schools, communities, and local areas (and the SDBE will be informed). The advert will make clear whether the vacancy is for a foundation or non-foundation Member. The Members are appointed in a personal capacity and do not have a set term of office. There is no requirement for any new members to be drawn from Trust schools and/or the communities that they serve.
  - ii. Interested candidates will be sent information about the vision, values and work of the Trust, and the role and duties of Members (as set out above and in the Scheme of Delegation). They will be asked to apply with a CV and covering letter setting out how their experience, knowledge and skills meet these requirements.
  - iii. Applications will be reviewed and shortlisted by a panel comprised of at least three Members/Trustees, and may also include representatives from across the Trust e.g. governors, members of the executive team and school leaders. Members only will make decisions; other panelists will operate in advisory roles as required.
  - iv. Candidates may be shortlisted, and then will be invited to interview.
  - v. The interview will be held by the same panel as that for shortlisting. This may be supplemented by an informal discussion between the candidates and a group of Chairs of Governors and Heads of School/Headteachers not on the interview panel.
  - vi. Members are appointed based on a majority vote of the Member group; for foundation Member appointments, a recommendation is made to the SDBE who will approve or reject the appointment.

#### **4. Trustees - Roles, responsibilities and appointment processes**

- a. Trustees are responsible for the strategic oversight, administration and management of the Trust and all its schools and entities to develop and achieve the Trust's vision, and to ensure compliance with government and ESFA requirements, company law and charity law.
- b. They exercise their responsibilities through setting the vision and policies for the group of schools, ensuring strong and effective governance, entering into contractual relationships with third parties, and exercising powers of intervention if required. They have legal obligations through the Articles of Association of the Trust, and also under company law as directors and under charity law as trustees, for the proper conduct of the business of the Trust

- c. In order to do this, the experience, knowledge and skills of the Trustees **must** encompass:
- i. Education – experience with performance and monitoring/tracking data, staff development;
  - ii. Finance – experience of budget setting, management, and financial reporting in a complex multi-organisational setting
  - iii. Governance - experience of governance in a school (including church schools) or as a director in a charity or commercial organisation;
  - iv. Strategic management – experience of organisational strategic management and development;
  - v. Legal – experience of legal issues facing schools and/or charities.
- d. In order to do this, the experience, knowledge and skills of the Trustees **should** encompass:
- i. Premises - experience of premises management and short/long term maintenance management.
  - ii. Recruitment/HR – experience in staff recruitment, development and management;
  - iii. Marketing – marketing and/or media/communications experience across diverse stakeholder groups.
  - iv. Experience of the Ofsted and SIAMS inspection process
- e. Any recruitment of Trustees will ensure that candidates have no conflict of interest in regard to the business of the Trust. This will preclude the appointment of members of Pickwick staff to the Board of Trustees (with the exception of the CEO who is an employee of the trust and may be a voting member of the Board).
- f. Where necessary, such as during a specific period of change/development project, the Trust Board, with agreement from the Members, can recruit to its number an individual who can bring specialist skills to support the Board in managing arrangements associated with the Trust during such periods. In so doing, the capabilities of the Trust Board will be enhanced thus enabling it to fulfill its obligations.
- g. Specific duties of Trustees are to:
- i. Establish and regularly review the vision of the Trust in consultation with all stakeholders
  - ii. Ensure the quality of education provision and oversee standards and outcomes across the Trust, including:
    - Annual target setting for the Trust in general and for individual academies;
    - Overseeing key performance data on a Trust and individual academy basis;
    - Challenging and monitoring the performance of the individual academies;
    - Performance management of the CEO.
    - Ensuring that the Christian distinctiveness of Church schools,

and the ethos and uniqueness of all schools, is maintained and celebrated

- ii. Manage the Trust's finance and property, including:
    - Establishing a funding model for use across the Trust;
    - Agreeing each school's budget;
    - Ensuring compliance with the Academies Financial Handbook;
    - Overseeing the finances of each academy in the group;
    - Determining the extent of services provided centrally and the allocation of cost;
    - Establishing processes for the local management and maintenance of assets and appropriate registers.
  - iii. Establish pay, appraisal and HR policies for the staff employed by the Trust.
  - iv. Exercise reasonable skill and care in carrying out their duties.
  - v. Ensure that the Trust complies with charity and company law.
  - vi. Operate the academy in accordance with the Funding Agreement that has been signed with the Secretary of State
  - vii. Maintain positive partnership working and communication with partners such as the SDBE
- h. There will be ten Trustees, one of which may be the Chief Executive Officer of the Trust. Trustees will be appointed under this constitution. At no time can the number of Trustees be fewer than three (Scheme of Delegation). 50% will be foundation Trustees appointed by SDBE.
- i. Appointment of Trustees:
- i. Trustees will be appointed by the Members, following recommendations made by the Trust Board. Foundation Trustees will be recommended for appointment to SDBE by the Members.
  - ii. The Trust Board will not include ex officio representatives from LGCs or members of staff.
  - iii. When there is a vacancy or need to replace Trustees, the position will be advertised widely across the Trust's schools, communities, and local areas (and the SDBE will be informed). The advert will make clear whether the vacancy is for a foundation or non-foundation Trustee. If there is a particular skills gap on the Board of Trustees this will be made clear in the advertisement and subsequent materials.
  - iv. Interested candidates will be sent information about the work of the Trust, and the role and duties of Trustees (as set out above). They will be asked to apply with a CV and covering letter setting out how their experience, knowledge and skills meet these requirements
  - v. Applications will be reviewed by a panel comprised of at least three Members/Trustees (which will include the Chair and/or Vice Chair of the Trust Board and CEO).
  - vi. Candidates may be shortlisted, and then will be invited to interview.
  - vii. The interview will be held by the same panel as that for shortlisting. This may be supplemented by an informal discussion between the candidates and a group of Chairs of Governors and Heads of

School/Headteachers selected by the Members.

- viii. Trustees will determine the appointment of new Trustees and gain approval from Members in order to appoint. For foundation Trustees, recommendations to appoint will be made to SDBE who will approve or reject the appointments.
  
- j. The Chair and Vice-Chair are elected annually by the Trustees.
  
- k. The terms of office for Trustees is four years with no stated limit on the number of times they could be re-elected, although in practice Trustees would usually be expected to serve no more than two terms to allow for periodic refreshment of skills and experience in the Trust Board. Members will ensure that the tenures of trustees allow for sufficient rotation as well as the effective operation of the Board.
  
- l. The Trust Board establishes the governance structures for the Trust and individual academies, and may delegate its powers and functions to Trust Committees and Local Governance Committees (LGCs). The level of delegation will be outlined through a defined Scheme of Delegation.

## **5. Chief Executive Officer (CEO)**

- a. The role of the CEO is a 'system leader' who is accountable for the outcomes of the group of schools whilst having an overview of:
  - i. The national system of education;
  - ii. The internal organisation and its operation;
  - iii. The management and control of the schools (including the implementation of all policies approved by Trustees) and risk identification and mitigation
  - iv. The quality of governance
  - v. The direction of the teaching and curriculum in every school
  
- b. The CEO enables each school leadership team to focus on teaching, learning and pupil progress in their school, while working collaboratively with and reporting to an experienced system leader.
  
- c. The CEO's specific responsibilities are to:
  - i. Lead strategic school improvement of schools in the Trust, working with LGCs, Executive Headteachers, Headteachers and Heads of School;
  - ii. Put in place Headteachers or Heads of School and oversee processes for school improvement and a drive for excellence in every school;
  - iii. Support and challenge the work of LGCs ensuring highly quality and impactful governance;
  - iv. Put in place and oversee processes for the professional development of all staff, and the recruitment and retention of excellent teachers and school leaders;



- v. Line manage Headteachers, Executive Headteachers and the Executive Team;
  - vi. Grow 'future leaders' through modelling, coaching, and involving them in higher level strategic planning and shared leadership;
  - vii. Fulfil the role of Accounting Officer for the Trust.
- d. The CEO leads the Trust's executive leadership team, who are responsible for core Trust functions of performance monitoring and managing any centrally-provided support services. These core functions are funded from a percentage contribution from the budget of each school - further detail on this is provided in Trust central staffing structure and Trust funding information.
- e. The CEO is appointed by the Board of Trustees. The appointment process will be determined for any given exercise and will involve Members, Trustees, Local Governance Committee governors, SDBE, school leaders, pupils and staff as directed by the Board.

## 6. The Trust Board

- a. Membership:
- i. Chair of the Trust (Chair)
  - ii. Vice Chair of the Trust (Vice Chair)
  - iii. Trustees
  - iv. Chief Executive Officer (ex-officio or as a Trustee)
  - v. Members (all ex-officio and will attend meetings in rotation)
  - vi. The Executive Headteachers (all ex-officio)
  - vii. The Business Director (ex-officio)
  - viii. The Finance Director (ex-officio)
- b. Responsibilities (not exhaustive):
- i. To identify and share excellent governance practice;
  - ii. To provide support and challenge on effective school governance to the Chair of each Local Governance Committee;
  - iii. To provide support and challenge on effective Trust governance to the Chair of the Trust Board;
  - iv. To provide support and challenge on effective strategic school improvement to the CEO;
  - v. To ensure that the Christian distinctiveness of Church schools, and the ethos and uniqueness of all schools, is maintained and celebrated
  - vi. To support the governance and financial aspects of due diligence for schools applying to join the Trust and for schools that the Trust may sponsor.
  - vii. To identify and organise training and development opportunities for Chairs, Governors and Trustees, including in relation to Ofsted and SIAMS inspections
  - viii. To identify and share excellent practice in staff engagement and involvement in school improvement;
  - ix. To provide support and challenge on effective Trust governance

- of staffing matters to the Chair of the Trust Board;
  - x. To provide support and challenge on the engagement of staff in effective strategic school improvement to the Chief Executive Officer.
  - xi. To drive improvement in achievement, attainment and performance of every school in the Trust
  - xii. To identify and share excellent pedagogy and teaching practice;
  - xiii. To identify and share curriculum developments that will enhance educational opportunities and performance for children in the Trust;
  - xiv. To create opportunities for staff development to improve performance, achieve CPD and maximise the retention of excellent teachers;
  - xv. To conduct the educational aspects of due diligence for schools applying to join the Trust and for schools that the Trust may sponsor.
- c. Frequency of meetings:
- i. At least 6 times each year.
  - ii. A business planner will be in place to ensure that the Board receives appropriate reports at regular intervals.
  - iii. The Board may establish working parties or committees to undertake specific tasks or project on their behalf. If this is the case the Board will ensure that appropriate agreed authority is delegated accordingly.
- d. There has to be three Trustees in attendance for a Trust Board meeting or Committee to be quorate.

## **7. Local Governance Committees (LGCs)**

- a. The membership of each Local Governance Committee is set out in a Scheme of Delegation from the Trust Board. The power for LGCs to select and appoint their Chair and members may depend on the performance and level of risk as assessed by the Trust.
- b. The LGC consists of between 6 and 9 governors for non-church schools and up to 11 for church schools (to ensure an appropriate balance of foundation and non-foundation governors):
  - i. One third or more of governors should be elected from the school's parent body.
  - ii. Up to one third of governors can be staff members (The Head of School/Headteacher is automatically one of these members and is a voting member of the LGC).
  - iii. One third or more of governors should be appointed from the community (these members are co-opted on to the LGC because of their specific skills, interests or experience; these governors could also be parents of children at the school).
  - iv. For Church of England schools which were previously VA, a majority of governors must be foundation, and appointed by the SDBE (staff governors cannot be appointed as foundation governors); for Church of England schools which were previously VC, at least 25% must be

- foundation, and appointed with the approval of the SDBE (staff governors cannot be appointed as foundation governors)
- v. The LGC may appoint up to 2 additional people as associate members usually to assist with specific projects or provide expertise (associate members attend meetings of the LGC but will not form part of the quorum for meetings and may not vote on any matters)
  - vi. Where votes on any matter are split equally, in order to facilitate efficient decision making, the initial vote of the Chair will carry increased weighting thus giving the Chair the casting vote.
- c. The powers and duties of each LGC are set out in the Scheme of Delegation as approved by the Trust Board. The extent of freedom to act may be determined by the performance and perceived risk for each school.
- d. The core functions of each LGC are as follows:
- i. Setting the school's vision, ethos and strategic direction within the values of the Trust;
  - ii. Maintaining the effective operation and membership of the LGC;
  - iii. Overseeing the educational performance of the school:
    - Regularly reviewing performance and progress and monitoring data;
    - Understanding the quality of teaching and learning across the school with detailed knowledge of its strengths and weakness;
  - iv. Ensuring that the Christian distinctiveness of Church schools, and the ethos and uniqueness of all schools, is maintained and celebrated
  - v. Ensuring the school has appropriate support and intervention strategies in place to deliver high quality teaching and learning plans, and to address underperformance and areas of weakness;
  - vi. Monitoring the financial performance of the school:
    - Seeking value for money and ensuring resources are applied appropriately at academy level;
    - Monitoring and reviewing expenditure regularly;
    - Notifying the Trust of any changes to fixed assets used by the school;
    - Supporting the Trust board in relation to the annual budgetary process
    - Observing proper levels of delegation;
  - vii. Ensuring pupil wellbeing including safeguarding, school safety and security;
  - viii. Supporting the Chief Executive with the appointment of the Head of School/Headteacher and monitoring their annual performance appraisal targets;

- e. Frequency of LGC meetings:
  - i. At least 6 times a year
  - ii. The Chair and/or Vice-Chair will be expected to meet with the CEO regularly through attendance at Chairs' forums; The Chair, or other nominated governor may attend the Trust's School Improvement and Finance Committee meetings to report directly about school performance, and provide additional support and challenge
- f. Each LGC will be responsible for its own internal organisation which is outlined in the Trust's Local Governance Committee Handbook for governors. LGCs do not need to adopt sub-committees, but may wish to use working parties, with agreed delegated responsibilities, to undertake specific pieces work.

## **8. Conflicts of interest**

- a. It is essential that the principles of public life, as determined by the Nolan Committee, are placed at the heart of the governance of the Trust and all its schools. Conflicts of interest can arise in relation to business or pecuniary gain, personally or through a related party, and in the exercise of undue influence in decisions where a person has overlapping roles and interests.
- b. The Trust sets out the duties of Members, Trustees and Governors in role descriptions and person specifications which incorporate the principles of public life. Appointees must receive information and training about their role as part of an induction process, especially for Members and Trustees with regard to their duties under company law and as charitable trustees.
- c. The governance and accountability structures for the Trust seek to minimise overlapping membership across committees, and set out clear responsibilities for each part of the structure.
- d. Members, Trustees, and Governors are required to maintain up to date declarations of their interests, which are held centrally and published. Every meeting of a Board, a working party and governing body must begin with an item for those present to declare any interests in the business of the meeting that may conflict with their duty to act solely within the interests of the Trust
- e. There is a clear separation of people with non-executive functions and those with executive responsibility. The Trust's financial regulations and HR policies require open competition and set out clear levels of delegation and authority.

## **9. Securing independent challenge**

- a. The objective and expectation of the Trust is for all its schools to provide the best possible academic, social and emotional outcomes, and life experiences for its pupils. The Trust facilitates this by providing schools with peer review, school improvement partners and professional challenge. The CEO provides support and challenge for LGCs, to help them understand and measure school progress and performance, and a forum for sharing examples of good practice in how LGCs can question school leadership teams and have a direct impact in achieving improvement

- b. The separation of roles between Members and Trustees, and between Trustees and LGCs provides a structure with clear accountabilities between each of these groups.
- c. The keys to effective challenge are:
  - i. An understanding of what excellent performance looks like, how it is measured and where an individual school needs to improve;
  - ii. An understanding of how schools can improve at different levels of performance – up to ‘Good’, from ‘Good’ to ‘Outstanding’, and beyond ‘Outstanding’;
  - iii. Relationships between people that are based on respect and mutual appreciation of respective roles.
- d. These require training for everyone involved: in the process of support and challenge and in how their roles interact. Members and Trustees will receive training from the CEO and Trust Chair as part of their induction into the role. The Board also receives regular up-dates and briefings on performance and measurement from the CEO, Executive Headteachers and other staff in the Trust. Governors should also receive training in support and challenge, and on how their role relates to others, as part of their induction process. Training will be sought from external sources of expertise as well as within the Trust and opportunities will be shared with leaders but the Board Secretary.
- e. On-going improvement requires constant, constructive questioning. The Trust seeks out best practice in this from external sources such as the National Governors Association, Association of College and School Leaders, Pickwick Learning networks, Education Endowment Foundation etc.

## 10. Effective intervention

- a. Setting out clear responsibilities and powers, from Members to Trustees to LGCs to school leaders, provides a framework within which action may be taken at every level to intervene and make changes:
  - i. The Head of School/Headteacher has line management responsibility for the staff of the school, and the performance management process can be used to intervene in poor teaching or support functions, leading to dismissal if required.
  - ii. LGCs monitor school performance and question the Head of School/Headteacher and Senior Leadership Team. In liaison with the CEO, they review the objectives for the Head, and can take action to performance manage or remove the Head if required (depending on the Scheme of Delegation in place).
  - iii. The CEO monitors the performance of each LGC raising any concerns to the Board.
  - iv. The Trust Board monitors the performance of each school and questions the LGCs, and the CEO is supported at Board meetings by Executive Headteachers responsible for delivery of individual school performance and a corporate portfolio. The Board approves the

- educational and financial plans of each school, and can take action to remove governors if required. The Board sets and reviews the objectives for the CEO, and can take action to performance manage or remove the CEO if required.
- v. The Members monitor the overall educational and financial performance of the Trust. They question the Trustees, and can take action to remove Trustees if required.
- b. Intervention at the extremes of dismissing or removing people is not likely to happen frequently, but people at all levels of the governance and management process must be prepared for this to be possible, and to happen quickly if needed. Intervention usually takes place at a less extreme level; through setting objectives and targets within a relationship where accountability is expected and understood
- c. Assessing the scale and timing of intervention requires judgement, and the Trust appoints people to key positions with this defined in the role descriptions and person specifications (for Heads of School/Headteachers and Chairs in particular). The indicators that are used to identify the need for intervention include (for LGCs and above rather than within the management of an individual school):
- i. Significant deterioration of performance as reflected in robust internal monitoring data as well as external data such as Ofsted Data Dashboard;
  - ii. School at risk of falling below its floor targets, or at risk of falling in its Ofsted category;
  - iii. Significant deterioration in attendance or increase in exclusions: an acute change or a steady slow decline;
  - iv. Significant staff absence or difficulty in recruitment: an acute change or a steady trend;
  - v. Deficit in the school budget: with defined trigger points leading to increasing levels of intervention action;
  - vi. Significant fall in school roll: an acute change or steady trend;
  - vii. Decisions or actions that would damage the Trust and the schools within it.
  - viii. Increase in operational risk without appropriate management to mitigate such risks.
- d. Within each school, an effective system for quality, safety and financial assurance in all aspects of school performance and operation is vital. This delivers early warning of any problems and future risks, and prompts school leaders to act quickly.