

Sir John Brunner Foundation Governance Members', Trustees' and Governors' Responsibilities

The Sir John Brunner Foundation

The Sir John Brunner Foundation is a Multi Academy Trust comprising a group of schools (academies) each with its own unique character, serving the distinct needs of its communities and drawn together by a profound belief in, and commitment to, the value of excellent education.

The vision of the Foundation is to enhance and advance every child's life through the highest standards of education and the vision is achieved by living our values of Excellence, Belonging and Partnership.

The Foundation is a charitable company, limited by guarantee and regulated by the Education and Skills Funding Agency on behalf of the Secretary of State for Education.

The key documents governing the Foundation are:

1. The 'Memorandum of Association' and 'Articles of Association' which include the Foundation's charitable objectives and describe how the Foundation is governed.
2. The 'Master Funding Agreement', and 'Supplemental Funding Agreement' for each individual academy, which set out the requirements the Foundation must meet to receive payments from the Secretary of State to run the academies.

The Foundation draws a clear distinction between Governance and management of day-to-day operations, which it delegates to the CEO. Governance or oversight of the Foundation comprises three levels: **Members**, **Trustees** and **Governors**.

Members

Members have a similar role to shareholders of a company limited by shares and the founding Members of the Sir John Brunner Foundation signed the Memorandum of Association to establish the Foundation.

The Sir John Brunner Foundation must have at least three Members, with no maximum specified. The Department of Education recommends that trusts should ideally have at least five Members, though trusts may choose to have more or less than five.

Members:

- may amend the Articles of Association, subject to restrictions in the funding agreement or charity law.
- may appoint additional Members and remove any Member.
- hold the Annual General Meeting.
- appoint the Foundation's statutory auditors.
- receive (but do not sign) the audited annual report and accounts.
- have an important role to play in overseeing and holding the Board of Trustees to account.
- may appoint up to eight Trustees and remove any Trustee.
- may change the Foundation's name and, ultimately, wind it up.

Trustees

Trustees sit on the Foundation Board. They are both charity trustees and company directors and have responsibilities under both the Charities Act 2011 and the Companies Act 2006. As an 'exempt charity' the Foundation does not have to register with the Charity Commission but is required to comply with charity law.

Trustees:

- may exercise all the powers of the Foundation.
- ensure clarity of vision, ethos and strategic direction.
- hold executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff.
- oversee and ensure effective financial performance and ensure the trust's ability to operate as a going concern.
- ensure regularity and propriety in use of the trust's funds and in achieving value for money.
- approve the audited annual report and accounts.
- adhere to high ethical standards.
- appoint a governance professional as Head of Governance, to advise the Board on governance matters and lead on governance practice across the Foundation's schools.

The Foundation Board delegates some (but not all) of its powers to board committees, including sub-committees of the Foundation Board and to individual school Governing Bodies through a single Scheme of Delegation.

Governors

Each school within the Foundation has its own Governing Body which must include at least two Parent Governors.

The Governing Body operates under the Scheme of Delegation and Terms of Reference from Trustees, which give Governors substantial powers and responsibilities.

These powers may be reduced or removed from an individual school's Governing Body if aspects of that school's performance give concern.

Governors:

- hold the Headteacher/Principal to account for standards at the school.
- develop the school budget for approval by the Foundation Board.
- search for Governors and recommend Governor appointments for approval by the Foundation Board.
- take the lead in recruiting the school's headteacher, supported by the CEO and Trustees and, together with the CEO, recommend the Headteacher appointment for approval by the Foundation Board.
- adhere to the Foundation's Code of Conduct.