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Trust
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ACADEMY TRUST GOVERNANCE GUIDE: BRIEFING NOTE

MARCH 2024

ABOUT THIS BRIEFING NOTE

This [Trust Governance Insight](#) Briefing Note has been produced following the publication by the Department for Education (DfE) of the new Academy Trust Governance Guide. It provides a summary of the new Governance Guide, with a summary Checklist and detailed information, to support trusts understand the implications of this important new publication and to incorporate it into their governance structure and planning.

The Governance Guide replaces the Governance Handbook (last updated in October 2020), and it is intended to provide the primary source of governance information from the DfE. To do this effectively, it has been developed to align with the high quality trust descriptors and the Academy Trust Handbook. In addition, a governance guide has been published that is aimed at maintained schools. It may be useful to note that the DfE have set out that the Governance Guide does not introduce any policy changes.

As the Guide is a new resource published mid-way through this academic year, **we are providing this Briefing Note and accompanying online session to offer practical advice** designed to help trusts navigate the content of the new Guide and get up to speed quickly on changes. We recognise the importance of the new Guide to support effective governance in the sector and so are sharing these resources in advance of our briefing sessions to give you support during such a busy time.

HOW OUR RESOURCES CAN SUPPORT YOU

This Briefing Note is designed to help you navigate the content of the new Academy Trust Governance Guide. It does not offer legal advice, but - reflecting the approach of all our programmes and particularly as the Guide is a new resource published mid-way through this academic year - it offers practical advice to support you in understanding and implementing the Guide for your trust.

This Briefing Note is accompanied by two online sessions:

- **TGI Compliance Briefing session** for governance professionals with their executive colleagues. We will be joined by Dawn Samwell from the DfE's Governance, Trust Leadership & Regulation Unit who has spearheaded development of the Guide. **When:** Thursday 14th March 10.30-12noon.
- **Confederation of School Trusts briefing session for Trustees**, delivered by Trust Governance Professionals. **When:** Wednesday 13th March from 3.30-4.30pm.

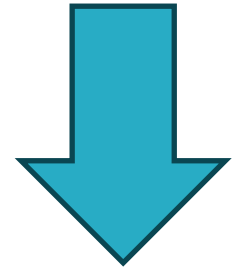
In addition to this note and the online sessions, we will provide ongoing support for members of the Trust Governance Insight programme. This includes an updated 'Schedule of Musts' that brings together Academy Trust Handbook and Governance Guide 'Musts' (to follow after our Compliance Briefing on 14th March).

BRIEFING NOTE STRUCTURE

This Briefing Note is designed for governance professionals and will also be valuable for executive team colleagues. It offers practical advice to support you understand and implement the Guide for your trust. The key sections are:

- **Pages 6 - 12: Checklist of suggested actions.** Structured around key themes, we have collated our suggestions for practical implementation of the new Guide so governance professionals have them condensed in one place for future reference.
- **Pages 13-17: Context and message from the DfE.** This shares the DfE's key messaging about the changes with publication of the new Governance Guide.
- **Page 18-55: Section by Section Guide.** We have provided a summary page for each section of the Guide. Where appropriate or relevant, this includes a 'What can I do?' box which offers suggestions and ideas for governance professionals. At the top of each page, we have provided corresponding referenced to the former Governance Handbook (2020), now replaced with the Academy Trust Governance Guide.

Look out for...



What can I do?

These boxes contain suggestions, ideas and references. They are not statutory/immediate actions, but food for thought for you to take away.

TRUST GOVERNANCE PROFESSIONALS

[Trust Governance Professionals](#) (TGP) is an organisation on a mission to support academy trust governance professionals, motivated by the knowledge that the role of the governance professional in academy trusts is unique, multi-faceted and broad-ranging. We bring extensive experience of directly delivering governance across the varied aspects of the role and we leverage this in-depth knowledge in order to provide expert support to trusts and their governance professionals.

Our flagship programme, [Trust Governance Insight](#), provides ongoing support for governance professionals working in academy trusts with a programme of training, briefings, mentoring and peer networks. In addition, we provide [Trust Governance Deliver](#), a virtual, guided induction course for academy governance professionals working in the board-facing role, providing the foundational knowledge, resources and support to enable them to thrive in their role.

We have produced our resources for the publication of the Governance Guide reflecting our year-round approach, providing practical support for governance professionals, sharing informed guidance and strong practice within a supportive community. In recent months, we are delighted to have worked with Dawn Samwell from the DfE who has spearheaded the development of the Governance Guide. It has been a pleasure for TGP to work with her and DfE colleagues to provide feedback through its different iterations and to prepare for this Briefing Note and online sessions.

CHECKLIST OF SUGGESTED ACTIONS

This section offers suggestions and ideas for governance professionals to take forward in your trusts – they are not required changes or immediate actions to undertake. They are grouped by theme/ activity to help you find them quickly when you may want to review them at different points through the year

CHECKLIST OF SUGGESTED ACTIONS

During your annual document review:

	Nolan Principles: check that the board's Code of Conduct reference these
	Chair/ vice chair/ trustee role descriptions: review against information in section 4 on specific board roles
	Succession planning (executive and governance): add to agenda planners – and risk registers
	Risk Committee Terms of Reference: check, and add if required, reference to health, safety and wellbeing
	Link role descriptions: review/ develop for wellbeing trustees/ governors
	Church articles: for TGI members, a reminder that there are notes in our Documents Area on GovernorHub following our recent discussion on changing the church articles, this includes tips on working with the Diocese and reflecting the Diocesan Strategy

CHECKLIST OF SUGGESTED ACTIONS

As part of compliance spot checks:

	Accessibility of the trust's published information: is it on a standalone webpage without the need to download or access a separate document?
	With data and/ or compliance colleagues, check your document retention schedules and maintenance of destruction logs where relevant
	Register of Persons of Significant Control: check this on Companies House and ensure that you know the trigger point for when this is required for Members
	Adherence to Working Time Regulations (check with HR colleagues); adherence to the 'musts' for any partnership agreements – check with operational colleagues

For career development and profile for the governance professional:

	Visibility of your role to all stakeholders: ask for contact information for you and/ or your team to be added to the trust or school website – this could be a generic 'governance@' email address if you don't want your direct email to be available
	Job description and appraisal processes: review these and ask are the appropriate stakeholders involved?
	Board responsibilities towards the governance professional: ensure the board is aware of these (see section 4)

CHECKLIST OF SUGGESTED ACTIONS

During recruitment and induction of governance stakeholders:	
	Due diligence on new candidates for governance roles: add checks of Get Information About Schools (GIAS) and Companies House to understand existing roles held
	Mitigate against over boarding: add questions about capacity and levels of commitment to your recruitment processes
	Data sharing with platforms such as GIAS: ask for understanding and consent for this from governance stakeholders - ensure your recruitment materials (e.g. application forms) include this information
	Induction and training materials: don't reinvent the wheel, draw on the materials already available to you and refer to new explanatory sections of the Guide
	Governance community diversity data: collect and/ or publish, and review with the board (in line with the General Data Protection Regulation or GDPR)
	Succession planning: for TGI members, a reminder that there are resources in the Documents area of our GovernorHub portal following our sessions on succession planning and governance recruitment

CHECKLIST OF SUGGESTED ACTIONS

In preparation for strategy/ away days and evaluation activities:

	Self-evaluation: use the bullet points in section 1.1.1 as a set of guiding principles
	Self-evaluation, skills audits and board performance reviews: review the diversity of the governance community with your board
	Trust culture: identify when this was last a consideration at your board strategy day or within monitoring activities and highlight this to your board
	Evidence of trust culture: encourage the board to identify examples that they can point to, to show that the culture they set is being lived and breathed across the trust
	Trust strategy: work with the chair to review strategic documentation – is an effective and written strategy in place? Has it been updated? How/ when is it reviewed to ensure that progress is being made and also that the strategy remains fit for purpose?
	Key Performance Indicators (KPIs): encourage the chair to work with trustees to check if the board has set appropriate and SMART targets (these will be s pecific, m easurable, a chievable, r elevant and t ime-bound)
	Board strategy/ away days: ensure relevant extracts from the Guide and Academy Trust Governance Code are available to participants to guide thinking and discussion
	Equality Objectives: consider how progress and impact are tracked and monitored by the board and add as an agenda item if required

CHECKLIST OF SUGGESTED ACTIONS

In developing the relationship between executive and non-executive leaders:

Shared expectations and working practices: encourage discussion, including how board members will work together as a collective and challenge **one another** effectively, as well as senior leaders

Review board dynamics and meeting design: simple changes to papers, meeting room set up and pre-meeting preparation can make a huge difference to board effectiveness

Sector developments: ensure the board is kept informed of these in a timely manner, so that their challenge is informed and robust. This could include:

- Signposting to sources such as the [CST Trustee and Governance Leaders Professional Community](#)
- Ensuring appropriate sections of the Guide are referenced within meeting packs and briefing notes
- Signposting to ESFA guidance resources (e.g. [the weekly ESFA update](#) or [financial management good practice guides](#)) and [Charity Commission guidance](#)
- Clear reference to [Academy Trust Handbook requirements](#), where relevant, as part of board papers

Wellbeing: add to meeting agendas – consider the adoption of a [Wellbeing Charter](#) and the potential for [Flexible Working practices](#)

Board assurance: review [Chartered Governance Institute guidance on creating a Board Assurance Framework for a trust](#)

CHECKLIST OF SUGGESTED ACTIONS

When looking at stakeholder engagement:

	Stakeholder voice: look at agenda planning and board papers with your chair. Where is this coming through? Where could stakeholder voice be strengthened? Do minutes capture how decisions are informed?
	Stakeholder engagement framework: consider developing this for your trust; for TGI members, a reminder that there are resources in our Documents Area on GovernorHub (including case studies of trusts as civic leaders)
	EDI training: confirm when the board last received this and/ or arrange, to support inclusive stakeholder engagement
	Board communications to stakeholders: evaluate the mechanisms in place for these - are they effective, do all stakeholders hear from the board?
	Members' meetings: review the design and any training required to hold the board to account/ gather assurances of governance effectiveness
	Equality Objectives: add to agenda items to ensure equality, diversity and inclusion (EDI) issues are informing discussions and decision-making

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**CONTEXT AND MESSAGE
FROM DEPARTMENT
FOR EDUCATION**

GOVERNMENT GOVERNANCE GUIDANCE: THE BIG FOUR FOR ACADEMY TRUSTS

The Academy Trust Governance Guide follows the publication of both new and revised statutory and non-statutory guidance over the last year in relation to trust governance. It brings together a helpful mix of qualitative guidance and regulatory ‘musts’, framed by sector practice.

Trust Quality Descriptions	<ul style="list-style-type: none">• July 2023• Newly published – setting out quality factors for trusts
Academy Trust Handbook	<ul style="list-style-type: none">• September 2023 (updated annually)• Streamlined – setting out regulatory requirements
Academy Governance Code	<ul style="list-style-type: none">• October 2023• Newly published – setting out best sector practice, a voluntary tool for continuous improvement
Academy Trust Governance Guide	<ul style="list-style-type: none">• March 2024• Newly published – setting out how governance practice supports trust quality (replaces the DfE Governance Handbook, which was last updated in October 2020)

MESSAGE FROM DEPARTMENT FOR EDUCATION

We have included this communication from the Department for Education (DfE), so you can understand the background to the new Governance Guide. We will hear directly from DfE at our Compliance Briefing on 14 March.

The 'Academy trust governance guide' has been designed to cater to the academy trust sector, ensuring relevant information is easily accessible. The new guide replaces the Governance Handbook and serves as the primary DfE source of governance information. **It does not introduce any policy changes.** All those involved in school and trust governance are encouraged to use the new guides.

The DfE has actively listened to the sector, incorporating valuable feedback to tailor the guidance to user needs. This ensures that the content is not only clear and concise but also directly addresses points raised. Our commitment to improving user experience and meeting the sector's needs has led to a more accessible, concise, more easily searchable and user-friendly HTML format. Clearer guidance plays an important role in achieving effective governance by clarifying roles and responsibilities and fostering consistency in decision-making processes which will enhance board efficiency.

The guide for academy trusts has been structured to align with the high quality trust descriptors, demonstrating the DfE's continued commitment to high quality governance. Notably, the guidance now better aligns with the Academy Trust Handbook and includes specific references to the sector-led Academy Trust Governance Code. We believe these changes will contribute to a more streamlined, efficient, and practical resource for users.

MESSAGE FROM DEPARTMENT FOR EDUCATION (continued)

- The Department has incorporated the list of [statutory policies](#) that schools and academies must have into the respective governance guides. In doing so, we have removed from the original list those things that are not requirements for schools or trusts to hold policies on. Furthermore, we've refined the wording around delegation. However, this is not an exhaustive list, and boards will have discretion to decide how to delegate the creation, review, and approval of these crucial documents, but will retain overall accountability for them.
- The Department has rectified an error in the existing governance handbook in the new Governance Guide regarding local authority associated persons (LAAPs). Previously, it was stated that:
 - *'employees, members or officers of a local association (including maintained school teachers and headteachers), or those who are or have been, within the last four years, an employee, member or officer of a local authority, counted towards the threshold on LAAPs'.*

The correct position, which is reflected in the Governance Guide, is that it is only local authority members who continue to count towards the threshold for four years.

MESSAGE FROM DEPARTMENT FOR EDUCATION (continued)

- The Department has archived the governance and clerking competency frameworks. Whilst originally useful to schools and trusts, the sector has evolved and developed, and other stakeholders have produced their own guidance and toolkits.
- It is also important to note the move away from 'best practice' and the explicit removal of the three core functions from guidance for academy trusts. The core functions are not a legal requirement for academy trusts. Instead, the academy trust guidance is structured around the high-quality trust descriptors introduced last year, emphasising the DfE's continued commitment to measurable and high-quality governance.

We believe these changes will contribute to a more streamlined, efficient, and practical resource for all involved in governance. We appreciate your continued support and look forward to your feedback.

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**ACADEMY TRUST
GOVERNANCE GUIDE 2024:
SECTION-BY-SECTION
GUIDE**

Format of the section-by-section briefing

The text here tells you the corresponding section number from the (now replaced) Governance Handbook, should you wish to refer back to it

Each slide in the following section gives you:

- The number and title of each section of the new Governance Guide
- Explanatory text highlighting the focus of the section and any key changes from the DfE Governance Handbook. The latter was last updated in October 2020, and it is that 2020 version we reference throughout
- A ‘What can I do?’ box in blue that provides suggested actions for you to take away

What can I do?

These boxes contain suggestions, ideas and references. They are not statutory/immediate actions, but food for thought for you to take away

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SECTION 1: CULTURE AND ENGAGEMENT

Section 1 is centred around the two quality descriptions of culture and engagement and how these are both anchored and overseen by the board

Section 1.1.1 How trustees can create a positive culture

Corresponds to Handbook: 2.2 (Culture, values and ethos); 4.1.2 (Conduct)

The opening section of the new Guide sets out from the start the significant shift in tone of the new document. Front and centre of governance, is culture.

In the 2020 Handbook boards should be 'mindful' of acting in the best interests of the trust

Changes to ↓

Ways in which trustees can work together to create a positive culture.

What can I do?

For agendas/ strategy days: Has the board recently reviewed the trust's culture?

How does your board know that its values are reflected in policies and practice? Use bullet points from section 1.1.1 as a guide for self-evaluation

Section 1.1.2 – Responsibility of the board in creating a positive culture

Corresponds to Handbook: 5.4 (Collaboration); 5.4.1 (Academy collaboration); 5.4.3 (Collaboration between academies and maintained schools)

The focus on trust culture, and the board's pivotal role in setting and modelling that culture, continues into further sub-sections. One page in the Handbook has developed into several sub-sections focused on culture and its different facets.

- Boards **MUST** act in the best interests of the trust
- Boards **MUST** be open and ensure transparency about decisions and actions
- Boards **MUST** be prepared to explain their decisions and actions

What can I do?

Check: Are the Nolan Principles referenced within your board Code of Conduct?

Section 1.1.3 – A collaborative culture

Corresponds to Handbook: 4.1.2 (Conduct)

This section acknowledges the benefits that can be brought to trusts through fostering strong relationships, such as shared learning and raising standards.

It is clear, however, that these collaborative partnership MUST not impact on:

- Governance
- Intervention
- Financial transparency
- Accountability relationship between trusts and the DfE

What can I do?

With colleagues, review any collaborative partnerships in place – how are they monitored and managed? Are formal agreements in place?

Share this [Charity Commission guidance](#) with trustees (The Essential Trustee) to help them understand their duties

Section 1.1.4 – Trustee conduct and behaviour

Corresponds to Handbook: 4.1.2 (Conduct)

This section is illustrative of what we see in the Guide throughout, that although there may not be major new requirements - there *are* shifts in emphasis so that the role expected of trustees becomes much more one of active engagement and participation.

For example:

‘A code of conduct should be maintained...’ (2020 Handbook, p.38)

Changes to ↓

‘Effective boards create and maintain a code of conduct’

Section 1.1.5 – Equality, diversity and inclusion (EDI)

Corresponds to Handbook: 6.4 (Equality)

EDI is a new reference (previously just adherence to the Equality Act and Public Sector Equality Duty). EDI is now an 'integral part of the board's strategy and business plans' – as it should. This is not about only meeting legal or regulatory obligations but how EDI is championed and embedded throughout a trust.

On our TGI programme, we provide regular Compliance Briefings. We have covered EDI recently and know this is an area of real interest for trusts, and we will return to this in our future sessions.

What can I do?

Check when the board last (if ever) received EDI training?

Do trustees meaningfully track progress against Equality Objectives and wider inclusion measures? Where can this be included on agendas?

Consider the demographics of your governance community and diversity data

Section 1.1.6 – Being transparent about governance

Corresponds to Handbook: 5.5 (Publishing information about governance structures)

This section reinforces the need for an embedded ‘culture of transparency’. Openness, the guidance makes clear, helps ‘parents, carers and wider communities to understand and navigate the academy’ and builds relationships with stakeholders ‘based on trust’.

- Shift in emphasis: ‘Must publish’ governance arrangements **changes to** → ‘must be transparent with...’
- There is a new suggestion to add governance professional contact details to the trust website
- Clearer signposting to statutory document retention requirements for the board

What can I do?

Review accessibility of published governance information (i.e. on a webpage without the need to download/ open a separate document)

Add contact details for you/your team to your trust/ school websites.

Review document retention schedules for board documents (including any evaluation outcomes)

Section 1.1.7 – Get Information About Schools (GIAS)

Corresponds to Handbook: 6.15.1 (Information from the board to the Secretary of State)

The 2020 Handbook included technical information about system access for [Get Information About Schools](#) (GIAS); this has been removed.

The Guide focuses on the uses for data collected through the platform. It identifies GIAS as a useful tool for due diligence during governance recruitment – for example to double check how many existing governance roles an individual may hold.

There is a new paragraph reminding us that governance candidates need to be informed that their information will be shared with the DfE via GIAS.

What can I do?

Add a check of GIAS (as well as Companies House) to your recruitment processes/ due diligence for new governance candidates

Mitigate against ‘over boarding’: ask candidates about their capacity if they are undertaking more than one governance role

Update recruitment materials with data sharing information

Section 1.2 – Engaging with stakeholders and religious authorities

Corresponds to Handbook: 2.3 (Decision making)

The board needs to ‘take steps to understand what parents think’ (2020 Handbook)

Changes to ↓

The board ensures systems are in place, for:

- Seeking and considering views
- Listening and responding
- Capturing how views inform decision-making
- Communicating decisions clearly

What can I do?

Look at agenda planning and board papers with your chair: where does stakeholder voice come through? Where could it be strengthened? Do minutes capture how decisions are informed?

For TGI members, a reminder that there are resources in our Documents Area on GovernorHub, including case studies of trusts as civic leaders

Consider mechanisms in place for board communications – can these be strengthened? Which stakeholders need to be included?

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SECTION 2: GOVERNANCE OF THE TRUST

Section 2 is focused on the trust quality description that states that the Members ensure the board is made of trustees with the necessary expertise and acts in accordance with the charitable objects

Section 2.1 The academy trust

Corresponds to Handbook: 5.2.1 (Members and academy trustees)

The introductory text for this section sets out the duty of members and trustees to further the academy trust's charitable object, as per its articles of association.

There is clearer reference to trusts with a religious character within the Guide, and a new reference to the need for governance structures in church academies to reflect the Diocesan Strategy.

What can I do?

For church or mixed trusts, a reminder for TGI members that there are notes in the Documents area on our GovernorHub portal, following our recent discussion on changing the church articles. This includes tips on working with the Diocese and reflecting the Diocesan Strategy

Section 2.2 The purpose of governance

Corresponds to Handbook: 1.2 (The key features of effective governance)

The 2020 Handbook referenced the need to have people around the table who ‘understand the purpose of governance’ (p.15) – but it did not explicitly set out ‘the purpose of governance’. This Guide does: leadership, accountability, engagement.

Elements of strategic responsibility and accountability for a board are referenced – they are **not new**, but are given clearer prominence.

What can I do?

Return to this section when considering induction/ training materials and stakeholder engagement, as it contains useful text to draw on for communicating clearly the role of the governance community across a trust

Section 2.3 Capturing the purpose and regulations of the trust – articles of association

Corresponds to Handbook: N/A

This is a new section setting out:

- A clear explanation of what the articles of association are
- What they contain
- The statutory requirement to comply with them
- That effective trusts review their articles regularly

What can I do?

Consider using the text in this section as part of induction and training materials as a useful reference for governance stakeholders

Section 2.4 Building an effective and diverse board

Corresponds to Handbook: 4.1 (Building an effective team); 4.1.1 (The skills governance boards need); 4.1.3 (Appointments)

The board having appropriate 'skills, experience, qualities and capacity' (2020 Handbook)

Changes to ↓

'Skills, expertise, behaviours and capacity'

Board members need to have time to commit to the role and should be able to 'challenge one another effectively'. The importance of building a diverse board is emphasised, reflecting 'as a minimum, the diversity of the community or communities that the trust serves'.

What can I do?

Consider collecting and publishing diversity data for your governance community (mindful of GDPR)

Review the diversity of the governance community with your board as part of self-evaluation, skills audits, and board performance reviews

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SECTION 3: STRATEGY

This section is focused on the trust quality description that the chair leads the board to set and champion a clear strategy for the academy trust.

Section 3.1 Setting the strategy

Corresponds to Handbook: 2.1 (Setting direction)

The 2020 Handbook stated that the board ‘should ensure there is a strategy in place for achieving’ the vision and for monitoring progress.

The Guide explicitly sets out that the board is responsible not only for ensuring a strategy is in place, but for setting and owning it as a key written governance document.

There is a brief for the board to link its strategy directly to its core purpose and responsibilities and a reminder to ensure that trusts with a religious character should ensure that the strategy for growth refers to the Diocesan Strategy.

What can I do?

Work with the chair. Ask them:

- Is a written strategy in place?
- Is it updated – how, when?
- Is the board measuring progress – how?

Inform strategy days

- Use text in the Guide as a framework to plan your strategy days

Section 3.2 Championing the strategy

Corresponds to Handbook: 1.2 (Key features of effective governance)

The 2020 Handbook references the need for the board to ‘set and champion its vision, ethos and strategy’.

The new Guide makes it clearer what ‘championing the strategy’ requires in terms of three areas of work: collaboration, collective accountability and communication with stakeholders.

1. An effective strategy supports the trust’s operational plan. It should be easily understood, communicated and supported across the academy trust and by its stakeholders
2. Championing an academy trust's strategy requires a collaborative and inclusive approach, a sense of ownership and shared responsibility
3. Communication between boards and stakeholders is vital

Section 3.3 Reviewing progress against the strategy

Corresponds to Handbook: 1.2 (Key features of effective governance)

The 2020 Handbook noted that strategic leadership involved the board needing to ‘monitor and review progress against strategic goals’ (p.14).

In the Governance Guide, there is emphasis on the responsibility of the board to:

- Evaluate KPIs, benchmarks and goals
- Ensure accountability
- Enable change to ensure strategic goals remain fit for purpose
- Be mindful of an ‘evolving’ landscape and ‘emerging trends’

What can I do?

Advice and guidance:

- Review whether the board has set KPIs and other targets – are these SMART?
- What sources of information can the board access to enable it to understand benchmarking?
- How does the board keep itself informed of sector developments? Can briefing notes and other resources be shared in meeting packs?

Inform strategy days

- Use text in the Guide, trust quality descriptions and Academy Trust Governance Code as a framework for planning strategy days

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SECTION 4: NON-EXECUTIVE LEADERSHIP

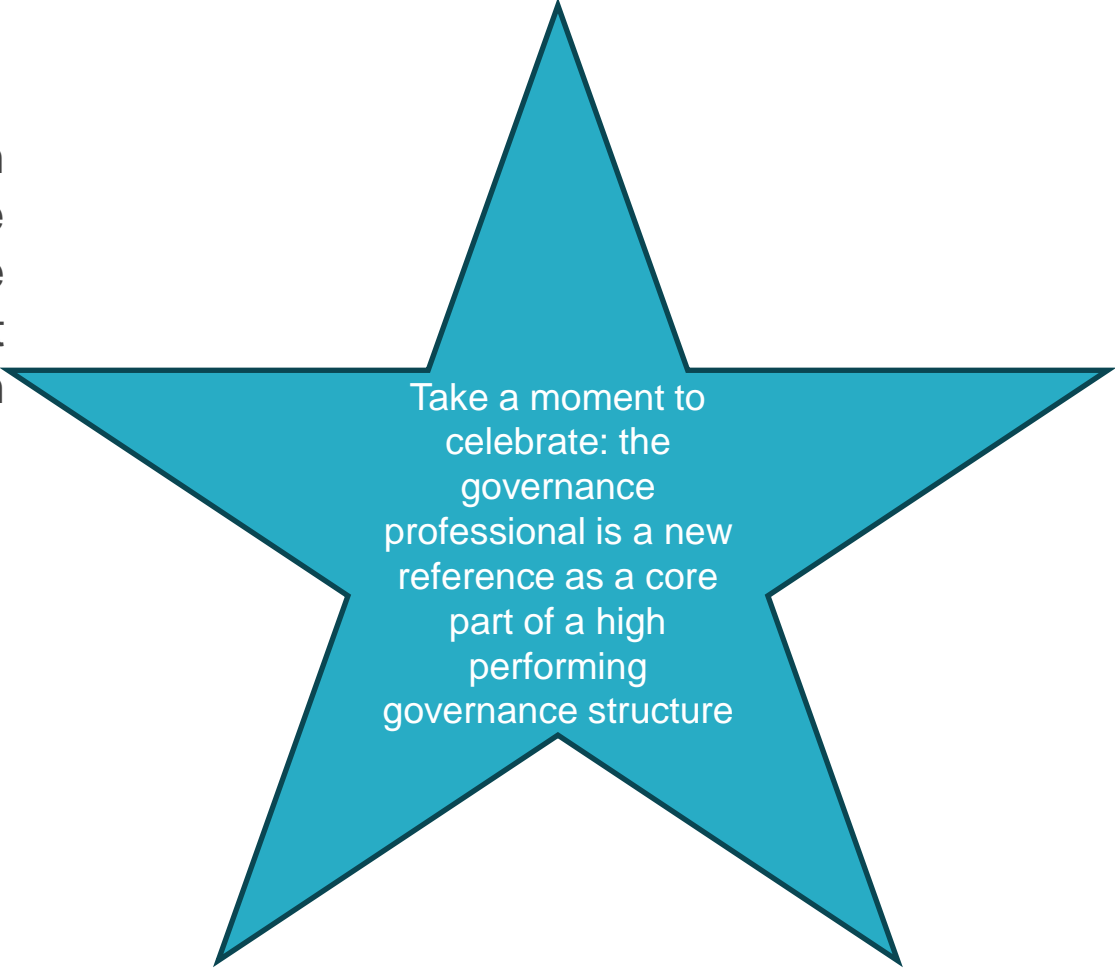
Section 4 correlates with the trust quality description of non-executive leadership

Section 4.1 Establishing a high performing governance structure

Corresponds to Handbook: 5 (Structures); 5.1 (Governance a group of schools); 5.2 (The governance structure of academies)

Reflective of the maturing nature of the sector – this section shifts from an explanation of how structures across multiple schools ‘create an opportunity for more effective governance’ (2020 Handbook, p.53), to focus on what constitutes a ‘high-performing governance structure within an academy trust’.

- ✓ Strong leadership
- ✓ Clear lines of accountability
- ✓ Clearly defined roles
- ✓ Context appropriate arrangements
- ✓ No duplication between layers
- ✓ Separation between strategy and operations
- ✓ Clear understanding of remits



Take a moment to celebrate: the governance professional is a new reference as a core part of a high performing governance structure

Section 4.2 Members

Corresponds to Handbook: 5.2.1 (Members and academy trustees); 3.2 (Robust oversight of a school or academy trust)

Members were required to be 'kept informed' (2020 Handbook)

Changes to ↓

Members need to 'assure themselves that the governance of the academy trust is effective'.

Persons of significant control (PSCs) are mentioned as a new reference, including the requirement to register PSCs with Companies House. In the 2020 Handbook, the DfE indicated a 'strong preference' for five Members, this has become a '**should**'.

There is clarification on rules relating to Local Authority Associated Persons (see the DfE note on page 16)

What can I do?

Check the Register of Persons of Significant Control (Companies House)

Review the design of Members' meetings and the training provided for Members: holding the board to account and gathering assurances of governance effectiveness

Consider how you can use the Academy Trust Governance Code as a framework for Members' oversight of governance

Section 4.3 The academy trust board

Corresponds to Handbook: 1.2 (The key features of effective governance); 5.2.1 (Members and academy trustees); 4.1 (Building an effective team); 3.2 (Robust oversight of a school or academy trust); 2.3 (Decision making); 5.2.2 (Multi-Academy Trusts); 5.5 (Publishing information about governance structures)

There are new distinct sub-sections for:

- The board's constitution (4.3.1)
- Suspending and removing trustees (4.3.2)
- Board meetings (4.3.3)
- Committees of the board (4.3.4)
- Local committees in MATs (4.3.5)
- A scheme of delegation (4.3.6)
- Trustee terms of office (4.3.7)
- Paying academy trustees and committee members (4.3.8)

There is clarification that individuals can only receive payment for charity trustee roles if allowed by the articles of association and with express authorisation from the Charity Commission.

What can I do?

Refer to the explanatory information within this section as part of induction and training materials for governance stakeholders and staff

Section 4.4 Specific roles on a board

Corresponds to Handbook: 4.3 (The chair); 4.3.1 (Development and succession); 5.2.1 (Members and academy trustees); 6.2 (Charity and company law duties); 4.1.4 (Elections); 4.1.2 (Conduct); 4.6.2 (Conduct)

There are now discrete sections for the chair, vice chair and academy trustees.

There is a clear list of responsibilities for the chair, including the performance review of the governance professional and line management of the senior executive

There is new text setting out that an advert can be placed for a chair outside of the board, but this should mean there is a vacant/soon to be vacant position

There is greater emphasis on:

- Strategic succession planning
- The role of the vice chair in providing strategic leadership

What can I do?

Check and update role descriptions for the chair, vice chair and other trustees to reflect the responsibilities set out in the Guide as appropriate

Review your own appraisal processes

Add succession planning (executive and non-executive) to agendas – and risk registers

Section 4.5 Governance support

Corresponds to Handbook: 4.4 (The clerk (governance professional))

‘Strong governance support and **an effective governance professional contributes to the board’s efficiency, effectiveness, productivity and compliance.** It also helps in supporting an understanding of the board’s role and its legal responsibilities, strategic activities, safeguarding, culture and commercial awareness’.

An effective board understands:

- the level of governance support required ...factoring it into growth plans...
- the knowledge, skills and behaviours that are needed to deliver professional governance support and sets standards for the service it expects from the governance professional

Section 4.5.1 The governance professional

Corresponds to Handbook: 4.4 (The clerk (governance professional))

2020 Handbook

The clerk has appropriate skills 'to provide advice, guidance and effective administrative support'



Boards should expect to pay an appropriate salary, commensurate with the service they expect their clerk to deliver



2024 Guide

Board 'supports the governance professional in identifying, accessing and allowing them to attend further training and development'

Board to ensure the governance professional receives appropriate remuneration for their role



Sections 4.6 - 4.8 Appointments, induction, training, evaluation

Corresponds to Handbook: 4.2 (Training and development); 7.1 (Developing the board's effectiveness); 7.2 (External reviews of governance)

There are new standalone sections that briefly set out the checks required for governance appointments.

- **Induction/ training:** when reviewing this section, see also section 4.4.1, which sets out the chair's responsibility to ensure trustees receive 'appropriate' induction and development
- **Self-evaluation:** this text is less prescriptive than previously, setting out the range of possible activities
- **ERGs:** effective boards are now 'proactive' about commissioning these – external reviews of governance (ERGs) were referred to as 'a wake up call' in the 2020 Handbook

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SECTION 5: EXECUTIVE LEADERSHIP

Section 5 correlates with the trust quality description of executive leadership

Sections 5.1 – 5.3 The senior executive leader (and their team)

Corresponds to Handbook: 5.2.1 (Members and academy trustees); 6.6.1 (Appointing an executive leader); 3.1 (Board's relationship with executive leaders); 6.6.6 (Teacher and executive school leadership appraisal)

These sections set out new guidance for the:

- The appointment and appraisal of the senior executive leader
- Chair's working relationships with the executive
- Role of the senior executive leader working with the board
- Relationship between board and senior executive
- Proactive succession planning for executive leadership roles

What can I do?

Consider board dynamics and meeting design with your chair and other members of the board

For TGI members, a reminder that there are resources in our Documents Area on GovernorHub following our sessions on succession planning and governance recruitment

Sections 5.4 Consideration of staff wellbeing, workload and working conditions

Corresponds to Handbook: 4.2 (Training and development); 7.1 (Developing the board's effectiveness); 7.2 (External reviews of governance)

This section emphasises the board's legal duty as an employer 'to protect its workers from stress'

Boards are encouraged to:

- Actively commit to DfE's workload reduction taskforce recommendations
- Consider flexible working
- Designate a trustee/local governor as a wellbeing champion

A should becomes a must: 'the board must ensure the...trust adheres' to the Working Time Regulations 1988

NOTE: Section 5.5 condenses existing guidance on setting executive pay, with reference to ATH requirements

What can I do?

Consider with the board:

- Development of a [Wellbeing Charter](#)
- Creation of Wellbeing Roles

Provide signposts to the board on [flexible working](#)

Check your terms of reference: e.g. risk committee (health, safety **and wellbeing**)

Compliance check with HR colleagues:
Adherence to Working Time Regulations

SECTION 6: ACCOUNTABILITY

This section reflects the trust quality description that the board holds the executive leadership team to account for the effective implementation of the trust strategy and operating plan, including in relation to the use of resources and the drivers of impact

Sections 6.1 Ensuring strategic oversight and accountability

Corresponds to Handbook: 1.2 (The key features of effective governance);

This section includes new text combining elements of the ‘strategic leadership’, ‘accountability’ and ‘compliance’ strands of the former ‘six key features’ of governance. It explains that the board provides robust strategic oversight through a list of ‘essential’ actions:

- Agree metrics
- Access objective, high quality, timely data
- Scrutinise pupil progress and financial information (including comparison with benchmarks)
- Monitor school improvement and financial health
- Know the questions that need to be asked of executive leaders
- Put in place external audit of finances and strategic priorities

This section also makes it clear that accountability involves compliance with statutory and contractual requirements, across a range of areas. Section 7 of the new Guide sets out a concise summary of areas of compliance that you can use as a reference tool – see page 55.

Section 6.2 – 6.3 Accountability for educational and financial performance

Corresponds to Handbook: 3.4 (Rigorous analysis of data); 3.4.1 (Sources of education data); 3.5 (Accountability for financial performance); 3.6 (Sources of financial data and tools)

For both of the above areas, the Guide sets out:

1. What processes, understanding and knowledge an effective board will have in place to ensure rigorous analysis and accountability
2. Sources of data and tools available to boards – and a role for the executive team helping the board access these

What can I do?

[Share ESFA guidance resources](#) with your board (links are also provided in the Guide)

Review question banks and other resources that you may provide for trustees to support them with effective challenge

Highlight to executive leaders the role they play in supporting the board (including reference to section 4.10 of the Guide)

Section 6.4 Risk management and assurance

Corresponds to Handbook: 6.3 (Health and Safety)

This new section highlights that ‘managing risk is essential’ and summarises ATH requirements.

This includes that the board ‘must establish policies and procedures that support the independent and effective use of internal and external audit functions, including reporting arrangements’.

What can I do?

Signpost the board to [ATH requirements](#) in relation to risk management and assurance

Share [ESFA guidance resources](#) with your board on risk management

Review [Chartered Governance Institute guidance on creating a Board Assurance Framework for a trust](#)

Sections 6.5 – 6.7 Conflicts of interest, related parties and legal liabilities

Corresponds to Handbook: 4.7.1 (Other types of payment); 6.7.1 (Financial accountability for academies)

All of the above now have standalone distinct sections, making explicit the existing requirements for these areas. There is emphasis on:

- The need for individual board members to declare their interests to ensure these can be appropriately managed
- The requirements for adequate insurance cover

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SECTION 7: COMPLIANCE

Summary of section 7

Many governance professionals also have compliance within their remit. Section 7 creates a reference framework for ensuring that you're on top of the main 'musts'.

It helps outline that compliance in trusts is wide-ranging and far-reaching – governance professionals may find this useful when reviewing job description or explaining their role to colleagues.

This section summarises requirements both within and beyond the Academy Trust Handbook (ATH).

TGI members will receive an updated 'Schedule of Musts' as a 'one stop shop' for all requirements (both ATH and Guide) – this will be circulated following our Compliance Briefing.

The DfE has also included a list of statutory polices in the Guide. See the DfE note on page 16 of this briefing for information.

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