



THE PATHWAY ACADEMY TRUST

Registered address: c/o Culverstone Green Primary School,
Wrotham Road, Meopham, Kent DA13 0RF

Registered Company N° 9782388

1) INTRODUCTION

The Pathway Academy Trust (TPAT, 'the Trust') is, like all multi-academy trusts (MATs), a charitable company and as such is subject to charity law and company law. The Directors may also be referred to as Trustees under charity law.

TPAT is governed by two main documents:

The **Funding Agreement** is the legal contract between TPAT and the Department for Education (DfE) and is administered by the Education and Skills Funding Agency (ESFA). TPAT has a Master Funding Agreement and there are supplementary agreements for each School within the Trust.

The **Articles of Association** ('the Articles') set out the charitable objects of TPAT along with the governance composition and overarching procedures for the Trust.

In addition, MATs are also subject to the Independent School Standards Regulations 2014 which set out issues relating to curriculum and conduct of the academies. All MATs are required by their funding agreement to adhere to terms and requirements (including governance as well as financial) of the **Academies Financial Handbook** (AFH) which is published annually by the ESFA.

The Trust Board has agreed a **Scheme of Delegation** (SoD) which is the key document as it defines which functions have been delegated and to whom and includes clear lines of accountability within TPAT.

2) GOVERNANCE

i) Members

TPAT has five Members who consist of the original signatories from when the Trust was established and Members who were appointed by those already in post.

The role of the Members is to:

- have general oversight of the Trust but not daily governance of the Trust
- appoint some of the Directors
- remove Directors
- receive annual accounts at the Annual General Meeting
- agree the appointment or removal of the Trust's auditors
- approve any amendments to the Trust's Articles of Association

ii) Directors

The composition of the Trust Board is determined by the Trust's Articles which state that there should be a minimum of three Directors and a maximum of twelve. The appointment of Directors is in accordance with the Trust's Articles and Standing Orders.

The main role of the Directors is to control all functions of the Trust not covered by Members and manage the Trust on a day to day basis.

The Directors are in effect school governors, a company director and a charity trustee and as such they must also ensure compliance with charity and company law and the Trust's funding agreement.

The Directors are responsible for the same three core governance functions performed by the governing body in a maintained school: setting the direction, holding the leadership to account and ensuring financial probity.

The Directors can delegate to any committee, Local Governor, Head Teacher or any other holder of an executive office, any of its powers or functions, subject to any prescribed restrictions imposed by them and the management of conflicts of interest.

iii) Local Governing Body (LGB) / Local Governors

The LGB's role is to exercise leadership on behalf of the Trust in the running of an individual school, to hold the school's Senior Leadership Team to account on the operation and performance of the school and to exercise its responsibilities and powers in partnership with the Head Teacher, staff, and the Trust's Directors.

The LGB and the Head Teacher have delegated responsibility for the strategic direction and day-to-day leadership and management of the school, provided that the TPAT Executive Leadership and/or Board of Directors have no cause for concern.

LGBs are committees of the Trust's Board and are constituted as follows:

- a minimum of five and a maximum of ten governors,
- to include two parent governors, Head Teacher / Head of School, and one staff governor.

The Chair and Vice Chair are elected at the start of each academic year for a period of one year.

Appointment of governors is in accordance with the Trust's Articles and Standing Orders.

Note: For sponsored schools that have joined the Trust the appointment of Governors, the Chair and Vice Chair are made by the CEO / DCEO on behalf of the Trust Board.

It is important to remember, that even where responsibility is delegated to a local level, it is the academy trust, as the legal entity, (not the Local Governing Body) that is ultimately accountable, for example in terms of finance and performance, and as the employer of staff.

iv) Finance and Audit Committee (FAC)

The Finance and Audit Committee is an advisory body of the Board of Directors with no executive powers. The role of the FAC is to provide assurance over the suitability of, and compliance with, the Trust's financial systems and operational controls.

The Board of Directors have delegated responsibility for the financial scrutiny and oversight of all of its constituent schools to the FAC.

v) Standards Committee

The role of the Standards Committee is to enable the HTs and LGB Chairs of each school to provide Directors with an update on the school's performance on an annual basis.

Chairs of the LGBs and HTs for each of the Trust schools are invited to attend the Committee meetings.

3) TPAT CENTRAL STAFF

i) **Chief Executive Officer (CEO) and Deputy CEO (DCEO)**

The CEO and Deputy CEO have the delegated responsibility for the operation of the Trust and are accountable for the performance of all schools within TPAT. The CEO and DCEO manage the Head Teachers of each school, in conjunction with the Chair of the LGB.

The CEO has been appointed as the Trust's **Accounting Officer** and has overall responsibility for the operation of the Trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability, avoiding waste and securing value for money.

ii) **Trust Business Manager (Chief Financial Officer)**

The Trust Business Manager (TBM) is responsible for the development and management of the Trust's business operations.

The TBM will ensure the effective delivery of finance systems and procedures across all schools within the Trust and will monitor the performance of each school against their budget plan, reporting to the FAC and the CEO / DCEO any concerns they may have relating to the financial management of the Trust's schools.

iii) **Trust Secretary**

The Trust Secretary's role is to provide advice to the Board and LGBs on governance, constitutional and procedural matters as well as providing a clerking service for all governance meetings and effective administrative support.

The Trust Secretary will ensure that the Board and LGBs are properly constituted and manage information effectively in accordance with legal requirements.

The Trust Secretary is also the Trust's Company Secretary and will ensure that all legal and statutory requirements of Companies House are met.