



Governance Plan 2025-2026

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| Approved by: | Board of Trustees | Date: 9 October 2025 |
| Last reviewed on: | 10 September 2025 | |
| Next review due by: | 30 August 2026 | |

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1. Introduction

This Governance Plan outlines the Trust's vision, legal responsibilities, roles and responsibilities and a framework for decision making within Orchard Community Trust (OCT) and its associated sub-committees and Local Governing Boards (LGBs). This plan applies to all Members, Trustees, Governors, sub-contracted parties and any staff employed by the Trust.

At the present time, Orchard Community Trust has two special schools (Kemball School and Watermill School) and five primary schools (Abbey Hulton Primary School, Etruscan Primary School, Forest Park Primary School, Oakhill Primary School and St Mark's CE (A) Primary School). Our Growth Strategy sets out our plans to develop the Trust whilst maintaining our core values and community focus.

2. The Vision

As a Trust, we strive to create an inclusive environment that values diversity and equality, where all beliefs are respected. We are committed to providing our children with an exceptional education, inspiring them to cultivate a love of learning and empowering them with a strong foundation to thrive and accomplish their goals in life.

Our Vision: Working together, we enable everyone to flourish through high-quality education.

Our Values: Courage – Unity – Equity

To deliver against this vision, Orchard Community Trust will:

- Share our vision "Working together, we enable everyone to flourish through high-quality education".
- Support the delivery of excellent teaching, learning and assessment and a quality learner experience, underpinned by high expectations and high aspirations
- Support student progress, attainment and the development of independence and life skills
- Stay focused on Primary and Special School provision and education
- Operate a highly (earned) delegated model of governance and leadership and locate the balance that needs to be struck between autonomy and sharing
- Recognise that all schools in the MAT, whatever their context, have something to give
- and receive in the pursuit of improvement across the Trust.

3. Structure of Orchard Community Trust

Please refer to Appendix 1 in accordance with this section.

The Trust Governance structure consists of seven Member positions and eleven Trustee positions. The Members and Trustees are drawn from a wide range of backgrounds, bringing appropriate skills and experience to provide the support and challenge needed for the development of a strong multi-academy trust. The Chief Executive Officer of the Trust is also a Trustee and is accountable to the Trust Board.

The Full Trust Board formally meets six times per year, with two of the meetings being development sessions. The following committees report back to the Trust Board and meetings are timed so that they can feedback and make recommendations as necessary. Minutes of committee meetings are made available to all Trustees and are a standing item on Trust Board meeting agendas:

- Quality of Education and Provision Committee to scrutinise schools' educational performance data (meets six times per year)
- Audit, Risk and Resources Committee to review accounts, financial policy and practice, risk registers and receive the report from the auditor (meets six times per year)
- Working groups/Task and Finish groups are convened if required by the Trust Board and/or its Committees

We also have a **Remuneration and Review Panel** which meets when appropriate e.g., to undertake performance management of the Chief Executive Officer

All documents are stored and are available.

Link Trustees have also been established for each school within the Trust to ensure clear communication between the Trust Board, LGBs and Schools. They visit their schools termly with a focused agenda for each visit.

Each school retains its own LGB in order for the identity of each school to be retained and for Governors with local knowledge to support and challenge each school. LGBs have delegated responsibilities for each school which are laid out in our agreed scheme of delegation, which is also published on the Trust website. Each LGB has a previously agreed maximum of 11-14 Governors, including staff (1) and parents' (2) representatives. LGBs for certain types of school may have specific designations e.g., Church schools will have a specific requirement for the majority of Members to be foundation co-opted Governors (*See constitutions for each Orchard Community Trust school*).

The LGB will meet at least four times per year, once each term, with an additional meeting in the Autumn term. The LGBs will also have link Governors to act in support of the school on specific matters such as Safeguarding and SEND and on the priorities highlighted in the School Development Plan

The LGB Terms of Reference may be altered depending on the school context and might be different in some schools to reflect the:

- Nature of the school
- Relative performance of the school. A good or outstanding school will have delegated authority to operate an LGB with clear terms of reference, whereas a school with academic or financial performance issues may operate with only a local advisory board remit rather than a Local Governing Board, with delegated powers limited to being the 'eyes and ears' of the school and its community (this approach is drawn from guidance from the NGA)
- An outline of our Trust structure and details of our Members, Trustees, and a list of Chairs of our Local Governing Boards is available – See Appendix 2

Full details of the membership of our LGBs are uploaded to our School websites and Get Information about Schools (GIAS) in-line with the DfE's requirements.

4. Key Roles and Responsibilities

Understanding and communicating the roles and responsibilities of key stakeholders within Orchard Community Trust's organisational structure is key to our success. Getting this right avoids compliance breaches and/or duplication of effort and aids effective decision making, leading to better student experiences and outcomes.

Roles and Responsibilities of the Members from the latest Academy Trust Handbook / The Academy Trust Governance Guide and Orchard Community Trust's Articles of Association

Every Trust has Members who have a similar role to shareholders of a company limited by shares. Member powers are set out in the Trust's Articles of Association.

Number of Members

The Academy Trust must have at least three members but should have five or more.

Suitability of Members

Trusts must ensure that their Members are not currently subject to a direction made under section 128 of the Education and Skills Act 2008 which prohibits individuals from taking part in Academy Trust Management, and that they do not appoint as a Member a person who is currently subject to a section 128 direction:

- Members must not be employees of the Trust, nor occupy staff establishment roles on an unpaid voluntary basis
- There should be significant separation between the individuals who are Members and those who are Trustees. If Members sit on the Board of Trustees this may reduce the objectivity with which the Members can exercise their powers. The Department's strong preference is for a majority of Members to be independent of the board of Trustees.

5. Working with Trustees

It is important for Members to be kept informed by Trustees about Trust business so they can be assured that the Board is exercising effective Governance and use their powers to step in if Governance is failing. This must include providing the Members with the Trust's audited annual report and accounts (as stated in part 4 of the latest Academy Trust Handbook).

More can be found about the role of Members in Part 1 of the Academy Trust Handbook and Part 2 of the Academy Trust governance guide.

6. Our Process for Appointing Members (according to our Articles of Association)

Our seven current member positions are:

- The remaining original signatories to the memorandum and those since appointed by them, and
- Includes persons appointed under articles 16, 16A or 16B:

The Members with the written consent of CECET (now DLET) may agree by passing a special resolution in writing to appoint such additional Members as they think fit and may agree by passing a special resolution in writing to remove any such additional Members provided that such appointment or removal is in the interests of the Company.

Upon the resignation or removal of any Member (including a signatory to the Memorandum) other than CECET, the Members shall appoint (by majority) a replacement Member if required to ensure that the number of Members appointed to represent the interests of the Church of England shall not exceed 40% of the total number of Members.

If the number of Members appointed to represent the interests of the Church of England is less than 40% of the total number of Members, then CECET may appoint an additional Member provided that the total proportion of Members appointed to represent the interests of the Church of England does not exceed 40% of the total number of Members.

In appointing additional Members, we shall identify individuals who the Academies and current Members believe have the necessary skills which may be related to Education, HR, Business, Finance or Legal.

7. Who must we notify when we appoint a Trustee/(Director)?

The Department for Education must be notified within 14 days of the new appointment. The DfE has a form (AP01) that academies can use to update the names and contact information for key contacts.

A Register of the Members will also be kept by the Trust's Governance Professional (article 17 refers). Every person nominated to be a Member of the Company shall sign a written consent to become a Member or sign the register of Members on becoming a Member.

8. Roles and Responsibilities of the Trustees - extract from Academy Trust Handbook 2025

The Trustees of the academy trust are both charity Trustees and company Directors. This handbook refers to them as trustees. However, in some academy trusts, such as church academies, those on the board are known instead as 'Directors'. In church academies, the term 'Trustees' is reserved for those on the board of the separate trust owning the land.

All trusts should have reserved places for parents, carers or other individuals with parental responsibilities in their governance structure. Trusts should hold elections to fill these places, as appropriate:

- Single academy trusts should have at least two such places on the board
- Trusts with multiple academies should have at least two such places on the board or at least two such places on each local committee (known as local governing bodies in the department's model articles) where the trust has established them.

9. Board Purpose

The Academy Trust is the legal entity with the Board having collective accountability and responsibility for the

Academy Trust and assuring itself that there is compliance with regulatory, contractual, and statutory requirements.

The Academy Trust Board provides:

- Strategic Leadership of the Academy Trust: the Board defines the Trust vision for high quality and inclusive education in line with its charitable objects. It establishes and fosters the Trust’s culture and sets and champions the Trust strategy including determining what, if any, governance functions are delegated to the local tier
- Accountability and Assurance: the Board has robust effective oversight of the operations and performance of the Academy Trust, including the provision of education, pupil welfare, overseeing and ensuring appropriate use of funding and effective financial performance and keeping their estate safe and well-maintained
- Engagement: the Board has strategic oversight of relationships with stakeholders. The Board involves parents, schools and communities so that decision-making is supported by meaningful engagement.

The Trustees must apply the highest standards of conduct and ensure robust Governance, as these are critical for effective financial management. Trusts should consider the features of high-quality governance as described in the Trust quality descriptions.

10. Trustees’ Statutory Duties

Trustees must comply with the Trust’s charitable objects, with company and charity law, and with their contractual obligations under the funding agreement. Company Directors’ duties are described in sections 170 to 181 of the Companies Act 2006. Charity Trustees’ duties are described in the Charity Commission’s essential Trustee guidance.

As an organisation, the Trust has a range of responsibilities under current legislation and statutory guidance. Trusts’ responsibilities include such matters as safeguarding, health and safety and estates management. Ensuring strong governance in these areas will be a key priority for the Board.

11. Safeguarding

Academy Trust Boards have a duty to:

- Safeguard and promote the welfare of children
- Have regard to any statutory guidance on safeguarding, issued by the Secretary of State
- Ensure the suitability of staff, supply staff, volunteers, contractors and proprietors

More details can be found regarding the Trust’s Safeguarding responsibilities in:

The Education (Independent School Standards) Regulations 2014 and read further guidance in:

- Working together to safeguard children
- Keeping children safe in education (KCSIE), which contains guidance on legal requirements including Disclosure and Barring Service (DBS) checks, directions made under Section 128 of the Education and Skills Act 2008 prohibiting individuals from taking part in Academy Trust Management, and Teacher Prohibition checks

When carrying out the Prevent duty, as required under section 26 of the Counter Terrorism and Security Act, Trusts are required to follow the Home Office’s ‘Revised Prevent duty guidance: for England and Wales and the DfE’s general advice ‘Protecting children from radicalisation: the prevent duty’.

Prevent guidance can be found at:

- Prevent duty guidance: for England and Wales (2023)
- The Prevent duty: safeguarding learners vulnerable to radicalisation

12. Digital and Technology Standards

Trusts should refer to the DfE’s digital and technology standards, which were developed to support trusts in making more informed decisions about technology.

13. Health and safety

The main legislation covering this area is Health and Safety at Work etc. Act 1974 and its regulations. Under the Act the Academy Trust, as an employer, is responsible for the health and safety of its staff, pupils, and any visitors.

Trust Boards should follow the department's 'Health and Safety: responsibilities and duties for schools' as well as 'Health and Safety Executive (HSE) guidance for Education'.

Academy trusts have a duty to manage asbestos in their schools effectively, compliant with the Control of Asbestos Regulations 2012.

Find out more at:

- Health and Safety at Work Act 1974
- Health and Safety: Responsibilities and duties for schools
- Health and Safety Executive Guidance for Education
- Managing Asbestos in Your School or College – DfE guidance to help Academy Trusts understand their duties in relation to asbestos management
- Asbestos registers and management plans – essential for safe management of asbestos
- Duty to manage asbestos guidance - detailed advice from the Health and Safety Executive
- Asbestos management checklist for schools – questions to help Academy Trusts check whether suitable precautions are in place
- Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 2013 – including Trusts' legal duty to notify the Health and Safety Executive in certain circumstances where asbestos has been disturbed or damaged.

14. Estates Management

An Academy Trust's estate is both an asset and a mechanism to deliver outcomes for pupils. The DfE expects Academy Trusts to manage their school estate strategically and effectively and maintain their estate in a safe, working condition. This includes complying with statutory duties to ensure the health and safety of building occupants.

Trusts should ensure they are aware of and are applying the following guidance relevant to Estates Safety and Management:

- Advice, standards and tools for Academy Trusts at Good Estate Management for Schools, including guidance on an estates strategy and asset management plan, and the estate management competency framework for standards on the skills and knowledge needed for individuals at all levels
- The Condition Data Collection (CDC) process which helps DfE understand the condition of government funded schools across England for the purposes of targeting funding where it is needed most
- Reinforced Autoclaved Aerated Concrete (RAAC) guidance. RAAC is a weaker form of concrete used in floors, walls, and roofs of buildings constructed or modified between the 1950s and mid-1990s and could pose a particular risk
- School Capital Funding guidance, who it's for, current and past allocations, how it's calculated and spending guidance
- Condition Improvement Fund including links to terms and conditions.

Trustees also need to have due regard to:

The Trustees must ensure regularity and propriety in use of the Trust's funds, and achieve economy, efficiency and effectiveness – the three elements of value for money. The Trustees must also take ownership of the Trust's financial sustainability and its ability to operate as a going concern.

The Chair of Trustees:

The chair is responsible for ensuring the effective functioning of the board and has a vital role in setting the

highest expectations for professional standards of governance and accountability for the Board.

Can Employees be Trustees?

Any newly appointed Chief Executive Officer (CEO) can only be a Trustee, if the Members decide to appoint them as such, the CEO agrees, and the Trust's articles permit it. No other employees should serve as Trustees, nor should Trustees occupy staff establishment roles on an unpaid voluntary basis.

Delegation

Trustees can delegate to committees and the executive in accordance with their governance structure. Each committee (other than those in a Trust with multiple academies constituted as a Local Governing Board) must contain a majority of Trustees, but it may also include other people the Board chooses to appoint.

Academy Trusts must not have de facto Trustees (defined in appendix 1 of the Charities SORP) or shadow Directors (defined in section 251(1) of the Companies Act 2006).

15. Skills and Experience

The Board should identify the skills and experience it needs, including sufficient financial knowledge to hold the executive to account. The board should also address this for Committees including Local Governing Boards.

New Trusts in their first year must, and established Trusts should, include in their governance statement, an assessment of their governance structure, including a review of the Board's composition in terms of skills, effectiveness, leadership and impact.

More information can be found about:

- Academy Trust Governance: structures and roles
- Charity Commission guidance CC3: the essential Trustee: what you need to know, what you need to do
- The automatic disqualification rules for individuals acting as Trustees or senior managers in charities
- Compliance with The Education (Independent School Standards) Regulations 2014 (Legislation.gov.uk)
- Trustees should also follow the other guidance available from the Charity Commission
- Questions for the Board to ask itself about its governance arrangements in the DfE School resource management self-assessment checklist.

The Role of the Governance Professional (Clerk to the Board)

The Academy Trust must appoint a Governance Professional to support the Board of Trustees, who is someone other than a Trustee, Principal or Chief Executive of the Trust.

Find out more about the role of the Governance Professional in The Academy Trust Governance Guide: [Academy trust governance guide - Guidance - GOV.UK \(www.gov.uk\)](https://www.gov.uk/guidance/academy-trust-governance-guide)

16. Reviews of our Governance Structures

Using the National Governance Association's "MAT governance self-evaluation questions" - for the Local Governing Board (LGB) to ask itself:



LGBs-self-evaluation-for 2024.docx

We will review the performance of Local Governing Boards - The Trust Board will look at the extent to which the Local Governing Boards:

- Align with the vision and values of the Trust

- Contribute to the school’s self-evaluation and understand of its strengths and weaknesses, including the impact of their own work
- Support and strengthen school leadership, including by developing their own skills
- Provide challenge and hold the Headteacher and other Senior Leaders to account for improving the quality of teaching, pupils’ achievement and pupils’ behaviour and safety, including by using the data dashboard, other progress data, examination outcomes and test results
- Engage with key stakeholders
- Use the pupil premium and other resources to overcome barriers to learning, including reading, writing and mathematics.

Using the CST’s “Building strong trusts assurance framework” self-evaluation for our Multi-Academy Trust Board:



Building strong trusts - assurance in

We will review the Performance of the Trust Board:

An effective Board will provide good Governance and Leadership by:

- Ensuring all parties understand their role
- Ensuring delivery of organisational purpose
- Working effectively both as individuals and as a team
- Exercising effective control
- Behaving with integrity
- Being open and accountable
- Ensuring that the business model of providing services is operating effectively

Appraisal for Trustees should be assessed through a range of quantitative and qualitative measures:

- Quantitative: history of attendance at Board meetings and sub-committee meetings (where appropriate)
- Qualitative: assessed by means of reference to the Code of Conduct
- An annual skills audit completed by each Trustee
- An annual Trust Board self-review and follow up list of strengths and action plan to address any areas for development (as above).

Work plan for the academic year for Trust Board, Sub-Committees and Local Governing Boards:

An annual planner for the work/business of our meetings is reviewed for the Trust Board, its committees and the Local Governing Boards.

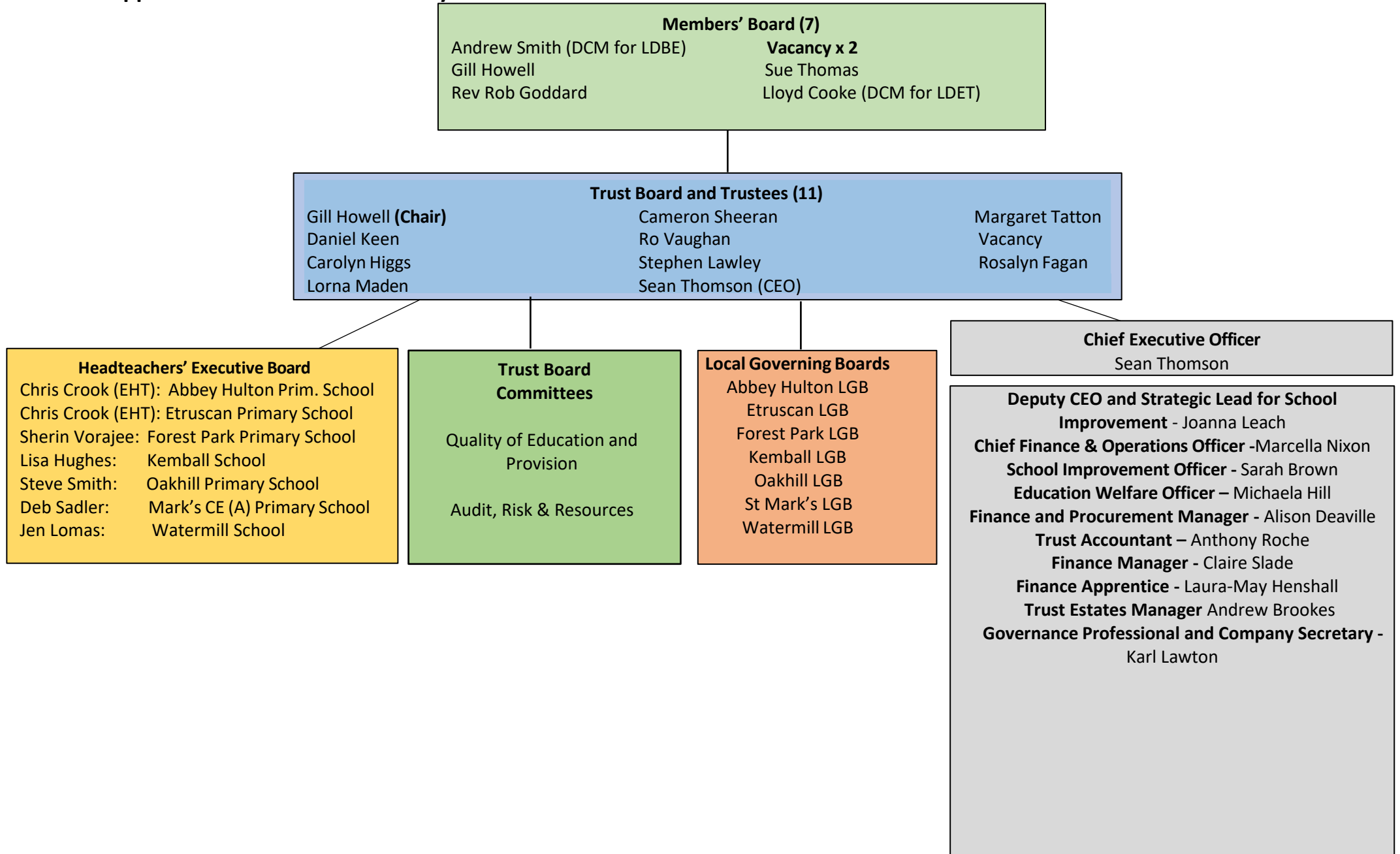
It is the responsibility of the Trust Board Chair, Committee Chairs and the Local Governing Board Chairs, supported by the Governance Professional, to ensure that this planner is followed and that the expected business and reporting from the Chief Executive Officer and Headteachers is compliant with agreed practices, templates and timeframes.

An agreed Code of Conduct for Trust Board and Local Governing Boards

This will be adapted from the most recent recognised code of conduct by the NGA. This code sets out the expectations of, and commitment required by school Governors, Trustees and Members. To enable the Trust Board and Local Governing Boards to properly carry out their work for the schools and their communities. When approved by the Trust Board and ratified by the Local Governing Boards, the same Code will apply to all Governors, Trustees and Members.

The Code of Conduct should be read in conjunction with the relevant legislation for Multi Academy Trusts (including the Academy Trust Handbook and the Academy Trust Governance Guide), our Articles of Association and the agreed Scheme of Delegation. It should then be adopted by each of the Local Governing Boards.

Appendix 1 Orchard Community Trust Structure



Appendix 2

| Members (7) | | | | | | | | |
|---|---|--|---|---|---|---------------------------|---------------------------|--|
| Andrew Smith (LDBE) | | Gill Howell | | Vacancy | | | | |
| Rev Rob Goddard | | Lloyd Cooke (LDET) | | | | | | |
| Lorraine Whitehead | | Vacancy | | | | | | |
| Board of Trustees (11) | | | | | | | | |
| Gillian Howell – Chair of the Trust Board | | | | Carolyn Higgs | | | | |
| Daniel Keen | | | | Lorna Maden | | | | |
| Sean Thomson - CEO & Trustee | | | | Rosalyn Fagan | | | | |
| Ro Vaughan | | | | Stephen Lawley | | | | |
| Margaret Tatton | | | | Vacancy | | | | |
| Cameron Sheeran | | | | | | | | |
| Trust Board Committees | | | | | | | | |
| Quality of Education & Provision Committee Chair: Margaret Tatton | | Audit, Risk & Resources Committee Chair: Lorna Maden | | | | | | |
| Trust Central Functions | | | | | | | | |
| <ul style="list-style-type: none"> School Improvement Safeguarding Inclusion (SEND) | <ul style="list-style-type: none"> Estates Management Health & Safety Leadership | <ul style="list-style-type: none"> Finance Procurement Internal & External Audit | <ul style="list-style-type: none"> Governance Professional and Support Company Secretary | <ul style="list-style-type: none"> HR (Externally Sourced) Legal Service Support (Externally Sourced) | <ul style="list-style-type: none"> Compliance GDPR (External DPO) Ed Welfare Officer (EWO) | | | |
| Trust Leadership | | | | | | | | |
| <ul style="list-style-type: none"> Sean Thomson (Chief Executive Officer - CEO) Jo Leach (DCEO & Strategic Lead for School Improvement) | <ul style="list-style-type: none"> Sarah Brown (School Improvement Officer) Hayley Sutton (School Improvement Officer) Michaela Hill (Education Welfare Officer) | <ul style="list-style-type: none"> Marcella Nixon (Chief Finance and Operations Officer) Anthony Roche (Trust Accountant) Claire Slade (Finance Manager) Laura-May Henshall (Finance Apprentice) | <ul style="list-style-type: none"> Andrew Brookes (Trust Estates Manager) Alison Deaville (Finance & Procurement Manager) | <ul style="list-style-type: none"> Karl Lawton (Governance Professional and Company Secretary) | | | | |
| Academies | | | | | | | | |
| Academy | Abbey Hulton | Etruscan | Forest Park | Kemball | Oakhill | St Marks CE | Watermill | |
| Date of Conversion | 1 st May 2019 | 1 st June 2020 | 1 st May 2019 | 1 st July 2019 | 1 st May 2019 | 1 st June 2020 | 1 st July 2019 | |
| Stage of Education | Primary | Primary | Primary | Special | Primary | Primary | Special | |
| Headteacher | Chris Crook (EHT) | Chris Crook (EHT) | Sherin Vorajee | Lisa Hughes | Steve Smith | Deb Sadler | Jen Lomas | |
| Chair of Governors | IEB – Anne Gadsden | Julie Thompson | Jan Peterson | Hilary Gregory | Jason Toft | Laraine Jones | Amy Clewlow | |