

# Ensuring Excellence Governance Charter

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## Introduction to this Document

This document brings together all the different aspects of the governance arrangements in our Trust, describing processes, responsibilities, delegations and terms of reference all in one place. It describes how we put our values into practice in the interests of the young people we serve.

## Introduction to the Trust

Our Trust is an educational charity that is **one** Trust serving **one** pupil body with **one** professional staff body governed with **one** governance structure **described in this Charter**.

Our Trust achieves this by putting its values into practice in three main areas:

- **Community Schooling:** The delivery of an excellent and inspiring education in schools that are at the heart of their communities.
- **Ensuring Excellence:** A culture of relentless determination to ensure excellence and aspiration in all that we do.
- **Likemindedness:** A fiercely loyal family of schools where all our achievements are collective and our capacity for school improvement is developed and grown in our schools.

This will ensure all our young people achieve excellence in three main areas:

- **Academic Achievement**
- **Personal Achievement**
- **Social Achievement**

Our Trust believes in a decentralized approach to the improvement of our schools and ensuring the capacity for growth, school improvement and cultural development sits in our schools. When a new school joins our Trust regardless of its OFSTED grade, it increases our Trust's capacity by bringing with it more talented staff, pupils with enormous potential, governors and families. Our Trust provides the structure, systems and governance arrangements to ensure school to school support is effective.

*"...you can mandate adequacy, but you can't mandate greatness, it has to be unleashed" - Joel Klein*

## Ensuring Excellent Governance

*A Charter for the governance of Community Academies Trust.*

Community Academies Trust is an organisation that relies on a large number of non-executive volunteers supported by an experienced team of staff to act on its behalf. The complexity of our Trust linked to its size and significant level of public accountability requires different important elements of governance. All of those staff and volunteers are committed to the Nolan Principles for conduct in public service. They are:

- **Selflessness** - take decisions solely based on the vision and values of the Trust
- **Integrity** - not be compromised in carrying duties by outside organisations or personal interest
- **Objectivity** - remain impartial and ensure choices are made on merit alone
- **Accountability** - be responsible for decisions and actions
- **Openness** - give reasons for actions wherever possible and restrict information only when the wider public interest clearly demands
- **Honesty** - declare any private interests and take steps to resolve any conflicts arising in a way that protects the public interest
- **Leadership** - promote these principles by example

### Rationale

This Charter describes the values of our organisation and describes the rules for its governance. It can be read alongside our Trust's articles of association, terms of reference and schemes of delegation. Our governance arrangements are designed to ensure the values that have brought us together are lived in our governance practice.

Our core aim is to deliver effective Community Schooling so that local families are well provided for, and their children thrive at their local school.

Our schools are focused on **Ensuring Excellence** through achieving consistency in 6 main areas:

- **The Power of Education** - Instilling a 'Crucial sense of possibility', making sure pupils value education, and are motivated to achieve.
- **Living Inclusivity** - Valuing young people as individuals.
- **Our Professional Best** - Ensuring excellent behaviour and relationships for learning.
- **Education** - Ensuring an excellent curriculum and progress lesson after lesson.
- **Leadership** - Ensuring leadership so that our Trust is a place where we all grow professionally and that this impacts on pupils' educational progress and experience "**a well led school is well led by many**".
- **Community Schooling** - Schools as Anchor Institutions who play a significant role in their localities contributing to the greater social good.

Our schools are **Likeminded** defined as:

- A fundamental belief in young people and an orientation around ensuring they are nurtured and taught so that they achieve excellence personally, socially and academically.
- A commitment from all involved in our work to the moral imperative of providing the best life chances possible for the next generation.
- A family of schools where all stakeholders are mutually supportive and fiercely loyal.
- A family of schools where all are equal partners in our common endeavor to ensure

excellence is the norm.

- Trust minded, celebrating all achievements within and beyond the walls of our own schools as well as understanding about who is responsible for providing valuable input to decision making and who has the decision-making responsibility.
- Financially disciplined and compliant with the expectations of our Trust, including those set by our external regulators.

These values extend to what we aim for in the interests of our young people.

We value three main types of achievement for our young people:

**Social Achievement:** They develop and sustain excellent friendships and an ability to build mutual respect with others. They know how to behave and conduct themselves so that they are ready for the next stage in their lives.

**Academic Achievement:** They develop intelligence and a broad range of knowledge and skills that equip them for the next stage in their lives.

**Personal Achievement:** Their personal attributes and talents are nurtured at school, often beyond the day to day planned curriculum. They have pride and confidence in who they are and what they can achieve. They develop essential character virtues and leave school with a crucial sense of possibility for the future.

**... and for our staff**

All staff (support and teaching) play a crucial role in the education of young people. We all understand how our work has a direct influence on the life chances of the young people in our care. In the same way that we all have a duty of care to them, we have a duty of care to each other and have regard for each other's professional and personal well-being.

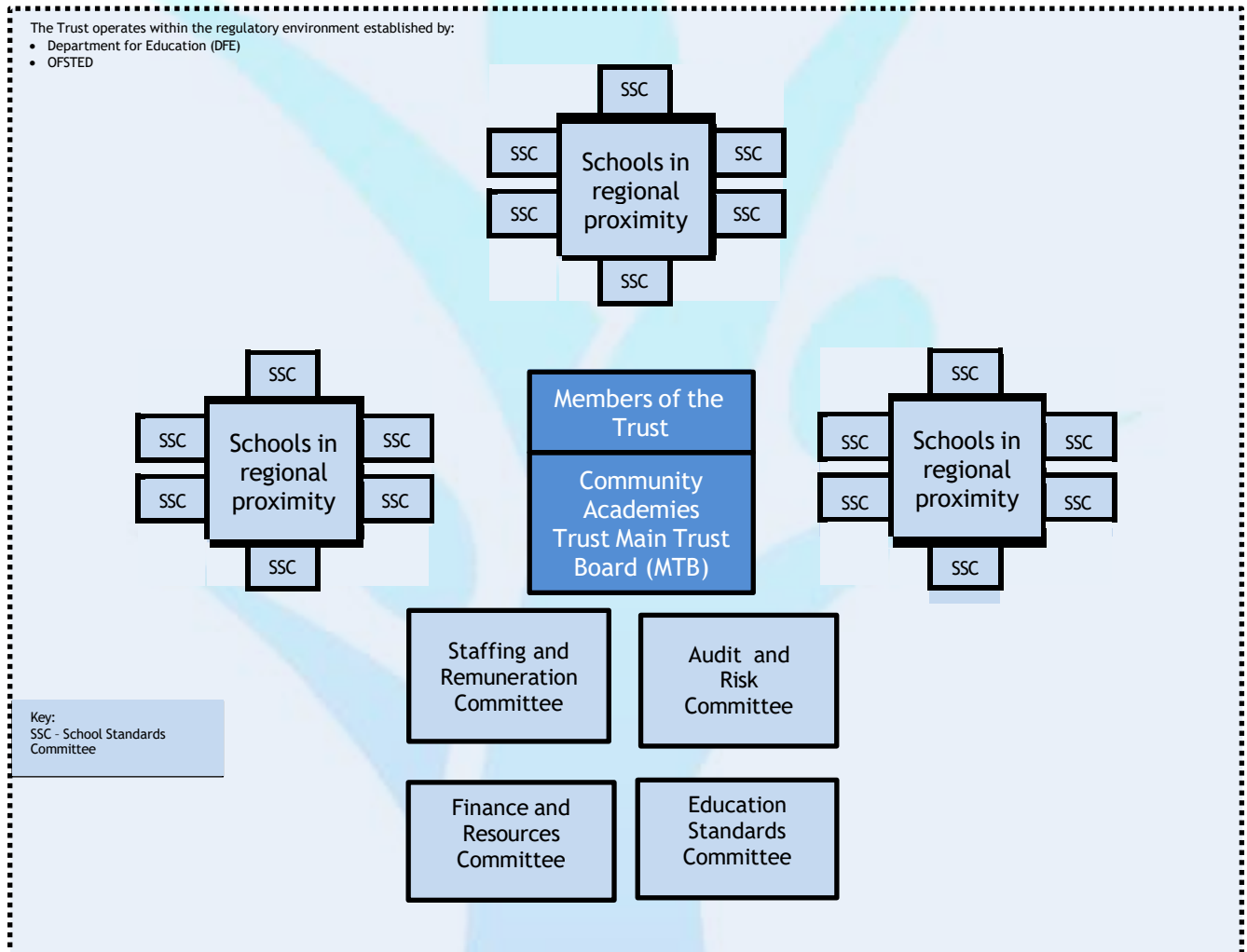
All members of our staff community see themselves as learners. They are empowered to make decisions, be creative and to lead. Mutual respect pervades all relationships, working together to enhance professional learning and practice and collaboration; collegiality and a sense of team identifies how all staff work together. All staff have clarity and certainty about the direction our Trust is taking and are working on only a few initiatives at any one time with a sense of how their work is contributing to that direction. Our staff collaborate with each other and are not in competition with each other - they are part of a team that ensures our schools are among the best in the country.

**Effective governance** across our Trust is delivered by the following:

- The Members of Community Academies Trust whose role can be described as 'eyes on and hands off'
- The Main Trust Board of Trustees (MTB)
- The School Standards Committees (SSC)
- The Trust Executive Group (TEG) comprising the CEO, the Executive Director (Finance and Operations), the Director of Schools (Primary), the Secondary Strategic Lead, the Director of Safeguarding and Behaviour, the Director of the CAT Institute of Education.

Our Trust Board has overall responsibility and ultimate decision-making authority for all the work of our Trust, including the establishment and maintenance of the schools. The Guardianship of school standards is delegated to the School Standards Committee for each school.

The diagram below represents the governance structure.



### Accountability for Decisions

The Main Trust Board delegates **authority** to ensure effective leadership and governance of the Trust and determines the terms of reference for key groups. The key groups are:

- Trust Executive Group and the Trust Strategic Leadership Team
- School Standards Committees
- Headteachers
- Staffing and Remuneration Committee
- Finance and Resources Committee
- Audit and Risk Committee
- Education Standards Committee
- Chair of the Main Trust Board
- Other ad hoc groups such as independent review panels and disciplinary committees

The terms of reference and schemes of delegation provide clarity as to who the decision makers are for different levels of decision.

## Intervention

Our Trust is a single multi-site organisation with one group of staff serving one group of students and their families spread throughout its different geographical areas of operation. The Main Trust Board governs this single organisation and remains ultimately responsible for our Trust and the conduct of our family of schools. The operation of the different levels of governance described here are crucial to our success. However, there may be exceptional circumstances where the Main Trust Board might need to intervene and withdraw delegated authority from a particular element of governance.

If these circumstances arise, the Main Trust Board and the Trust Executive Group will work closely with any schools concerned and their governors who would be expected to rapidly implement tried and tested trust strategies.

The Main Trust Board reserves the right to remove any power or responsibility that it has delegated, in particular, in circumstances where serious concerns about the running of the schools are identified. These include:

- Any sub judgement in an Ofsted inspection is less than good.
- Decline in standards in any of the areas of Ensuring Excellence.
- Leaders do not have the capacity to address identified areas of weakness or are not responding rapidly enough.
- Safeguarding is not effective, or standards of safeguarding are declining and the risks to safety are increasing.
- Trust wide policies/strategies are not consistently implemented (for example Growing Great People).

## Overview of the Key Elements of Governance

### Members ('eyes on, hands off')

Community Academies Trust has 'members' who can be regarded as the gatekeepers of our ethos, values and our constitution. They can change Articles if necessary and have a legal duty to ensure that the charitable object is fulfilled. The members appoint some of our Trustees and can (although rarely do) exercise reserve powers to remove Trustees. The Charitable Objects of our Trust are:

1. To advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum or educational institutions which are principally concerned with providing full-time or part-time education for children of compulsory school age who, by reason of illness, exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them or 16 to 19 Academies offering a curriculum appropriate to the needs of its students or schools specially organised to make special educational provision for pupils with Special Educational Needs.
2. Providing recreational and leisure time facilities in the interests of social welfare for the inhabitants of the United Kingdom especially those who have need of such facilities by reason of youth, age, infirmity or disablement, poverty or social and economic circumstances.

### The Main Trust Board (MTB) - 'Guardians of Purpose'

The members of the MTB are Trustees (charity law) and Company Directors (company law) who are registered with Companies House. The MTB is responsible for the management of our Trust and

individuals take personal responsibility for its actions. The schools are accountable to the MTB for the education received by their pupils and for the public money spent. The Trustees are required to have systems in place so they can assure themselves of the quality, safety and good practice of the work of our Trust. The role of the Main Trust Board is described as:

- Setting the vision, ethos and strategy for our Trust and its schools.
- Establishing the governance structures for our Trust, in keeping with the Articles of Association.
- Providing clarity, through the published Terms of Reference and Schemes of Delegation, of the level at which the following governance functions are exercised:
  - Determining each individual school’s vision, ethos and strategic direction
  - Recruiting each school’s Headteacher
  - Appraisal of each school’s Headteacher
  - Determining Human Resources policy and practice including the professional development of our staff
  - Engaging with the schools' communities, parents, pupils and staff
- Setting the level at which the SSCs will have authority and accountability through the schemes of delegation.
- Contributing to developing collaborative relationships beyond our Trust.
- Ensuring that there is a strong and effective executive leadership structure and personnel in place across the Trust.
- Overview of strategic planning and scrutiny of themes and trends.
- Overview and scrutiny of our schools’ education performance.
- Overview and scrutiny of our Trust’s financial capability and management systems to ensure compliance with The Academy Trust Handbook, delivering best value for money.
- Ensuring senior leaders throughout our Trust are challenged and supported to improve the education of pupils.
- Developing the Trustees to ensure that the MTB has the capacity, skills and succession plans to have a positive impact on outcomes for pupils.
- To hold the CEO to account.
- Overseeing financial performance of our Trust and ensuring public money is well spent.

The Main Trust Board sets Trust-wide policy and carries out a regular skills audit of its Trustees. Where key skills are missing on the Board, expertise is identified to support the challenge and scrutiny of specialist areas.

The Main Trust Board asks a range of sub committees to act on its behalf. These include all the School Standards Committees. There is also a Staffing and Remuneration committee, a Finance and Resources committee, an Audit and Risk committee and an Education Standards committee which report to the Main Trust Board. Other than items specifically delegated to the committees, the entire board hears and is involved in all matters. These include Educational Standards, Finance, Human Resources and Estates. In between meetings, Trustees give the Chair of the Main Trust Board powers to act when necessary and receives reports on any actions taken by the Chair at the next main trust board meeting.

### **School Standards Committees (SSCs) - ‘Guardians of Standards’**

The responsibilities delegated to the School Standards Committees are described in their Terms of References included in this charter and in our Schemes of Delegation. In essence the role of the SSCs is to act on behalf of the Main Trust Board as *Guardians of Standards* where as far as possible all their actions are focused on ensuring the highest standards of educational provision in the school they govern. In broad terms the duties of the SSC are summarised as:

- To contribute to and fulfil the vision and ethos of Community Academies Trust in so far as it

relates to the school.

- To implement and review the strategic plan for the school.
- To hold the school's leadership to account for the standards achieved by the school.
- To promote the benefits of collaboration and actively work with others.
- To develop positive relationships with the school's community.
- To engage fully and openly with any inspection of the school by OFSTED or any other public body to whom the school is accountable.
- To engage fully and openly with any evaluative activities led by the Main Trust Board including peer reviews and safeguarding reviews.
- To ensure that pupils and parents have a voice in the running and improvement of the school.

## **Rapid School improvement and intervention**

Where a school is subject to intervention, the Director of Schools (Primary) or the Secondary Strategic Lead will work closely with the headteacher and SSC to support rapid turnaround. They will ensure that the strategic plan for the school is being implemented and will direct and advise on the development and review of the plan using our Trust's School Improvement Strategy as a point of reference. Progress will be reported to the Trust Executive Group and the Main Trust Board, recommending further action as necessary.

## **Trust Executive Group (TEG)**

The Community Academies Trust TEG is charged with the management of the Trust. It focuses on the operational and educational performance of the schools. It works directly with the staff in each school and supports the School Standards Committees (SSCs) to ensure the required outcomes are achieved in accordance with the direction and vision of the Trust board. Members of the TEG can attend main trust board meetings.

## **Composition of Governance Elements**

### **Members**

- As per the register of members

### **Main Trust Board - Guardians of Purpose**

- Up to 6 Trustees appointed by the members
- Any others co-opted by the Trustees collectively

### **School Standards Committees - Guardians of Standards**

#### **Primary Schools**

- 1 elected staff governor
- 2 elected parent governors
- up to 6 community governors appointed by the Main Trust Board

#### **Secondary Schools**

- 1 elected non-teaching staff governor
- 1 elected teaching staff governor
- 2 elected parent governors
- up to 9 community governors appointed by the Main Trust Board

# Appendix 1 - Terms of Reference for a School Standards Committee



## ENSURING EXCELLENCE

### TERMS OF REFERENCE FOR THE SUBCOMMITTEE OF THE MTB KNOWN AS SCHOOL STANDARDS COMMITTEE (SSC) *Guardians of Standards*

The role of our SSCs is to act on behalf of the Main Trust Board as ‘Guardians of Standards’ where as far as possible all their actions are focused on ensuring the highest standards of educational provision in the school they govern.

#### 1. INTRODUCTION

- 1.1 As a charity and company limited by guarantee, Community Academies Trust (the “Trust”) is governed by a Main Trust Board (the “Trustees”) which has overall responsibility and ultimate decision-making authority for all the work of the Trust, including establishing and running schools that comprise the Trust. Throughout this document, words importing the masculine gender only shall include the feminine.
- 1.2 In order to assist with the discharge of their responsibilities, the Trustees have established a subcommittee known as the School Standards Committee (“SSC”) in each of the schools. The SSC is a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of our Trust (the “Articles”).
- 1.3 The Trustees may review these terms of reference at any time but shall review them at least annually.
- 1.4 These terms of reference may only be amended by the Main Trust Board.

#### 2. CONSTITUTION OF THE SSC

##### Governors of the SSC

- 2.1 Members of the SSC shall be known as “governors”.
- 2.2 The Trustees have the right to appoint such persons to the SSC as they shall determine from time to time.
- 2.3 Subject to clause 2.2, the governorship of the SSC shall be comprised as follows

##### Primary Schools

- a) 1 staff governor elected in accordance with clauses 2.4 - 2.5;
- b) 2 parent governors elected in accordance with clauses 2.6 - 2.10;
- c) up to 6 community governors appointed by the Trustees in accordance with clauses 2.11 - 2.12.

##### Secondary Schools

- a) 1 non- teaching staff governor elected in accordance with clauses 2.4 - 2.5;
- b) 1 teaching staff governor elected in accordance with clauses 2.4 - 2.5
- c) 2 parent governors elected in accordance with clauses 2.6 - 2.10;

- d) up to 9 community governors appointed by the Trustees in accordance with clauses 2.11 - 2.12.

### **Appointment of governors**

#### *Staff governors*

- 2.4 The Trustees shall invite nominations from all staff employed under a contract of employment with the trust and, where there are any contested posts, shall hold an election by a secret ballot.
- 2.5 All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Trustees. The Trustees delegate the running of the election to the SSC.

#### *Parent governors*

- 2.6 Parent members of the SSC are elected by parents of registered pupils at the school. They must be a parent of, or have parental responsibility for, a pupil at the school at the time when he is elected.
- 2.7 The Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent governors. The Trustees delegate the running of the election to the SSC.
- 2.8 Where a vacancy for a parent governor is required to be filled by election, the Trustees shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the school is informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 2.9 Any election of persons who are to be the parent governors which is contested shall be held by secret ballot. The arrangements made for the election of the parent governors shall provide for every person who is entitled to vote in the election to have an opportunity to do so electronically, by post or, if they prefer, by having their ballot paper returned to the school by a registered pupil at the school.
- 2.10 Where the number of parents standing for election is less than the number of vacancies, the Trustees may appoint a person who is the parent of a registered pupil at the school or, where it is not reasonably practical to do so, a person who is the parent of a registered pupil of another school run by the Trust.

#### *Community governors*

- 2.11 Community governors of the SSC shall be appointed by the Trustees. The Trustees may delegate the appointment to the SSC having assured itself that the agreed procedures will be followed. In this instance all appointments are subject to ratification by the MTB. They must be:
- a) a person who lives or works in the community served by the school;
  - b) a person who, in the opinion of the Trustees, is committed to the governance and success of the school.
- 2.12 The Trustees may not appoint an employee of the Trust who works at the school as a community governor of that school.

### **Term of office**

- 2.13 The term of office for any governor shall be 4 years.
- 2.14 Subject to remaining eligible to be a particular type of governor, any person may be re-appointed or re-elected to the SSC.

### **Resignation and removal**

- 2.15 A person serving on the SSC shall cease to hold office if:
- a) they resign their office by giving notice in writing to the governance clerk of the SSC;
  - b) the Trustees terminate the appointment of a governor whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust or the school.
- 2.16 For the avoidance of doubt, a parent governor shall not automatically cease to hold office solely by reason of their child ceasing to be a pupil at the school.

### **Disqualification of governors of the SSC**

- 2.17 A person shall be disqualified from serving on the SSC if he would not be able to serve as a Director in accordance with Articles 68-80 of the Articles.

### **Appointment and removal of Chair and Vice Chair**

- 2.18 The Chair and Vice Chair of the SSC shall be elected by members of the SSC. They may be removed from office by the Trustees at any time.
- 2.19 The term of office of the Chair and Vice Chair shall be 2 years. Subject to remaining eligible to be a governor, any governor may be re-appointed as Chair or Vice Chair of the SSC.
- 2.20 The Chair and Vice Chair may at any time resign his office by giving notice in writing to the Trustees. The Chair or Vice Chair shall cease to hold office if:
- a) they cease to serve on the SSC;
  - b) they are employed by the Trust whether or not at the school; or
  - c) in the case of the Vice Chair, they are appointed to fill a vacancy in the office of the Chair.
- 2.21 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice Chair shall act as the chair for the purposes of the meeting. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, the governors of the SSC shall elect one of their number to act as chair for the purposes of that meeting.

### **Committees**

- 2.22 The SSC will not normally establish any sub committees. Subject to the prior agreement of the Trustees, the SSC may establish subcommittees who may include individuals who are not members of the SSC, provided that such individuals are in a minority.
- 2.23 The SSC may delegate to a subcommittee or any person serving on the SSC, subcommittee, the Headteacher or any other holder of an executive office, such of their powers or functions as they consider desirable. Any such delegation may be made subject to any conditions

either the Trustees or the SSC may impose and may be revoked or altered. The person or subcommittee shall report to the SSC in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the SSC immediately following the taking of the action or the making of the decision.

### **3. PROCEEDINGS OF THE SSC**

#### **Meetings**

- 3.1 The SSC shall hold a Business Meeting at the start of each academic year and then meet at least once in the second half of every term and shall hold such other meetings as may be necessary.
- 3.2 Meetings of the SSC shall be convened by the governance clerk to the SSC, who shall send the governors written notice of the meeting and a copy of the agenda with supporting papers at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as he thinks fit.
- 3.3 Any governor shall be able to participate in meetings of the governors by telephone or electronic means provided that he has given reasonable notice to the governance clerk of the SSC and that the governors have access to the appropriate equipment.
- 3.4 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the SSC.

#### **Quorum**

- 3.5 The quorum for a meeting of the SSC, and any vote on any matter at such a meeting, shall be any three of the governors of the SSC, or, where greater, any one third (rounded up to a whole number) of the total number of governors of the SSC at the date of the meeting, which must include at least one governor appointed by the Trust.

#### **Voting**

- 3.6 Every matter to be decided at a meeting of the SSC shall be determined by a majority of the votes of the governors present and entitled to vote on the matter. Every governor shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote. A governor may not vote by proxy.
- 3.7 Any governor who is also an employee of the Trust shall withdraw from that part of any meeting of the SSC at which his remuneration, performance, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 3.8 A resolution in writing, signed by all the governors shall be valid and effective as if it had been passed at a meeting of the governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the governors.

#### **Conflicts of Interest**

- 3.9 Any governor who has or may have any direct or indirect duty or pecuniary interest which conflicts or may conflict with his duties as a governor of the SSC shall disclose that fact to the SSC as soon as he becomes aware of it. This should be reviewed periodically, and any

changes should be declared at that time. A person must absent themselves from any discussions of the SSC in which it is possible that a conflict will arise between their duty to act solely in the interests of the school and any duty or personal interest (including but not limited to any pecuniary interest).

- 3.10 A governor of the SSC has a pecuniary interest if they, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as their partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the School.

#### **Minutes of meetings**

- 3.11 At every meeting of the SSC the minutes of the last meeting shall be taken as the first agenda item after any apologies and, if agreed to be accurate, shall be signed by the Chair as a true record.
- 3.12 The governance clerk to the SSC shall ensure that a copy of the draft minutes from each SSC meeting are shared with the Governance Manager at the Trust. This should happen as soon as they have been drafted and at least within one week of the meeting or within SLA's. Any significant changes to the draft minutes should be notified to the Governance Manager.

#### **4. DELEGATED POWERS**

The powers delegated to the SSC are described in our Trust's Schemes of Delegation.

- 4.1 The SSC shall be required to take part in self-review at least annually and is accountable for meeting his own training and development needs. It is a governor's responsibility to consider if, and raise any concerns where, they feel that appropriate training and development is not being provided.
- 4.2 Governors shall be expected to report to the Trust against KPIs which have been set for the school and provide such data and information regarding the business of the school and the pupils attending the school as the Trustees may require from time to time. Governors shall be expected to agree and update a classification for their school in line with our Trust's policy in this area every half term.
- 4.3 For the avoidance of doubt, where a power is not expressly delegated to any SSC, it will be deemed to have been retained by the MTB. The Schemes of Delegation may be reviewed by the Trustees at any time but shall be reviewed at least annually. Trustees reserve the right to remove or alter any delegation at any time.

#### **Delegation to Headteacher of the School**

Subject to the responsibilities of the SSC and the policy statements of the Trust, the Headteacher of the School shall be responsible to the SSC for the decisions and actions described in our Trust's Schemes of Delegation.

## Appendix 2 - Code of Conduct for Trustees



### ENSURING EXCELLENCE

#### CODE OF CONDUCT FOR THE BOARD OF TRUSTEES

Once this code has been adopted, all board members agree to faithfully abide by it. We agree to follow the [charity governance code](#). We will abide by the Seven Nolan Principles of Public Life:

**1. Selflessness**

We will act solely in terms of the public interest.

**2. Integrity**

We will avoid placing ourselves under any obligation to people or organisations that might try inappropriately to influence us in our work.

We will not act or take decisions in order to gain financial or other material benefits for ourselves, our family, or our friends. We will declare and resolve any interests and relationships.

**3. Objectivity**

We will act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

**4. Accountability**

We are accountable to the public for our decisions and actions and will submit ourselves to the scrutiny necessary to ensure this.

**5. Openness**

We will act and take decisions in an open and transparent manner. Information will not be withheld from the public unless there are clear and lawful reasons for so doing.

**6. Honesty**

We will be truthful.

**7. Leadership**

We will exhibit these principles in our own behaviour. We will actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

**We will apply the highest standards and will:**

1. act within our powers.
2. promote the success of the Trust.
3. exercise independent judgement.
4. exercise reasonable care, skill and diligence.
5. avoid conflicts of interest.
6. not accept benefits from third parties.
7. declare interest in proposed transactions or arrangements.

**We will focus on our core purpose:**

1. strategic leadership: defining a vision, fostering a culture and championing the strategy.
2. accountability and assurance: providing robust and effective oversight of operations and performance.
3. engagement: strategic oversight of relationships with stakeholders.

**As individuals, we agree to:**

**Fulfil our role & responsibilities**

1. We accept that our role is strategic and so will focus on our core purpose rather than involve ourselves in day-to-day management.
2. We will fulfil our role and responsibilities as set out in our scheme of delegation.
3. We will develop, share and live the ethos and values of our Trust.
4. We agree to adhere to trust policies and procedures.
5. We shall fully cooperate with individual requests that are necessary to ensure organisational compliance, such as disclosure and barring or right to work checks.
6. We will work collectively for the benefit of the Trust.
7. We will be candid but constructive and respectful when holding senior leaders to account.
8. We will consider how our decisions may affect the Trust and local community.

9. We will stand by the decisions that we make as a collective.
10. Where decisions and actions conflict with the Seven Principles of Public Life or may place pupils at risk, we will speak up and bring this to the attention of the relevant authorities.
11. We will only speak or act on behalf of the Trust board if we have the authority to do so.
12. We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
13. When making or responding to complaints, we will follow the established procedures.
14. We will strive to uphold the Trust's reputation in our private communications (including on social media).
15. We will have regard to our responsibilities under The Equality Act and will work to advance equality of opportunity for all.

#### **Demonstrate our commitment to the role**

1. We will involve ourselves actively in the work of the board and accept our fair share of responsibilities, serving on committees or working groups where required.
2. We will make every effort to attend all meetings and where we cannot attend explain in advance why we are unable to.
3. We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.
4. We will get to know the schools well and welcome opportunities to be involved in school activities.
5. We will visit the schools and when doing so will make arrangements with relevant staff in advance and observe school and board protocol.
6. When visiting a school in a personal capacity (for example, as a parent or carer), we will continue to honour the commitments made in this code.
7. We will participate in induction training, prioritise training in required areas (such as safeguarding) and commit to developing our individual and collective skills and knowledge on an ongoing basis.

#### **Build and maintain relationships**

1. We will develop effective working relationships with leaders, staff, parents and other relevant stakeholders from our local communities.
2. We will engage with and be accountable to those governing at local level.
3. We will respect the remit of, and engage constructively with, relevant authorities, sector bodies and other Trusts.
4. We will express views openly, courteously and respectfully in all our communications with board members and staff both inside and outside of meetings.
5. We will work to create an inclusive environment where each board member's contributions are valued equally.
6. We will support the chair in their role of leading the board and ensuring appropriate conduct.

#### **Respect confidentiality**

1. We will observe complete confidentiality both inside and outside of the Trust when matters are deemed confidential or where they concern individual staff, pupils or families.
2. We will not reveal the details of any board vote.
3. We will ensure all confidential papers are held and disposed of appropriately.
4. We will maintain confidentiality even after we leave office.

#### **Declare conflicts of interest and be transparent**

1. We will declare any business, personal or other interest that we have in connection with the board's business, and these will be recorded in the register of business interests.
2. We will also declare any conflict of loyalty at the start of any meeting should the need arise.
3. If a conflicted matter arises in a meeting, we will offer to leave the meeting for the duration of the discussion and any subsequent vote.
4. We accept that the Register of Business Interests will be published on the Trust's website.
5. We will act as a Trustee, not as a representative of any group.
6. We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles on the Trust board, attendance records, relevant business and pecuniary interests, category of Trustee and the body responsible for appointing us will be published on the Trust website.
7. We accept that information relating to board members will be collected and recorded on the DfE's national database (Get Information About Schools), some of which will be publicly available.

We understand that potential or perceived breaches of this code will be taken seriously and that a breach could lead to formal sanctions.

# Appendix 3 - Trustee Role Description



## ENSURING EXCELLENCE

### ROLE DESCRIPTION FOR TRUSTEES

#### Role purpose

Trustees work together to fulfil the purpose of the Trust board:

- strategic leadership - defining the vision, fostering the Trust's culture and setting the strategy.
- accountability and assurance - robust and effective oversight of Trust operations and performance.
- strategic engagement - oversight of relationships with stakeholders, ensuring decision-making is supported by meaningful engagement..

Trustees are responsible for governing a charitable company and directing how it is managed and run. Trustees must also ensure that the Trust complies with all legal and statutory requirements. Trustees should seek the advice of the board's governance professional and other professional advice as appropriate.

#### The Trust board's strategic responsibilities

The Trust board works closely with the Trust Executive Group (TEG) and the Trust Strategic Leadership Team (TSLT). Senior executive leaders are responsible for day-to-day operational management of the Trust and its schools, whereas the role of the board is strategic. As such, Trustees are responsible for:

- determining the mission, values and long-term ambitious vision for the Trust.
- deciding the principles that guide Trust policies and approving key policies.
- appointing and appraising the CEO and making pay recommendations.
- working with senior leaders to develop a strategy for achieving the vision.
- ensuring that stakeholders are involved, consulted and informed as appropriate.
- ensuring that all schools in the Trust deliver a broad and balanced curriculum such that pupils are well prepared for the next stage of their education and adult life.
- taking ownership of the Trust's financial sustainability and ensuring effective resource management across the Trust.
- agreeing the Trust's staffing structure and keeping it under review to ensure it supports delivery of the strategy.
- ensuring robust risk management policy and procedures are in place and that risk control measures are appropriate and effective.

#### Monitoring and evaluating trust performance

Trustees must monitor the priorities that have been set to ensure progress is being made by:

- measuring the Trust's impact and progress towards its strategic objectives.
- ensuring the required policies and procedures are in place and the Trust is operating effectively in line with these policies.
- holding the CEO to account for standards, financial probity and compliance with agreed policies.
- evaluating relevant data and feedback provided by the senior executive leaders and external reporting on all aspects of trust performance.
- asking challenging questions of the CEO in order to hold them to account.
- ensuring that there are policies and procedures in place to deal with complaints effectively.

## **Contribution to the trust board**

Trustees should ensure that they make a positive and meaningful contribution to the board by:

- attending meetings (typically four full board meetings each year and a 24 hour conference), reading papers and preparing questions for the senior executive leaders in advance.
- membership of at least one of the board's sub-committee's.
- establishing and maintaining professional relationships with senior executive leaders and colleagues on the board of Trustees.
- getting to know schools within the Trust, including visiting occasionally during school hours.
- undertaking induction training and developing knowledge and skills on an ongoing basis.

## **Local governance arrangements - School Standards Committee's**

Our Trust board delegates responsibility for local governance to a School Standard's Committee in each of our schools. Trustees are responsible for:

- ensuring that the Trust's governance structure meets the needs of the Trust .
- agreeing clear schemes of delegation, outlining the responsibilities delegated to the senior executive leader and the responsibilities of the board and academy committees.
- ensuring effective communication channels are in place.

## Appendix 4 - Chair of Trustees Role Description



### ENSURING EXCELLENCE

#### ROLE DESCRIPTION FOR THE CHAIR OF TRUSTEES

##### Role purpose

To provide leadership to the Trust board, ensuring that it fulfils its functions well, and to work closely with the CEO to support, advise and help shape proposals to be discussed at board meetings, ensuring the focus is strategic.

##### Leading Governance

- ensure the board and CEO have a shared vision and sense of purpose.
- ensure the board sets a clear vision and strategy for the Trust.
- lead the board in monitoring the implementation of the strategy.
- set the culture of the board, balancing and valuing the support and challenge responsibilities, the generative and fiduciary modes of operation.
- ensure the board acts as a team.
- collaborate with Trust leaders to ensure that all levels of governance across the Trust are effective and receive adequate governance professional support.
- where required, represent the Trust board in its dealings with external partners and be an advocate for the Trust.
- attend school and Trust functions (performances/sports days/prize-giving) as appropriate and encourage other Trustees to do so.
- meet regularly with the chairs of the School Standards Committees (SSCs).
- report to the Trust's members, in particular at the AGM.

##### Leading and developing the team

- ensure the board has the required skills and commitment to govern well, and that identified skills gaps are filled .
- ensure a diverse team that reflects the communities served with a mix of new and experienced Trustees and a variety of backgrounds.
- ensure all Trustees have a thorough understanding of their role and receive appropriate induction and training as required.
- encourage the board, and individual Trustees, to conduct annual self-evaluation.
- ensure that Trustees are involved and feel valued.
- encourage the development of Trustees.
- model and reinforce the board's agreed code of conduct.
- develop a good working relationship with the Vice Chair, ensuring they are kept fully informed and delegating tasks as appropriate.
- ensure that there is a plan for succession for the Chair, Vice Chair and any committee Chairs.
- ensure that those governing at academy level are also developed to govern well.

##### Working with the CEO

- build a professional relationship with the CEO that allows for honest conversations, acting as a sounding board and ensuring there are no surprises at meetings.
- meet regularly with the CEO.
- ensure there are transparent and effective processes for CEO recruitment and induction.
- ensure appropriate Trustee involvement in the recruitment of other executive leaders.

- ensure all Trustees concentrate on their strategic role and hold the CEO to account.
- ensure that Trust leaders provide information that allows the board to fulfil its function.
- ensure the workload and wellbeing of executive leaders is considered.
- ensure the CEO provides staff with an understanding of the role of the Trust board and acts as a link between the two.
- play a lead role in any decision to suspend the CEO.

### **Leading improvement**

- ensure the board is involved at a strategic level in the Trust's self-evaluation process and that this feeds into its key priorities.
- ensure the board's business is focused on the Trust's strategic priorities.
- ensure the board has the information it needs to monitor the progress of pupils and consider appropriate actions to improve outcomes.
- ensure the board has good knowledge of the schools and the work of the Trust.
- ensure there are mechanisms in place to listen to the views of parents, pupils and staff.

### **Leading Trust board business**

- ensure the Trust board appoints a governance professional capable of advising the board on its functions and relevant procedure and that they are appraised and developed.
- collaborate with the governance professional to establish effective working procedures and, where relevant, sound committee structures.
- work with the governance professional and the CEO to plan for board meetings, ensuring that agendas focus on the board's key responsibilities and strategic priorities and avoid unnecessary paperwork.
- chair meetings effectively, promoting an open culture that allows ideas and discussion to thrive while ensuring clear decisions are reached as quickly as possible.
- ensure that decisions taken at the meetings of the Trust board are implemented.
- ensure that effective arrangements are in place for dealing with complaints made to the Trust board under the adopted complaints procedure.
- ensure that effective arrangements are in place for dealing with employment matters, (for example, grievance, disciplinary, capability) under the adopted procedures of the Trust.

# Appendix 5 - Vice Chair Role



## ENSURING EXCELLENCE

### GUIDANCE ON THE ROLE OF THE VICE CHAIR

#### Role purpose

The Vice Chair shares the leadership of the board and helps to make the role of chair more manageable.

The purpose of the role is to:

- Act as a sounding board for the Chair.
- Share tasks with the Chair when agreed, ensuring a manageable workload.
- Support the Chair in making sure the board functions effectively.
- Be the Chair's deputy in times of absence.

#### Vice Chair duties

- The Vice Chair carries out all the duties that are expected of a trustee.
- The Vice Chair carries out all the duties of the Chair, in the Chair's absence.
- The Vice Chair carries out specific tasks or responsibilities that may be delegated to them.
- Any duties delegated to the Vice Chair should be documented so all Trustees are clear on their role and responsibilities.

#### Required skills, knowledge and behaviour

- Be able to build a strong working relationship with their Chair, to enable them to work in close partnership with each other.
- Efficient sharing of workload to increase the leadership capacity of the board.
- Be able to act as Chair at any board meeting, if required.
- Be able to take on other responsibilities and duties normally performed by the Chair, if the Chair has a period of extended absence.
- Be willing to undertake training or shadow the Chair so they are well prepared to step in for their Chair in any period of absence.

#### Succession planning

The board must plan for the Chair's replacement before they step down. Often the Vice Chair is an aspiring Chair so will need appropriate support and training to prepare them for the role of Chair.

# Appendix 6 - Code of Conduct for SSC Governors



## ENSURING EXCELLENCE

### CODE OF CONDUCT FOR SSC GOVERNORS

It is important that confidence in the good governance and probity of academies generally and the board of the Community Academies Trust (**the Trust**) in particular is maintained. In order to assist the Board of Trustees (**the Board**) to achieve this, the SSC has adopted this code of conduct for SSC governors (**the code**).

The SSC is the school's accountable body responsible to the Trust for the conduct of the school and for promoting high standards. The SSC aims to ensure that pupils attend a successful school which provides them with an excellent education and supports their well-being.

The SSC is responsible to the Trust for its actions and is expected to follow the expectations of governors as laid down by the Trust. These expectations mirror those which apply to the Board of Trustees, as follows:

#### **School:**

- Aims to establish an SSC that is competent, accountable, independent, and diverse that promotes best practice in governance.
- Aims to make sure that its governors promote and uphold high standards of conduct, probity, and ethics. Each governor shall uphold the seven principles of public life identified by the Nolan Committee on Standards in Public Life (May 1996).
- Requires its governors to act in accordance with the Trust's Articles of Association, Governance Charter and associated Scheme of Delegation together with this the code. Each governor shall obey the articles and decisions taken by the board and SSC in accordance with the articles.

#### **Application of the Code**

This code applies to all governors of the SSC when exercising any of the board's powers delegated to them under the articles.

By accepting appointment to the SSC, each governor agrees to accept the provisions of this code.

#### **The good governance standard for public services**

The standard prepared by The Independent Commission on Good Governance in Public Services in 2005 comprises six core principles of good governance, each with its supporting principles. Set out below is an extract of these core principles:

Good governance means focusing on the organisation's purpose and on outcomes for citizens and service users.	<p>We will:</p> <ul style="list-style-type: none"> <li>• Be clear about the school's purpose and its intended outcomes for citizens and pupils</li> <li>• Make sure that pupils receive a high quality education</li> </ul>
Good governance means performing effectively in clearly defined functions and roles.	<p>We will:</p> <ul style="list-style-type: none"> <li>• Be clear about the functions of the SSC</li> <li>• Be clear about relationships between governors and the public</li> </ul>
Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour.	<p>We will:</p> <ul style="list-style-type: none"> <li>• Put organisational values into practice</li> <li>• Behave in ways that uphold and exemplify effective governance</li> </ul>
Good governance means taking informed, transparent decisions and managing risk.	<p>We will:</p> <ul style="list-style-type: none"> <li>• Be rigorous and transparent about how decisions are taken</li> <li>• Have and use good quality information, advice, and support</li> <li>• Make sure that an effective risk management system is in operation</li> </ul>
Good governance means developing the capacity and capability of the SSC to be effective.	<p>We will:</p> <ul style="list-style-type: none"> <li>• Make sure that appointed and elected governors have the skills, knowledge and experience they need to perform well</li> <li>• Develop the capability of people with governance responsibilities and evaluate their performance as individuals and as a group</li> <li>• Strike a balance, in the membership of the SSC, between continuity and renewal</li> </ul>
Good governance means engaging stakeholders and making accountability real.	<p>We will:</p> <ul style="list-style-type: none"> <li>• Understand formal and informal accountability relationships</li> <li>• Take an active and planned approach to dialogue with and accountability to the public</li> <li>• Take an active and planned approach to responsibility to staff</li> <li>• Engage effectively with institutional stakeholders</li> </ul>

## Nolan principles

The Trust expects each governor to uphold the following principles based on the Nolan Committee's work:

- **Selflessness** - take decisions solely based on the vision and values of the Trust.
- **Integrity** - not be compromised in carrying duties by outside organisations or personal interest.
- **Objectivity** - remain impartial and ensure choices are made on merit alone.
- **Accountability** - be responsible for decisions and actions.
- **Openness** - give reasons for actions wherever possible and restrict information only when the wider public interest clearly demands.
- **Honesty** - declare any private interests and take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** - promote these principles by example.

Additionally, the board expects governors to promote equality and diversity in all aspects of the school's governance and when carrying out any of their functions.

## **Duties & responsibilities**

Governors shall:

- Fulfil their responsibilities and duties as a governor of the school in good faith and:
  - Act in the best interests of the school
  - Act professionally in all respects
  - Act within the scope of any authority given to them by the board or the SSC by law, by regulations or by the articles
  - Use reasonable skill and care when making decisions
- Act in accordance with the articles at all times.
- Be committed to the Trust's values and objectives (including equal opportunities), to contribute to and share responsibility for the SSC decisions, to read SSC papers and to attend meetings, training sessions and other relevant events.
- Declare all interests they have as required by the articles and the general law and to comply with any rules requiring withdrawal from a meeting where this is required because of an interest.
- Respect the confidentiality of information that they may have access to as a governor of the school and keep confidential the affairs of the SSC.
- Inform the governance clerk to the SSC as soon as possible should any changes to their circumstances occur during their term as a governor, including if:
  - There are any changes to the interests which have been declared
  - They become, or cease to be, a company director, board member or trustee of another company or charity
  - Their occupation changes
  - They move house
  - They become employed by the school

## **Breaches of the code**

Every governor is under a duty to report any breach of this code or any grounds for believing that a breach of the code has occurred to the SSC Chair (and if the allegation is about the Chair, to the Vice-Chair).

Failing to report a breach of this code is in itself a breach of this code.

Any breach of this code will be treated extremely seriously by both the SSC and the school and may result in suspension or removal from the SSC.

In the event of a breach of this code each governor agrees to participate fully in any investigation's procedure instigated by the SSC and to abide by any sanction that may be imposed on them by the SSC for such breach.

## **Review**

The Governance Manager will be responsible for ensuring that this code of conduct is kept under review.

# Appendix 7 - Role Description for SSC Governors



## ENSURING EXCELLENCE

### ROLE DESCRIPTION FOR SSC GOVERNORS

#### Role purpose

The CAT Trust Board delegates some responsibilities to the School Standards Committee's (SSC's) under the Scheme of Delegation and Terms of Reference, to help the Trust board fulfil its purpose and to strengthen MAT governance. SSCs are responsible for the Standards of Education in their school and provide a local perspective to the schools' governance.

#### Responsibilities

Our trust SSC's have responsibility for standards in their school:

- Ensure that the Trust's vision, ethos and strategy is adopted and applied by school leaders.
- Work with senior leaders to identify areas for improvement and develop strategies to address them in line with the Trust's strategic objectives.
- Monitor school performance and improvement through regular reviews of performance data, including exam results, attendance rates, and pupil progress, to ensure that the school is meeting its targets.
- Ensure that the Trust's curriculum is being provided to pupils in an appropriate manner for the school's context.
- Ensure that the required policies and procedures are in place and that the school is operating effectively in line with these policies.
- Establish a strong relationship with the headteacher in order to provide effective support and challenge.
- Ensure that the Trust's policies/strategies that are aligned across the trust are implemented effectively in school.

#### Panels and committees

When required, SSC governors may be expected to serve on panels in order to:

- hear staff grievances and disciplinary matters.
- review decisions to exclude pupils.
- deal with formal complaints in line with the Trust's complaints procedure.

#### Contribution to the SSC

SSC governors should ensure that they are making a positive and meaningful contribution to the SSC by:

- attending meetings, reading papers, and preparing questions for senior leaders in advance.
- establishing and maintaining professional relationships with senior leaders and colleagues on the SSC.
- getting to know the school, including visiting the school periodically during school hours.
- undertaking induction training and engaging in ongoing development.

## Appendix 8 - Role Description for SSC Chair of Governors



### ENSURING EXCELLENCE

#### ROLE DESCRIPTION FOR SSC CHAIR OF GOVERNORS

##### Role purpose

On behalf of the Trustees, provide leadership and management for their team of governors that comprise the SSC, ensuring that it fulfils its delegated responsibilities well, and to work closely with the headteacher to support, advise and help shape proposals to be discussed at SSC meetings, ensuring the focus is strategic.

##### Leading Governance - on behalf of the Trustees

- ensure the SSC and headteacher have a shared vision and sense of purpose.
- lead the SSC in monitoring the implementation of the School Improvement Plan.
- set the culture of the SSC, balancing and valuing the support and challenge responsibilities.
- ensure the SSC acts as a team.
- where required, represent the SSC in its dealings with external partners and be an advocate for the school and Trust.
- attend school functions (performances/sports days/prize-giving) as appropriate and encourage other governors to do so.

##### Leading and developing the team - on behalf of the Trustees

- ensure the SSC has the required skills and commitment to govern well, and that identified skills gaps are filled.
- ensure a diverse SSC that reflects the local school community with a mix of new and experienced governors and a variety of backgrounds.
- ensure all SSC governors have a thorough understanding of their role and receive appropriate induction and training as required.
- encourage the SSC, and individual SSC governors, to participate in the Trust's governance evaluation process.
- ensure that SSC governors are involved and feel valued.
- encourage the development of SSC governors.
- model and reinforce the Trust's code of conduct for SSC governors.
- develop a good working relationship with the Vice Chair, ensuring they are kept fully informed and delegating tasks as appropriate.
- ensure that there is a plan for succession for the Chair and Vice Chair.

##### Working with the headteacher - on behalf of the Trustees

- build a professional relationship with the headteacher that allows for honest conversations, acting as a sounding board and ensuring there are no surprises at meetings.
- meet regularly with the headteacher.
- ensure all SSC governors concentrate on their strategic role and hold the headteacher to account.
- ensure that school leaders provide information that allows the SSC to fulfil its function.

- ensure the workload and wellbeing of executive leaders is considered.
- ensure the headteacher provides staff with an understanding of the role of the SSC and acts as link between the two.

#### **Leading improvement - on behalf of the Trustees**

- ensure the SSC's business is focused on the strategic priorities.
- ensure the SSC has the information it needs to monitor the progress of pupils and consider appropriate actions to improve outcomes.
- ensure the SSC has good knowledge of the school.
- ensure there are mechanisms in place to listen to the views of parents, pupils and staff.

#### **Leading SSC business - on behalf of the Trustees**

- ensure the SSC has a suitable governance clerk in place to support and advise the SSC in governance matters.
- work with the governance clerk and headteacher to plan for SSC meetings, ensuring that agendas focus on the SSC's key responsibilities and strategic priorities and avoid unnecessary paperwork.
- chair SSC meetings effectively, promoting an open culture that allows ideas and discussion to thrive while ensuring clear decisions are reached as quickly as possible.
- ensure that decisions taken at SSC meetings are implemented.
- ensure that effective arrangements are in place for dealing with complaints made to the SSC under the Trust's complaints procedure.