



GOVERNANCE CHARTER

Approved by Trustees December 2025

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Version 1



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2. Introduction and Executive Summary

This Governance Charter sets out the strategic framework for governance across South Downs Learning Trust (SDLT). It defines roles, responsibilities, structures, and oversight mechanisms that underpin effective governance at trust and school level. The Charter works alongside the Scheme of Delegation and reflects SDLT's commitment to earned autonomy, strategic alignment, and local accountability. It supports trustees, governors, and leaders in making clear, consistent, and informed decisions that improve outcomes for all learners

3. Governance Philosophy

Our governance philosophy is built on the principles of earned autonomy, strategic alignment, and community accountability. It ensures that decision-making is distributed effectively across the Trust Board, Executive Team, and Local Governing Committees (LGCs).

We uphold clear principles of oversight and intervention, ensuring governance remains responsive to both performance and risk. Our mechanisms for review and evolution allow us to adapt our governance structures in response to educational, regulatory, and organisational change.

Together with the Scheme of Delegation, this Charter ensures that our governance is coherent, transparent, and strategically aligned, enabling us to deliver on our commitment to *Achieving Success Together*.

The Governance Charter will:

- Ensure that the executive leadership is clear about which decisions the trust board remains in control of
- Ensure that the role of the executive is fully understood throughout South Downs Learning Trust
- Promote a culture of honesty and accountability
- Identify levels of responsibility and accountability

Principles of Governance

This Governance Charter sets out the fundamental principles of the organisation and details the rules of governance. These are determined within:

- The Articles of Association
- The Scheme of Delegation
- Terms of Reference
- Associated guidance documents, policies, and job descriptions

The principles are based on the concept of 'Earned Autonomy' which delegates the greatest level of responsibility and decision making to the individual academy school as is appropriate for the individual circumstance. However, delegation is subject to regular performance review. Where there is underperformance or risk, the Trust Board may revise delegated authority to ensure compliance, financial health, and pupil outcomes.

South Downs Learning Trust commits to reviewing and developing the Governance structures to take into account the dynamic environment of education and best practice.

Financial governance must be compliant with the regulations laid out in the Academy Trust Handbook (2025).

Effective governance is supported by the structure of:

- Trust Members
- Trust Board
- LGCs
- The Executive Team
- The Trust Board retains overall responsibility and ultimate decision-making authority for all the work of the Academy Trust regardless of delegation outlined within this document, in line with direct responsibility to the Department for Education and the Secretary of State for Education.

Working Principles:

- Community schools for the community
- All academy schools will continue to engage and promote links with their local and regional community
- Academy schools will retain the school and Trust identity
- As South Downs Learning Trust we will be a beacon of excellent provision, learning and teaching
- All academy schools will be inclusive and responsive to their community needs through enshrining equality

Governance

- Local Governing Committees (LGCs) will be retained with their responsibilities clearly outlined in the Scheme of Delegation and Terms of Reference
- LGCs will be focused on Teaching and Learning, outcomes for pupils, and safeguarding.
- Functions not related to Teaching and Learning, or pupil outcomes will be centralised where necessary to ensure best value and economies of scale.

Finance and Administration

- South Downs Learning Trust core functions must be adequately resourced
- Budgets are delegated in line with the Scheme of Delegation to the appropriate level.
- South Downs Learning Trust and Academy schools will always seek to secure best value in services, supplies, and procurement.
- South Downs Learning Trust commits to seek an increase in the amount of 'real' money invested in Teaching and Learning at each site.

Earned Autonomy

We believe that decision-making should be as close as possible to the point of impact. Schools that demonstrate strong leadership, sound financial management, and positive educational outcomes are granted greater autonomy. This empowers local leaders to innovate and respond to their communities while remaining aligned with trust-wide standards.

Strategic Alignment

While autonomy is encouraged, all governance activity is underpinned by a shared strategic vision Achieving Success Together. This ensures that every school contributes to the trust's overarching goals, including high-quality teaching, inclusive education, and sustainable improvement. Governance structures are designed to support this alignment through clear delegation, robust oversight, and collaborative planning.

Community Accountability

SDLT is committed to being a trust of local schools for local communities. Governance is not only about compliance and performance, it's about listening to stakeholders, responding to local needs, and building trust. Local Governing Committees (LGCs) play a vital role in representing the voices of parents, pupils, and staff, ensuring that governance remains grounded, inclusive, and responsive.

Together, these principles create a governance culture that is strategic, empowering, and ethically driven one that supports excellence in education while remaining accountable to those we serve.

Summary of Delegated Powers

The following section provides a high-level overview of how governance responsibilities are distributed across South Downs Learning Trust (SDLT). These delegated powers ensure that decision-making is both strategic and responsive, with clear lines of accountability. For detailed responsibilities, refer to the Scheme of Delegation.

The Trust Board holds ultimate accountability for the performance, financial integrity, and strategic direction of SDLT. Its responsibilities include:

Strategic Oversight: Setting the trust's vision, values, and long-term goals, and ensuring alignment across all academies.

Financial Accountability: Approving budgets, monitoring financial performance, and ensuring compliance with the Academy Trust Handbook (2025).

Policy Approval: Establishing trust-wide policies and frameworks, including safeguarding, curriculum, and HR policies.

4. Vision, Values, and Strategic Aims

Achieving Success Together

The aim of our Trust is to provide outstanding educational experience for all learners. We believe this is their entitlement and, therefore, the learner's focus is at the forefront of all that we do. Our aim is that all schools in the South Downs Learning Trust create an environment that suits all types of learners, providing an education that recognises the needs of all our young people, no matter what their gift or talent may be. The focus of our efforts is quite firmly in the classroom, developing minds and challenging thinking; we strive for excellence in all that we do.

Our local school communities have been working closely together for some time, and our learners have already benefitted from this collaboration and local Eastbourne partnership.

We want to build upon this established foundation and, importantly, further our localised community relationships.

Our trust schools will retain their own unique identity and autonomy. We want to work closely with our school headteachers by focusing on how we can help support their school improvement areas. We can do this by sharing expertise, offering support and pooling our resources in order to optimise strength, sustainability and successful strategic planning. We want to remain community focused and stay local, thus making the trust and its partnerships more sustainable for the future. We will help develop a sustainable and exciting educational experience that places our learners at the centre of all we do. This will be strengthened by working collaboratively with our local school communities and further supported by professional, localised relationships with the common goal of Achieving Success Together.

Values: Trust Foundation of Excellence

Our learners matter. We offer our learners an absolute commitment to excellence, based on high quality teaching and a wide range of experience beyond the classroom.

Relentless ambition. We are ambitious for all learners. We ensure the curriculum is well matched to learner needs and is both challenging and aspirational.

Excellence as standard. We pursue excellence in leadership at every level by providing high quality and well targeted professional development.

Stronger as one. SDLT is a community of local schools that, whilst being diverse and unique in their own context, will ensure every child receives the highest quality educational experiences and pastoral support.

High achievement culture. SDLT is committed to sustaining high quality local schools.

Local partnerships. SDLT works collaboratively with our wider local community, forging strong local engagement with industry and employers to enrich our learners' experiences

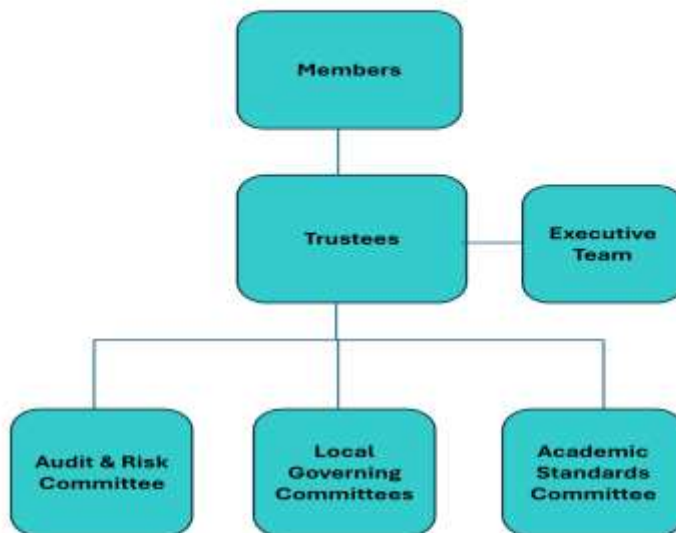
Our aims

We are a multi academy trust that nurtures our academies to be unique environments, providing robust and effective governance and strategic oversight, to enable each leadership team to be empowered to lead their own development and growth and to focus on their core areas of teaching and learning.

The Trust focuses on securing and maximising the best available resources for our academies, enabling them to provide safe, diverse, and sustainable places of learning to support our students in achieving their potential.

5. Governance Structure Overview

This structure shows reporting and accountability relationships between Members, Trustees, Committees, LGCs and the Executive Team



Supporting Documents

A full breakdown of delegated responsibilities, including governance, education, finance, and compliance decisions is outlined in Decision Making Matrix, which forms the Trust's Scheme of Delegation (SoD).

The Trust Board is supported by sub-committees, including.

Audit & Risk Committee – oversees risk compliance and internal control.

Academic Standards Committee – monitors educational performance and pupil outcomes.

Their roles are defined in the decision-making matrix.

6. Accountability for Decisions

Delegation of Powers

South Downs Learning Trust Board delegates authority to three key groups in order to ensure and achieve effective leadership and governance of the Academy Trust:

The Executive Team and leadership of each academy school

The Local Governing Committee, the purpose of this delegation is to:

- Avoid duplication of governance and reporting responsibilities
- Enable governance to be as close as possible to point of impact

The Terms of Reference and Scheme of Delegation provide clarity of where the decision making takes place. The clarity surrounding this provides an environment suitable for effective leadership and management as well as effective governance

7. Roles and Responsibilities

Unlike the Governance Handbook, which provides practical guidance, operational procedures, and role-specific expectations, the Charter focuses on the strategic architecture of governance. It is designed for Trustees, senior leaders, and governance professionals who require clarity on how SDLT's governance model supports its mission, vision, and values.

The Charter outlines:

- South Downs Learning Trust will review and maintain policies as a central function with delegated ability for local amendment with the approval of the Board of Trustees
- South Downs Learning Trust will broker CPD for all staff through association with local Teaching School Alliances and other providers, seeking funding where applicable and ensuring that all CPD is cascaded appropriately.
- South Downs Learning Trust commits to protect staff pay and conditions against local government and national pay scales.
- All Academy school staff will TUPE to South Downs Learning Trust with their current terms and conditions with any relevant measures discussed with Unions and staff during the TUPE process.
- South Downs Learning Trust will create opportunities for a 'real' staff well-being programme.
- Members of the Trust are the signatories to the Memorandum of Association and have agreed the Trust's Articles of Association (the document which outlines the governance structure and how the Trust will operate). The Articles of Association describe how Members are recruited and replaced and how many of the Trustees the Members can appoint to the Trust Board. The Members can appoint Trustees to ensure that the Trust's Charitable Objects are conducted and so must be able to remove Trustees if they fail to fulfil this responsibility.
- Accordingly, the Trust Board submits an annual report on the performance of the Trust to the Members. Members are also responsible for approving any amendments to the Trust's Articles of Association.
- Members are permitted to be appointed as Trustees. In order to retain a degree of separation of powers between Members and the Trust Board, and in line with DfE expectations, not all Members are Trustees. Members are not permitted to be employees of South Downs Learning Trust.

Trustees

The Trustees are the Charity Trustees (within the terms of Section 177(1) of the Charities Act 2011) and are responsible for the general control and management of the administration of the Trust in accordance with the provisions set out in the Memorandum and Articles of Association. The Board of Trustees is the accountable body for the performance of all the schools within South Downs Learning Trust and as such has a responsibility to:

- Ensure clarity of vision, ethos, and strategic direction
- Hold the executive leadership team to account for the educational performance of the schools and their pupils, and the performance management of staff
- Oversee the financial performance of South Downs Learning Trust and make sure its money is well spent.

South Downs Learning Trust Board will achieve this through:

- Setting the vision, ethos and strategy for South Downs Learning Trust and work with the academy schools to reflect this at a local level
- Establish the governance structures for South Downs Learning Trust at all levels, in keeping with the Articles of Association
- Provide clarity, through the Terms of Reference and Scheme of Delegation, of where the governance functions are exercised.
- Setting the level of accountability and authority of each level of governance through the Scheme of Delegation
- Engaging with Academy schools' communities, parents, pupils, and staff
- Contributing to developing collaborative relationships and partnerships beyond South Downs Learning Trust
- Ensuring that there is a strong and effective executive leadership structure and personnel in place across South Downs Learning Trust
- Overview and scrutiny of Academy schools' education performance data
- Overview and scrutiny of South Downs Learning Trust's financial capability and management systems to ensure compliance with the Academy Trust Handbook (2025) and delivery of best value for money.
- Ensuring senior leaders within Academy schools are challenged to improve the education of their pupils
- Developing South Downs Learning Trust's Board to ensure that it has the capacity, skills and succession plans to have a positive impact on outcomes for pupils.

South Downs Learning Trust Board will set Trust-wide policy and principles.

South Downs Learning Trust Board will conduct regular skills audits of the Trustees. Where key skills are missing on the Board, expertise will be sourced to support the challenge and scrutiny of specialist areas such as human resources or educational performance.

South Downs Learning Trust is permitted to exercise all the powers of the Academy Trust.

South Downs Learning Trustees will delegate to the Executive Headteacher and leadership teams, the responsibility for all the day-to-day operations of the Trust. This document outlines the determination of the delegation of governance functions.

The Trustees have the right to review and adapt the governance structure of South Downs Learning Trust at any time which may include removing delegation as deemed appropriate.

Executive Headteacher

The Executive Headteacher has delegated responsibility for the operation of South Downs Learning Trust and all the academy schools and therefore has a role in the performance management of the Executive Team and the Academy Heads. Where there is delegation to the Local Governing Committee, this will usually be with the Chair of the LGC.

The Executive Headteacher is the accounting officer so has overall responsibility for the operation of South Downs Learning Trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability.

The Executive Headteacher is accountable to South Downs Learning Trust Board for the performance of the Executive Team and the academy schools.

The Academy Headteacher

The Academy Headteacher is responsible for the day-to-day management of the academy school.

The Academy Headteacher is managed by the Executive Headteacher. Where there is delegation, the Academy Headteacher will report to the LGC on delegated responsibilities.

Local Governing Committee

Through the principle of 'Earned Autonomy' South Downs Learning Trust considers the role of the Local Governing Committee to be an important one. Wherever possible South Downs Learning Trust has sought to ensure that the responsibility of decision making is closest to the point of impact.

The full responsibilities of the LGC are detailed in the Scheme of Delegation and the Terms of Reference but in broad terms include:

- To contribute to and fulfil the vision and ethos of the academy school and South Downs Learning Trust as it relates to the academy school. LGCs have particular regard to the aims and ambitions for their pupils
- To monitor and review the school development plan for the academy school in conjunction with the Academy Headteacher and Executive Headteacher. The LGC is focused on the academy school performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by South Downs Learning Trust Board.
- To act as a critical friend to the academy school leadership team; being ready to challenge and hold the school leaders to account for the performance of the academy school.
- To monitor school level budgets.
- Report to the South Downs Learning Trust Board as required

The LGC is considered, in legal terms, to be a committee of South Downs Learning Trust and, as such, has clear Terms of Reference and delegations as detailed in the Scheme of Delegation.

Delegation can be removed from the LGC by South Downs Learning Trust Board if intervention is deemed necessary.

Composition of Governance

Members

The minimum number of Members required by the Articles of Association is 3 (three) although the DFE's preference is for academy trusts to have a least 5 Members. An employee of the Trust cannot be a Member.

Appointment and removal of Members

The Members may agree by passing a special resolution to appoint such additional Members as they think fit.

The Members may agree by passing a special resolution to remove any Member. The Member whose proposed removal is the subject of the resolution is not entitled to vote on that resolution.

Meetings of Members

The Trust must hold an AGM each academy financial year and no more than 15 months must elapse between AGMs. So long as the first AGM is held within 18 months of incorporation, it need not hold it in the year of its incorporation or the following year.

The quorum of a general meeting is two (2) members. A Trustee may attend and speak at a general meeting or AGM. A Chair of a general meeting is elected by ordinary resolution of the Members present.

Appointment and Removal of Trustees

The Members may appoint up to 8 Trustees by ordinary resolution.

Co-opted Trustees may be appointed by the Trust Board in accordance with Article 58 of the Articles of Association. All Trustees, regardless of how they were appointed, may participate in the decision provided the meeting is quorate.

The term of office for a Trustee is four (4) years. This time limit does not apply to Trustees who are appointed ex officio.

Subject to remaining eligible, any Trustee may be reappointed at the end of the term of office up to a maximum of 8 years.

Requests to remain as a Trustee after this time will be assessed on an individual basis

A Trustee may resign by giving written notice to the Academy Trust.

A Trustee may be removed by the persons who appointed or elected them, or by ordinary resolution of the Members.

Proceedings of the Trustees

The Trustees shall appoint, and may remove, a governance professional, who shall not be a Trustee, Executive Headteacher or Principal.

Each school year the Trustees shall appoint a Chair and Vice Chair neither of whom can be an employee of the Academy Trust. The Chair and Vice Chair may resign by giving written notice to the Governance Professional.

The Trust must have at least two (2) parent Trustees unless the Trust has established Local Governing Committees that provide for at least two (2) Parent Local Governors. South Downs Learning Trust has made such provision.

The Trustees may appoint Local Governing Committees and any other Committees. These other committees may include members who are not Trustees provided that Trustees form a majority of the membership and no vote is taken unless a majority of

those present are Trustees. The membership and terms of reference of the committees shall be determined by the Trustees and reviewed each year.

The Trustees may delegate any of their powers or functions to any committee, Local Governing Committee, Trustee, Executive Headteacher or other holder of Executive Office. Any such delegation shall be in writing and subject to any conditions the Trustees may impose and may be revoked or altered.

The Trustees shall hold at least (3) meetings in every school year. Any three (3) Trustees may request a meeting of Trustees by giving written notice to the Governance Professional. Quorum at a meeting shall be three (3) or, if greater, one-third of the total number of Trustees.

Local Authority Associated persons shall never be able to exercise more than 19.9% of the votes at a meeting of Members. A Local Authority Associated Person cannot be appointed as a Trustee if that would mean that 20% or more of the total number of Trustees were Local Authority Associated Persons.

Each LGC comprises the following members (Local Governors) 1 x staff member (elected) (Staff Local Governor)

2 x parents (elected) (Parent Local Governor)

Up to 6 x co-opted/community governors and the Academy Headteacher (ex officio)

(Joining academy schools may retain their existing governance structure, but it would be the intention to move towards this structure over time)

Trustees will appoint a Chair to the LGC

The length of service of all Local Governors will be four (4) years. Subject to remaining eligible, any Local Governor may be reappointed or re-elected at the end of the term of office up to a maximum of 8 years. Requests to remain as a governor after this time will be assessed on an individual basis.

Every person wishing to become a Local Governor must be eligible to do so (as determined by the DfE eligibility criteria for Governors) and conduct a criminal records check by the Disclosure and Barring Service (DBS)

A new DBS will be required at the start of a new term of office.

Specific roles of the LGC will be determined by the LGC Chair, with reference to the Trustees, in order to effectively carry out their delegated responsibilities Local Governors are asked to:

- Prepare and make an active contribution at meetings of the LGC and relevant roles/committees as assigned Champion the Academy school and MAT in the local community Familiarise themselves with the academy school and MAT

policies as appropriate Visit the Academy school during school hours (with prior arrangement) and evening events to get to know the school and be visible to the local community.

- Attend training sessions for local governors as appropriate and convenient.

South Downs Learning Trust has the following Charitable Objects:

- The Trust's object is, broadly speaking, the advancement of education in the UK by the provision of schools or other educational institutions. Specifically, the Articles state the objects as:
- "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 a school offering a broad and balanced curriculum ("the Academy"), and to promote for the benefit of the individuals living in Eastbourne and the surrounding area who have need by reason of their age, infirmity or disability, financial hardship or social and economic circumstances or for the public at large the provision of facilities for recreation or other leisure time activities in the interests of social welfare and with the object of improving the condition of life of the said individuals."

Expectations of South Downs Learning Trust Trustees

All Trustees are required to:

- Follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as The Nolan Principles)

Comply with:

- The scheme of delegation to the Executive Team
- The trustee code of conduct
- Ensure they understand their duties, rights, and responsibilities, and that they are familiar with the function and role of South Downs Learning Trust
- Not misuse information gained in the course of their trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or seek those of connected persons, firms, businesses, or other organizations
- Participate actively in the induction process and any relevant training
- Powers, Functions and Responsibilities of Trustees

The Trustees are responsible for the governance and supervision of South Downs Learning Trust and its committees, including the Local Governing Committees.

The Trustees have a number of duties and responsibilities relating to the governance of South Downs Learning Trust and its finances. In summary, Trustees are responsible for:

- Establishing the vision, mission, and values of South Downs Learning Trust

- Carrying on South Downs Learning Trust in accordance with the objects of South Downs Learning Trust as set out in the Articles of Association and safeguarding the assets of The South Downs Learning Trust.
- Approving the strategy and structure for the operation of South Downs Learning Trust.
- The delegation of the running of the academy schools and the direction of the education, pastoral care, financial and other policies of South Downs Learning Trust to the Executive Team.
- Ensuring sound management and administration of South Downs Learning Trust by the Executive Team and ensuring that the Executive Team is equipped with the relevant skills and guidance
- Financial controls and the financial management of South Downs Learning Trust in accordance with the provisions of the Academy Trust Handbook (2025), which sets in detail provisions for the financial management of South Downs Learning Trust
- Setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon

Accountability of Trustees

The Trustees are accountable to:

- The beneficiaries of South Downs Learning Trust (pupils at academy schools, their parents, and the local community) for the quality of education and pastoral care at the academy schools, for matters of health and safety and for safeguarding and promoting the welfare of the pupils
- The DfE, the Education Skills Funding Agency and specifically the Secretary of State under the terms of the Funding Agreement
- The Secretary of State for operating South Downs Learning Trust for the public benefit, for the prudent management of South Downs Learning Trust and its financial efficiency and for compliance with legislation including that relating to Charities
- The employees of South Downs Learning Trust for their working environment and for compliance with the contract of employment and employment law requirements and matters of health and safety
- Other regulatory authorities for compliance with regulated responsibilities to which South Downs Learning Trust and the academy schools are subject

Conducting Trustee Business

Trustees are required to:

- Act together and not delegate responsibility of South Downs Learning Trust to others

- Act strictly in accordance with the Articles of Association
- Act in South Downs Learning Trust's interests only and without regard to their own private interests
- Manage South Downs Learning Trust's affairs prudently
- Not take personal benefit from South Downs Learning Trust unless expressly authorised by the Articles of Association or the Charity Commission
- Take proper professional advice on matters on which they are not competent

The Trustees should also hold the Executive Team to account. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed but also offer challenge, ask questions, seek information, and improve proposals where appropriate and act in the best interests of South Downs Learning Trust

The Trustees shall have regard to the Ofsted Framework for inspecting schools.

The Trustees shall have regard to the Academy Trust Handbook (2025) which shall be circulated to all Trustees.

Further information relating to the roles and responsibilities of Trustees can be found in DfE documentation and Charity Commission advice and guidance.

Chair of Trustees

The Board will elect an individual from appointed Trustees to act as Chair. A change of Chair will require a notification to be made to the DfE including a DBS disclosure form to be submitted by the DfE.

The main role of the Chair is to chair meetings of the Trust Board, providing leadership to the Trustees and acting as the main point of contact between the Trustees and the Executive Team.

Apart from special responsibilities or powers given to the Chair in the Articles of Association (the right to chair meetings of the Trust Board and to have a second or casting vote in a situation of equality of votes at a meeting of the Trust Board) the Chair has no special powers or rights over any other Trustee. Any specific functions must be expressly delegated to the Chair by the Board.

Meetings of Trustees

Trustees of South Downs Learning Trust commit to meeting at least (3) times per academic year. Meetings will be convened and conducted as detailed in the Articles.

In determining the agenda for Board meetings and committee meetings the Trustees will consider their requirements to:

- Ensure good financial management and effective internal controls

- Comply with the funding agreement and the current version of the Academy Trust Handbook (2025) (or successor documents)
- Receive and consider information on financial performance at least three (3) times per academic year
- Take appropriate action to ensure ongoing viability against agreed budgets
- In consultation with the governance professional, the Chair of South Downs Learning Trust will prepare an annual plan for the meetings of the Trustees

Delegation of Powers of Trustees

Trusteeship and Directorship are personal offices of Trust and responsibility and this cannot be transferred to another individual. In order to ensure proper management of South Downs Learning Trust and academy schools, the Trustees are enabled to delegate specific tasks to assist them in performing their duties and obligations.

South Downs Learning Trust Board has decided which decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (The Chair) and what will be delegated to the Executive Team. The Trustees will also decide when, and from whom they will take professional advice.

In deciding on delegation, the Trustees will consider:

- Non-executive powers must be exercised by the Trustees personally and cannot be delegated
- Except where it is impractical to do so, executive powers should be delegated to the Executive Headteacher and the Executive Team who may authorise further delegation
- Every act of delegation is only a delegation of power and does not relieve Trustees of their responsibility.

Delegation can be made to:

- Board Committees
- The Local Governing Committees
- An individual Trustee
- The Executive Team (who may delegate to further individuals)
- Stakeholder Voices

South Downs Learning Trust Trustees are committed to consider the voices of various stakeholders and to put in place arrangements to receive feedback and to respond appropriately.

This will include pupils, parents, and staff. Academy schools are expected to be involved in considering the voices of these and other stakeholders including the local community.

The Charities Statements of Recommended Practice (SORP) set out requirements for reporting risks to a charity. The Statements of Recommended Practice on Financial

reporting for charities state that the Trustees' annual report must include "a description of the principal risks and uncertainties facing the charity and its subsidiary undertakings, as identified by the charity trustees, together with a summary of their plans and strategies for managing those risks." The Trustees' report must include a description of the principle risks and uncertainties faced by South Downs Learning Trust and any subsequent undertakings as identified by the Trustees. The report must also include a summary of the plans and strategies for managing these risks.

Trustees must be specific in identifying and addressing each risk and not use general statements regarding risk management.

This must include:

- Operational Risks – employment issues, health and safety, fraud, service quality and development
- Financial Risks – accuracy of financial information, cash flow, reserves, over reliance on funding sources
- External risks – changes in government policy, economic factors, demographic changes, adverse publicity
- Regulatory Risks – compliance with legislation, changes in policy, changes in regulator Trustees must therefore include
- Decision making processes to respond to risks identified, including where appropriate seeking advice from professional advisors
- Appropriate statements regarding the management of risks in their annual report
- Management of Conflicts of Interest

Trustees have a statutory duty to:

- Declare the nature and extent of an interest, which conflicts (or could conflict) with any matter relating to the Academy Trust
- Avoid any conflict of interest between that interest and the interests of South Downs Learning Trust
- Charity law and guidance issued by the Charity Commission place obligations on the Trustees to manage any conflict between a Trustee's duty to South Downs Learning Trust and their own personal interests or for a Trustee to be influenced by conflicting duties to South Downs Learning Trust and a third party.

Recruitment of Trustees

It is essential that the Board of Trustees for South Downs Learning Trust have a mix of skills and experience. Trustees must therefore be able to identify potential new trustees in order to plan for succession, which incorporates continuity of experience and expertise with new ideas and energy.

The Board is responsible for ensuring that:

- Skills of a new or potential Trustee fit with South Downs Learning Trust's requirements in the short, medium, and long term
- Each trustee (new and existing) is not disqualified from acting as a Trustee by any provision of the Academy Articles of Association, including the requirement that they are not disqualified as a company director or charity trustee.
- There is a robust system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new chair) is in place and checks are completed before or as soon as practical after a Trustee takes up position.
- New Trustees understand their responsibilities and consent to act as a Trustee.
- New Trustees will be properly inducted to ensure that they have an understanding regarding the nature and extent of their roles and responsibilities. It is the duty of the new Trustee to ensure they are familiar with the Objects of South Downs Learning Trust; its history and ethos and the nature and extent of its activities; and the content of South Downs Learning Trust's Articles of Association.

The Trust will provide each Trustee with:

- The Governance Charter and Scheme of Delegation

New Trustees will be required to sign declarations as appropriate and advised by our legal advisors.

The Governance Professional to the Trustees will ensure that any appointment of a new Trustee is notified to the ESFA within 14 days of the appointment (as required by the Academy Trust Handbook (2025))

Appointment of Local Governors

Chair

The Chair is appointed by the Trustees. The term of office of the Chair is for 1 academic year, but the Chair is eligible for reappointment at the end of that term assuming that they remain eligible to be a Local Governor. The Trust is entitled to remove the Chair from Office at any time although this would not necessarily affect the individual's position as a Local Governor.

The responsibilities of the Chair include:

Chair meetings of the LGC

- Set the agenda for the meetings with the Academy Head(s) and Vice Chair
- Report to the Board of Trustees in writing following any LGC meeting if requested
- Provide verbal summaries of LGC deliberations, if requested at meetings of the Board of Trustees.
- Provide a direct link between the LGC and the Board of Trustees

- In the event of a need to make genuinely urgent decisions between meetings, on matters falling within the remit of the LGC; the Chair of the LGC, (or Vice Chair in the absence of the Chair) in consultation with the Chair of Trustees, will take appropriate action on behalf of the LGC. The decisions taken in these circumstances and the reasons for the urgency must be explained fully at the next meeting of the LGC and Board of Trustees.

Vice-Chair

The Vice-Chair is appointed by the Local Governors. The term of office of the vice-chair is one year but is eligible for reappointment at the end of that term assuming they remain eligible to be a Local Governor.

The Trust Board is entitled to remove the Vice-Chair from office at any time, although this would not necessarily affect the individual's position as a Local Governor.

- The responsibilities of the Vice Chair include:
 - To deputise for the Chair during a period of absence
 - To set agenda for meetings of the LGC with the Chair, if requested
 - To provide a link between the LGC and Board of Trustees.
 - In the absence of both the Chair and the Vice Chair at a meeting, the LGC will elect a temporary Chair from amongst those Local Governors present.

Staff Local Governor

The Staff Local Governor will be elected by the staff body of the Academy School. All staff who are paid to work at the school are eligible as Staff Local Governors. The Academy Headteacher is automatically an ex-officio member of the LGC. Staff Local Governors cease to be a member of the LGC if they leave the employ of the Academy School. If moving to another Academy School within South Downs Learning Trust, they then become eligible for election to that specific Academy School LGC as a Staff Local Governor. The responsibility of the Staff Local Governor is to be representative of Staff views and is not a delegate of the Staff Body (other staff cannot instruct them on how to vote or what to say at LGC meetings)

Parent Local Governor

Parent Local Governors are elected by parents/carers of currently registered pupils. They do not have to stand down if their child leaves the school during their time of office but may do so if they wish. If insufficient parents stand for election, the LGC can appoint Parent Local Governors. A parent is not eligible to be a Parent Local Governor if they are an employee of the Academy School or South Downs Learning Trust. The responsibility of the Parent Local Governor is to be representative of Parent views and is not a delegate of the Parent Body (other parents cannot instruct them on how to vote or what to say at LGC meetings)

Community/Co-opted Local Governors

The Trustees of South Downs Learning Trust are keen that the LGCs are representative of the communities in which they operate. It is for the LGC subject to the approval of the Trustees to decide who is best placed to perform their delegated duties and therefore appoint members of the community to support them.

The Trustees will appoint an appropriately qualified Governance Professional to the LGC and committees

The responsibility of the Governance Professional is to:

- Convene meetings of the LGC/Committees including sending notices and papers of the meetings
- Attend meetings of the LGC/Committees and ensure minutes are produced
- Maintain a register of members of the LGC including their terms of office and report any vacancies to the LGC
- Report to the LGC as required on the discharge of their duties as Governance Professional
- Perform other such duties and functions as determined by the LGC from time to time.

Ceasing to be a Local Governor

A Local Governor is appointed/elected for a four-year term of office. A Local Governor's term of office will be terminated if:

- Any event of circumstance occurs which would disqualify them from holding the position of Local Governor
- Without the consent of the LGC, has failed to attend LGC meetings for a continuous period of 6 (six) months beginning with the date of the first such meeting failed to attend, and the Chair and Vice Chair agree that the term of office should be terminated. (Approval of this action would be sought from the Chair of Trustees prior to termination)
- He or she resigns from office by notice to the Chair of the Trust Board
- He or she is removed from office by the Trust Board

Convening Meetings of the LGC

Meetings of the LGC will be held a minimum of 3 (three) times per year.

The Governance Professional to the LGC will give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting, at least 7 clear days in advance of the meeting. In exceptional circumstances where urgent

consideration is required, the Chair may determine a shorter time period, clearly stating the reason for urgency.

The Local Governors may invite people who are not Local Governors to attend the whole or part of any meeting for purposes connected with the meeting.

The convening of a meeting and proceedings conducted at meetings shall not be invalidated by reason of an individual not having received written notice or a copy of the agenda.

Voting at a meeting of the LGC

The quorum for meetings of the LGC and for any vote on a matter at such meetings is one half of the total number of Local Governors in office at that time (rounded to the nearest whole number) A meeting will be terminated if the number of Local Governors present ceases to be quorate.

Where a meeting is terminated or not held then the Governance Professional will reconvene a meeting within 7 days of the original meeting in order to discuss any outstanding agenda items or hold the full meeting accordingly.

Every question to be decided upon at a meeting shall be determined by a majority of the votes of Local Governors present and voting on the question. Votes tendered by proxy will not be allowed.

Where there is equal division of votes, the Chair has the casting vote.

Personal Interests of Local Governors

Local Governors will complete a register of their personal and business interests which will be reviewed annually.

Any Local Governor who has any duty of personal interest that conflicts or may conflict with this or her duties as a Local Governor will:

- Disclose the fact to the LGC as soon as he or she becomes aware of it. A Local Governor must absent themselves from any discussions of the LGC in which it is possible that a conflict may arise between his or her duty to act solely in the interests of the Academy and such duty or personal interest.
- Withdraw from any meeting for that item unless expressly invited to remain in order to provide information Not be counted in the quorum for that part of any meeting and withdraw during the vote and have no vote on that matter.

8. Governance Expectations and Conduct

South Downs Learning Trust is committed to upholding the highest standards of governance through ethical leadership, professional integrity, and collaborative working. This section outlines the behavioural expectations for all individuals involved in governance, including Trustees, Local Governors, and governance professionals, ensuring that governance remains principled, inclusive, and aligned with the Trust's values.

While governance roles vary across tiers, all members are expected to demonstrate a shared commitment to the Trust's ethos and strategic objectives. These expectations support a culture of transparency, accountability, and continuous improvement.

Core Principles of Conduct

- All governance members are expected to:
- Act with Integrity
- Make decisions in the best interests of pupils and the Trust, avoiding conflicts of interest and maintaining transparency in all governance activities.
- Respect Confidentiality
- Handle sensitive information responsibly and maintain discretion in all governance matters.
- Engage Constructively
- Participate actively in meetings, contribute to discussions, and support collective decision-making. Constructive challenge is encouraged to strengthen oversight and strategic direction.
- Promote Inclusivity and Respect
- Foster a respectful and inclusive environment, valuing diverse perspectives and experiences across the governance community.
- Undertake relevant training and development, engage in self-reflection, and support succession planning to ensure governance bodies remain skilled and resilient.
- Comply with Policies and Legal Duties
- Adhere to the Trust's governance policies, and all relevant statutory guidance.

Reference to Codes of Conduct

To support these principles, detailed Codes of Conduct for each tier of governance are provided in the Governance Handbook (Appendices I–K). These documents outline specific responsibilities, expected behaviours, and procedures for addressing breaches of conduct. All governance members are required to read, understand, and sign the relevant Code upon appointment, and review it annually as part of the Trust’s commitment to good governance.

9. Powers of Intervention

The Trust Board and Executive Headteacher have ultimate responsibility to the DfE for Standards across the MAT

In order to achieve this the Trust Board and Executive Headteacher have power of intervention regarding:

- Safeguarding concerns The Trust Board will appoint a designated Trustee for safeguarding. The Trust and all academies will comply with the statutory guidance outlined in Keeping Children Safe in Education (KCSIE) 2025. Safeguarding remains a central and non-delegable responsibility of the Trust Board.
- Local leadership, management, governance capacity and capability
- Financial and Administrative performance
- Attainment and progress concerns
- Curriculum suitability and provision concerns
- An adverse OFSTED inspection (although this is too late.
- In the event of safeguarding, leadership, financial, or educational performance concerns, the Trust Board and Executive Headteacher reserve the right to intervene. Where possible, such issues will be addressed before they result in an adverse Ofsted outcome. Intervention will be proportionate and clearly documented.

10. Risk and Compliance

South Downs Learning Trust is committed to maintaining high standards of governance through robust risk management and full legal compliance. This section outlines the responsibilities and structures in place to ensure the Trust operates safely, lawfully, and effectively.

Legal Compliance

The Trust Board is responsible for ensuring that South Downs Learning Trust and its academies operate in accordance with all relevant laws and regulations. This includes:

Monitoring compliance with statutory duties and regulatory frameworks.

Ensuring policies and procedures reflect current legal requirements.

Promoting a culture of accountability and ethical governance.

Risk Management

Effective risk management is essential to safeguarding the Trust's educational, financial, and operational integrity.

The Trust Board oversees:

- The identification and quantification of major risks affecting the Trust.
- The development of systems and controls to mitigate those risks.
- Regular review and maintenance of the Trust's risk register.
- Assurance that internal controls are robust and fit for purpose.

Executive Accountability

The Trust Board holds the Executive Headteacher and senior leaders accountable for delivering educational outcomes and operational effectiveness.

This includes:

- Monitoring performance against strategic objectives.
- Ensuring that leadership decisions align with the Trust's values and priorities.
- Reviewing the effectiveness of delegated responsibilities and interventions.

Executive Leadership

The Executive Headteacher provides operational leadership across the Trust and serves as the Accounting Officer. Key responsibilities include:

- Operational Leadership: Managing day-to-day operations, including oversight of the Executive Team and Headteachers.
- Performance Management: Leading the appraisal and development of senior leaders to ensure high standards of teaching and leadership.
- Financial Compliance: Ensuring financial procedures are followed, resources are used effectively, and public funds are safeguarded.
- Strategic Implementation: Translating the Trust Board's strategic vision into actionable plans and measurable outcomes.

Local Governance

Local Governing Committees (LGCs)

LGCs provide school-level governance and act as a vital link between the Trust Board and individual academies.

Their delegated responsibilities include:

- School-Level Monitoring: Reviewing progress against the School Development Plan, analysing performance data, and supporting school improvement.
- Safeguarding: Ensuring safeguarding policies are implemented effectively and that pupils are safe and supported.
- Stakeholder Engagement: Representing the voices of parents, pupils, and staff, and ensuring that local needs and feedback inform governance decisions.
- Community Advocacy: Promoting the school's ethos and values within the local community and supporting inclusive, responsive education.

11. Governance Review and Continuous Improvement

To ensure that governance across South Downs Learning Trust remains effective, inclusive, and strategically aligned, we undertake regular reviews of our governance structures and practices. This process draws on insights from key stakeholders and evaluates the adaptability, capacity, and performance of our governance bodies. Through this reflective approach, the Trust Board is empowered to make informed adjustments that strengthen oversight, enhance responsiveness, and uphold the highest standards of leadership and educational provision.

The Trust Board will commission an external review of governance every 3-5 years or sooner during periods of growth to review:

- **Stakeholder Feedback:** Insights from Trustees, Local Governors, school leaders, and community stakeholders to ensure governance remains inclusive and responsive.
- **Structural Adaptability:** Whether the current delegation model reflects the evolving needs of individual schools, particularly in relation to earned autonomy and intervention thresholds.
- **Skills and Capacity:** The composition and capability of governance bodies, including succession planning, training needs, and diversity of experience.

Following the review, the Trust Board may:

- Adjust the Scheme of Delegation to reflect performance or risk.
- Reconfigure committee structures to improve oversight or efficiency.
- Introduce new governance tools, training, or support mechanisms.
- Update governance documentation to reflect best practice and regulatory changes.

This process ensures that SDLT's governance remains strategic, agile, and accountable, enabling the Trust to respond effectively to challenges and opportunities while maintaining high standards of leadership and educational provision.