

## **THE LEEDS LEARNING ALLIANCE (LLA) GOVERNANCE AND REGULATORY ARRANGEMENTS**

The LLA is a charitable trust formed in 2019 which binds all member organisations (Partners) together through Articles of Association and a Memorandum of Understanding. The Leeds Learning Alliance is a registered company with Companies House, HM Revenues and Customs and the Information Commissioner's Office.

### **Note**

The Leeds Learning Alliance (LLA) is not itself an Academy Trust. It therefore operates within a different regulatory framework. This may cause some confusion as some of the terms set out below are similar to those used within the Department for Education (DfE) Academies Handbook.

### **MEMBERS (Trustees)**

The Members (Trustees) of the LLA are currently the founding partners of the LLA and an independent chair.

For purposes of clarity, 'Members' will be referred to as 'Trustees' from this point forward. The term Trustee is used because the LLA Board of Trustees acts as the Trust for those schools that have chosen to be a Foundation School with the LLA as its Foundation Trust. Furthermore, Partner organisations will justifiably see themselves as 'members' of the LLA and the Trust respects this view.

Currently all the Governing Boards of the founding Partners are Trustees of the LLA. These Governing Boards will appoint someone to be their authorised representative who will attend LLA Trustees' meetings. These will be held twice a year.

The Founding Partners are:

- Bankside Primary School
- Carr Manor Community School
- Wetherby High School
- Leeds College of Building
- Leeds City Council
- Leeds Rhinos Foundation
- Leeds Trinity University

In addition, the Board of Trustees is chaired by an independent person appointed by the Trustees. The independent chair is appointed, without fee, for a period of two years.

Membership of the Board of Trustees is reviewed annually by the Board of Trustees to ensure that the Board fully reflects the wider membership of the LLA, its Articles of Association and Memorandum of Understanding.

The Trustees have two key functions.

Firstly, they have a governance responsibility towards LLA foundation schools, they are the legal entity that holds the land and assets of such schools within their Trust and they exercise their oversight by appointing 2 foundation governors to the governing body of each of the LLA foundation schools.

Secondly, the Trustees determine the membership of the Board of Directors of the LLA. In reality, this means that they determine the process by which Directors are elected, appoint an independent chair and have the power to dismiss a member of the Board. This prevents the Board of Directors from being self-appointing.

In order to carry out these duties the Board of Trustees will receive and may comment on reports from the CEO to inform them of the work of the LL.

## **OUR STRUCTURE, GOVERNANCE AND ORGANISATION**

### **Membership**

The majority of partner organisations have charitable status already. The LLA sees this as an opportunity for partnership working and will encourage each organisation to become a full and active partner whilst maintaining their individual status and satisfying their specific statutory responsibilities. Ultimately the Board of Directors make the final decision on whether or not a new partner is admitted to join the LLA.

### **Maintained schools which also choose to become LLA Foundation Schools**

Some community and LA maintained schools may choose for the LLA to become their legal foundation, if this is the case that decision must be made by agreement between both the Governing Body of the school and the Board of Trustees. Note that, Directors/Trustees appointed by the City Council will not participate in Board discussions or decision-making on such matters which determine a change in a school's legal status.

The full range of duties, powers and responsibilities of the Board of Trustees, the Board of Directors and individual trustees/members and directors are detailed in the Articles of Association. The vision and principal aims and objectives of the charity are defined in the Memorandum of Understanding to which all partner organisations are asked to subscribe.

The Trust acts as the Foundation for a number of schools in accordance with the School Standards and Framework Act (1998) where these schools transferred to Trust status. These schools are deemed to be exempt charities and regulated by the Secretary of State as Principal Regulator rather than the Charities Commission in accordance with the Charities Act 2011.

These schools are currently:

Bankside Primary School

Carr Manor Community School  
Wetherby High School

## **Trust Board**

This consists of the representatives of the founding members who are the Trustees plus an independently appointed chair. This number is currently 7 trustees plus the chair and will increase only if:

- the LLA Trust Board vote to appoint a partner organisation to nominate a member to join the Trust Board or
- the LLA Trust Board vote to co-opt an individual to join the Trust board in order to broaden its expertise or representation

The Trust Board is responsible for all internal matters relating to the Foundation itself – including the land and premises which it holds in trust. The Trust Board appoints two governors to the governing boards of the schools for which it acts as foundation. The Trust Board determines guidance for membership of the Board of Directors.

## **Council of Reference**

The council of reference is the key decision-making body of the LLA, where Partners, determine and review the priority areas for the LLA. It is envisaged that each priority area will be led by LLA partner organisations working with other interested partners. This organisation will report on the progress of the priority to the Board of Directors quarterly.

## **Board of Directors**

The Board of Directors is made up of a Chair, Chief Executive Officer, leaders of Council of Reference priority areas, Health and Learners. Directors of the LLA and their details will be registered at Companies House. Directors are unpaid.

Partners who lead priority areas from within the 10 areas identified within the Council of Reference as set out in the organisational structure chart will take up a seat on the Board of Directors. Directors will therefore be appointed because they are identified as the lead of a specific priority area from within the Council of Reference and will report to the Board of Directors on their area of responsibility.

(e.g. the Director for Diversity will provide quarterly reports to the board on work done and progress made)

The Partner attending on behalf of a specific priority area will attend board meetings but may nominate one Deputy to attend and report to Board meetings on their behalf.

The Board of Directors is responsible for the strategic direction, ethos and values of the LLA in accordance with the memorandum of understanding and articles of association. The Board of Directors is therefore responsible for setting the priorities and agreeing the actions towards fulfilling these objectives in accordance with the ethos and values.

## **Board of Trustees and Board of Directors Diversity**

The Board of Trustees and Board of Directors will be reviewed for their diversity and where there is a recognisable problem the Boards are required to take positive action to address this and ensure a balance of representation across: gender, age, race and ethnicity.

## **Non-foundation school partner**

Non-foundation school partners – are schools who are not members of the LLA Foundation Trust. Non-foundation school partner organisations are eligible along with all other partner organisations (non-schools and Foundation Schools) to full engagement with the Board of Directors in the decision-making processes of the LLA through their membership of the relevant Management Group (Schools Management Group). All partners (Foundation School, Non-Foundation School) all pay a membership contribution towards the funding of the LLA activities and which makes them eligible to join the Management Group – schools.

## **Multi Academy Trust (MAT) Partners**

MAT partners – are groups of schools (academies) with their own governing foundation Trust and who are thus not members of the LLA Foundation Trust. MAT partner organisations are eligible along with all other partner organisations (non-schools and Foundation Schools) to full engagement with the Board of Directors in the decision-making processes of the LLA through their membership of the relevant Management Group (Schools Management Group). All partners (Foundation School, Non-Foundation School and other Organisations) all pay a membership contribution towards the funding of the LLA activities and which makes them eligible to join the Management Group – schools and thus contribute to the strategic direction of the LLA at Board of Director level through representation.

## **Learning, skills and third sector partners**

Learning skills and third sector partners are organisations (such as charities, universities, FE colleges and sixth form colleges) which are not schools and thus are unable to join as Foundation Schools.

Learning skills and third sector partners are eligible along with all other partners (MATs, Non-Foundation schools, Foundation Schools and LA) to full engagement with the Council of Reference and Board of Directors in the decision-making processes of the LLA through their membership of the relevant Management Group (Learning skills and third sector Management Group). All partners (Foundation School, Non-Foundation School and Learning skills and third sector organisations) all pay a membership contribution towards the funding of the LLA activities and which makes them eligible to join the Management Group – Learning skills and third sector and thus contribute to the strategic direction of the LLA at Board of Director level through representation.

## **The Local Authority as a partner**

The LLA is established to support the work of the Local Authority and its aims and ambitions for the community of Leeds as published in the City Council's top-level strategic plans (currently Leeds Inclusive Growth Strategy) and specifically in relation to improving education, learning and skills.

The Local Authority is a founder member of the LLA and also as a result of its statutory roles, responsibilities powers and duties thus is a key partner and is de-facto represented at both Board of Director level and Board of Trustees.

## **Notes on individual membership, supporters, affiliation and associates**

All partners will be checked to ensure that they comply with DfE legislation. This screening will include a DBS check.

The Alliance will work with other people and organisations, as appropriate, in order to carry out its work. This may include contracting individuals or organisations and it may include designating some organisations as supporters.

Some prominent individuals will be invited to be Ambassadors for the LLA. Currently (1 December 2021) Jamie Jones Buchanan is designated as an Ambassador.

## **Organisation and Meetings**

The Alliance Board of Directors will meet a minimum of three times a year. In signing the MOU, Directors of the Alliance are committed to making these meetings a high priority. The Board will appoint a Chief Executive Officer and administrative support to undertake the Board's work and report directly to the Chair.

We hope to work together in a manner which means that voting is a rare event but on such occasions each Director has one vote and the Chair has a casting vote should a tie exist. A Director may appoint a proxy to vote on their behalf.

The Alliance will fund these meetings so no one partner is financially responsible. The aim is that all partners will have an equal voice. There will be no dominant partner. Meetings will be open and honest to build up trust between partners and confidentiality respected throughout.

All Partners should commit to attend relevant meetings where appropriate. In relation to the Board of Directors decisions can only be taken if two thirds of the total number of Directors are in attendance.

We will hold an Annual General Meeting of the partnership to which other key stakeholders and supporters can be invited. The purpose of this meeting will be to review the Alliance's aims, agree the specific areas of work for the coming academic year, approve the annual financial report, and confirm the chair.

## **Foundation School Governance**

Where the Leeds Learning Alliance acts as the Foundation for the schools involved in the LLA the Board of Trustees will appoint two Foundation Governors (a minority of governors) onto the Board of any school that joins the LLA and becomes a Foundation school, having regard for the specific needs and requirements of each school. The term of office for such Governors will normally be four years.

The school's Governing Board continues to be responsible for all aspects of their school including being the statutory employer of the workforce. The schools governing boards have responsibility to ensure that the school is fully compliant with statutory and regulatory duties, sets strategic direction for the school and holds the leadership of the school to account for the school's performance. The school is subject to inspection by Ofsted and will continue to receive monitoring, challenge, support and possible intervention from the Local Authority. Unlike a MAT, the LLA is not accountable for any aspects of compliance or standards of performance within schools, those accountabilities remain with the Board of Governors and the LA (and in some circumstances for church schools, the Diocese)

School governors and other governing boards will be kept up to date with developments through publication of information such as LLA meeting notes and publications for use at governors' and organisations' board meetings.

As signatories to the MOU, Governors/Trustees/Directors should support the Alliance and the aspirations to work together for mutual gain.

## **STRATEGY GROUPS**

The LLA will form Strategy Groups which will be responsible for, but will not be limited to, policy formation and operations in key areas of LLA activity. The Strategy Groups will be made up of partners and supporters (as deemed appropriate by the group). Each Strategy Group will have the authority to co-opt individuals whose specific knowledge and professional expertise will be beneficial to work with the group in an advisory capacity. All groups will have Director representation and will report to the Board of Directors.

## **OUR CONTRIBUTION**

The Leeds Learning Alliance recognises that investment from individual organisation budgets is essential in developing partnership working and will establish a central resource through which collaboration can proceed and impact created.

Specifically, resources will be used to:

1. Support the leadership, management and administration (including communications and marketing) of the Alliance
2. Fund additional running costs including venues and professional fees

3. Support the targeted learning and strategic opportunities generated by the Alliance's priorities

All allocated funds will be managed centrally and allocated in accordance with the action plans and by mutual agreement.

**All schools and organisations that form the LLA will be expected to contribute proportionately to the financial arrangements of the LLA. This funding arrangement will be agreed annually by the Board.** The charge to schools/organisations will be made in April each year and should a partner decide to withdraw from the Alliance the funding will be retained for the remainder of that financial year to enable budgets to be adapted accordingly.

The Alliance will ensure that fair and transparent funding arrangements are in place. Where funding is required to support Alliance activities the cost-benefits will be discussed and put to partners. Costs will be divided across the Alliance in either equal or proportionate terms depending on the activity.

Currently, Carr Manor Community School is responsible for the management and administration of the LLA funds. Clear financial records will be kept and presented regularly to the Board and accounts will be submitted to Companies House annually as required.

It should be noted that the Alliance is a financially discrete organisation and Directors have limited liability, to a maximum of £10. Schools/organisations within the Alliance have separate and allocated budgets.

The Alliance is deemed to be a data controller and accordingly has registered with the Information Commissioner's Office (ICO).

## **QUALITY ASSURANCE**

The Alliance will establish a set of benchmarks from which progress will be measured together with milestones within the action plans to support and monitor developments. This will be reported regularly to the full board and governors.

The Alliance will establish a collaborative self-evaluation process and identify areas where joint processes and policies will support the vision and aims of the Alliance. Clear protocols will be developed for sharing staff. This is both for existing staff and any joint appointments made for the Alliance. We will ensure that all staff understand the Alliance, its key aims and provide support to those working across the schools/organisations.

## **RESIGNATION/WITHDRAWAL FROM THE LLA**

Should any Partner decide they wish to withdraw from the LLA, 6 months-notice must be given to enable the Members and the LLA Board to develop contingency plans.

This will also give time for information to be presented to the other Partners' Governing Boards so they can discuss if this has any implications for their organisation.

Should any foundation school wish to withdraw they will have to go through a formal consultation process and would then become a foundation school without a foundation.

## **DISPUTE RESOLUTION**

This MOU is intended to strengthen existing relationships between all partners and conflicts are not anticipated; however, should the need arise, a neutral facilitator, agreeable to all parties involved, will be appointed by the Alliance to resolve any disputes.

If any partner breaks the terms of this MOU the Directors will consult together with the object of remedying that breach, but if they cannot agree any party may terminate this agreement by notice.