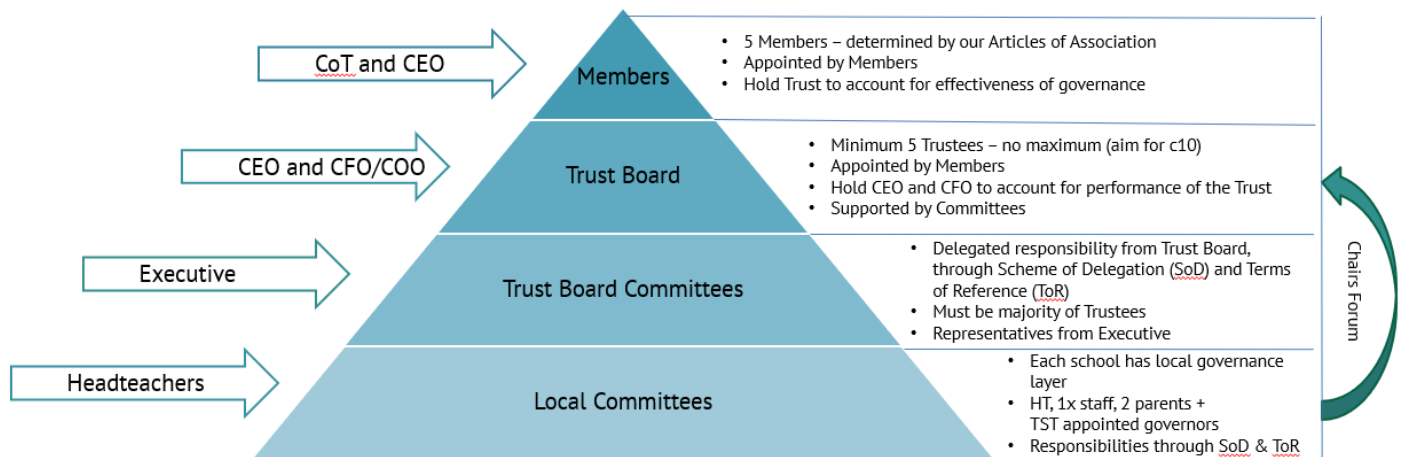


Tenax Schools Trust Governance Overview

Our Governance Structure



We have an agreed Scheme of Delegation which details delegation of governance functions. This can be found on the Trust's website.

A Members

The Tenax Schools Trust is a charitable company (a company limited by guarantee and an exempt charity) which exists for the provision of education. It has five Members:

- The Lord Bishop of Rochester
- The Archdeacon of Tonbridge
- The Area Dean of Tunbridge Wells
- The Chichester Diocesan Board of Education (DBE)
-

Members have a similar role to shareholders of a company limited by shares. The roles and responsibilities of Members are set out in the Trust's Articles of Association. In the Tenax Schools Trust, the Members, acting corporately and by majority vote, appoint members of the Board of Trustees (and may remove any Trustees appointed by them); and they receive the Trust's Annual Report, including its annual accounts. In addition, in accordance with the requirements of the Companies Act 2006, the Members ensure the Trust has legally appointed external auditors.

B Articles of Association

This document is the 'constitution' of the Trust. It is a legal agreement between the Members. Lodged at Companies House, which can only be varied by special resolution of the Members (a 75% majority). The Articles are available on the Tenax Schools Trust website.

C The Board of Trustees – overview

Trustees constitute together the Board of Trustees. The Trustees are both charity Trustees and company directors. At Tenax we use the term ‘Trustees’ or the ‘Board’ to refer to the Board of Trustees.

The names of all Trustees, with terms of office, must be lodged both with Companies House and the DfE. The term of office for a Trustee is 4 years.

The Board of Trustees carries out the responsibilities as set out in the Academy Trust Handbook (ATH).

There is no upper limit on the number of Trustees but most academy trusts operate with between 9 and 12 Trustees in total, the range within which the Tenax Schools Trust aims to work. In addition to those Trustees appointed by the Members, the Trustees may themselves co-opt up to two further Trustees. All terms of office are four years. All Trustees are non-executive, in other words do not form part of the senior management of the Trust and are not employed by it.

The Board of Trustees elects its own Chair annually.. The Chair of the Board of Trustees has a responsibility for ensuring the effective functioning of the Board and has a vital role in setting the highest expectations for professional standards of governance and accountability for the Board

The Board is held legally accountable for all aspects of the Trust’s work, and in particular for ensuring that the terms of the Funding Agreements (FA) are fully met. They are also responsible for ensuring that the Trust complies with

- the Companies Act 2006 – the Trust’s obligations as a company limited by guarantee must be met;
- Charity law – the Trust’s charitable objects must be observed and the obligations of the Trustees as charity Trustees must be met.

Specifically, the Board is accountable to the following bodies for the Trust’s educational and financial performance:

- The Department for Education (DfE)
- Ofsted

D The Company Secretary

As a company limited by guarantee, the Trust has a company secretary. This role is fulfilled by the Head of Governance and Compliance. Some of their functions are discharged through the Clerk to the Trustees, but the Company Secretary has the formal responsibility for ensuring they happen, so line manages the Clerk to allow this accountability to be discharged.

E The Board of Trustees – composition and functioning

The Board comprises currently:

Mrs Anita Chown	Appointed	Chair (HR and finance expertise)
Mr Andrew Rathbone	Appointed	(Education and IT expertise)
Mrs Tania Kibara	Appointed	(Banking and finance compliance expertise)
Mr Andrew Robinson	Appointed	(Banking and charity expertise)
Mrs Melanie Jenkins	Appointed	(Education and legal expertise)
Ms Victoria Elli Georgalakis	Appointed	(HR and finance expertise)
Ms Lesley Hurst	Appointed	(Education expertise)
Mr David Green	Appointed	(School governance expertise)
Mrs Louise Payne	Appointed	(Education and safeguarding expertise)
Mrs Laura Ball	Appointed	(Marketing and leadership experience)

In addition, the Chief Executive Officer (CEO) and the Chief Financial Operating Officer (CFOO) and Company Secretary, attend all Board meetings in a non-voting, advisory capacity.

New Trustees are recruited from time to time. This is done in a transparent way through the publication on the Tenax website of a role description and an indication of the areas of specialist skill, experience or expertise the Board wishes to strengthen in the light of an audit of skills and experience. Interested individuals are invited to contact the Trust via an application form with an overview of their relevant skills and experience. Where it is felt by the Members and/or the Board that there is a good match a new trustee may be appointed (by the Members) or co-opted (by the Board). Under the Articles, Board co-options require the consent of the Rochester DBE and consultation with the Chichester DBE.

The Board of Trustees discharges its responsibilities through meetings 6-8 times per year which include all Trustees, including the CEO, and the CFOO in attendance. It receives reports from the Executive team and its sub-committees: including the achievements and challenges of the Trust, progress against the Trust's strategic plan and summarising risk compliance, governance, health and safety and data protection.

F The Accounting Officer role

The CEO is also the Accounting Officer for the Trust, and as such has a range of legal responsibilities in particular for:

- financial transparency and probity in the use and management of public money
- achieving value for money
- ensuring feasibility of plans and decisions
- annual financial reporting

along with a range of other duties defined by the DfE, including that relating to the Prevent duty and safeguarding more widely.

The Accounting Officer has, in law, a direct personal responsibility to Parliament for the discharge of these responsibilities. The Accounting Officer's annual statement on regularity, propriety and compliance must be included

in the Trust's annual report. This is a formal declaration by the Trust's Accounting Officer that his personal responsibilities to Parliament for the resources under his control during the year have been met.

The Accounting Officer is held to account by other Trustees at all Trust Board and Committee meetings, where he is questioned about projected and actual outturns (financial as well as educational) and projections, and Trustees assure themselves of the robustness of mitigation strategies against the Trust's risk register. This happens at Board meetings and at Committee meetings.

G Trustees' responsibilities and duties

The Companies Act 2006 applies to the Board of Trustees and imposes a general duty on them to

- act within their powers
- promote the success of the company
- exercise independent judgement
- exercise reasonable care, skill and diligence
- avoid conflicts of interest
- not to accept benefits from third parties
- declare interest in proposed transactions or arrangements.

Trustees may delegate 'powers' to other Committees or individuals, but in so doing cannot delegate 'responsibilities'. In other words, for all external purposes the accountabilities remain with the Board of Trustees even when another Committee has received delegated powers.

Trustees do not receive payment for their work, but travelling expenses are met in line with the relevant policy.

H Trust and school policies

All statutory policies in the Trust are ultimately the responsibility of the Trust Board. To enable it to discharge this responsibility appropriately and in collaboration with the constituent schools, the Trust Board will either

1. set a full Trust wide policy which applies in the same way to all schools
2. require individual schools to set a policy (in most cases with Trust-provided guidance) appropriate to the needs and circumstances of an individual school

I Committees of the Trust Board

There are three main Committees of the Trust Board:

The Finance and Resources Committee

The Education Committee

The Audit and Risk Committee

For full remits refer to their Terms of Reference.

In addition, there are further Committees for specific purposes, again each with its own agreed Terms of Reference.

Local Committees

Each school in the Trust will have a Local Committee which is accountable to the Board of Trustees.

For full remit refer to its Terms of Reference

This will comprise in each case:

- The Headteacher (ex officio)
- One further elected staff local committee member (term: 3 years)
- Two elected parent local committee members (term: 3 years)
- Five or more local committee members appointed by the Trust Board (who may include Trustees or employees from other schools in the Trust selected on the basis of their skills or professional experience), each for a term of 3 years
- In the case of Church of England schools which have a clear link to a parish or parishes, it is desirable for the local incumbent, priest in charge, or a representative of the parish nominated by the PCC, to be a member of the Local Committee. This ensures close links between school and parish are nurtured and safeguarded. The quality and impact of these links form part of the school's SIAMS inspection. A nomination of a suitable person should be made by the incumbent, priest in charge or PCC to the Board of Trustees. The Board of Trustees has responsibility for and discretion over any such appointment.

The Chair of each Local Committee is appointed by the Trust Board. A Vice Chair may be appointed or elected.

In cases where a separate Memorandum of Understanding or Deed of Agreement between Tenax and a local Site Trust is in place for the appointment of a proportion of local committee members for that school, then the Tenax Trust may appoint additional local committee members to ensure a working majority is in place if necessary for the proper discharge of its accountabilities.

Changes to this Governance Plan

We review this Governance Overview for the Trust at least annually at the start of each academic year and may need to update it periodically. Any modification or amendment will be applied at that revision date. This version was last updated 1st September 2026