



# **Terms of Reference**

## **2022/2023**

## Revision History

Date	Document Version	Document Revision History	Document Author / Reviser	Document Approver
25.07.2017	1.0	Document prepared for ratification by Trust board.	S Foster	Trust Board
18.10.18	1.1	Updated document prepared for review by Trust Board	J Evans	Trust Board
25/09/2019	1.2	Document annual review. Reformatting, no significant changes. then circulated to staff and AGBs	J Jones, SBM	Trust Board 25/09/19
September 2020	1.3	Document annual review. No changes Circulated to Admin Managers/Headteachers on 11/10/20 to circulate to staff and AGBs.	J Jones, ELT Primary SBM	Approved on 11/10/20 following Trust Board meeting on 25/09/20
November 2020	2.0	Addition of the terms of reference for the committees of the Trust Board. Developed by the Trustees Circulated to staff & 07/12/2020 & AGBs.	ELT Trustees/ J Jones, ELT Primary SBM	Trust Board 03/12/2020.
September 2021	2.1	Annual review. No significant changes. Circulated to Schools 19/10/2021	J Jones, HR and Compliance Manager/M Murray CEO and H White Coft	Trust Board 05/10/2021
December 2021	2.2	Removed clause stating employees cannot be coopted governors. Added Interim arrangements for AGB CoGs and Trustees Added - review of Risk Register all sections	H White, Chair of Trustees/J Jones HR & Compliance Manger	Trust Board 15/12/2021 Final Approval 10/01/2022
February 2022	2.3	Composition of Remuneration committee amended.	J Jones HR and Compliance Manager	Trust Board 02/02/2022
November 2022	2.4	Include terms of Reference for Audit and Risk committee  Include other FARR committee responsibilities under the Trust Board and to set clear financial targets for schools to achieve	R O'Connell, DFO	Trust Board 30/11/22

		<p>Amendments to Trust Board terms of reference to clarify planning and monitoring responsibilities against MAT Assurance framework</p> <p>Clarify Health and Safety responsibilities</p>		
February 2023	2.5	<p>Statutory governor roles noted.</p> <p>Clarification re school reserves</p> <p>Safeguarding responsibilities highlighted</p> <p>Alignment of committee remits</p> <p>Additional statement re monitoring of pupil attendance</p> <p>Additions re policies and targets (Pupil Progress, Safeguarding, Health and Safety, Admissions)</p>	H White, Chair of Trustees/ Sarah Gower-Jones, Operational Lead	Trust Board 15/3/23

## Contents

Introduction.....	5
Constitution of the AGBs .....	5
Proceedings of the AGB .....	5
Relationship between the board and AGB .....	6
Delegated Powers .....	7
General Principles .....	7
Terms of Reference for the Board of Trustees .....	9
Meetings .....	9
Finance .....	9
Premises and ICT resources .....	10
People.....	11
Leadership and Governance .....	11
Terms of reference for the Audit and Risk Committee .....	12
General Terms.....	12
Terms of Reference .....	12
Constitution .....	13
Internal Scrutiny and External Audit .....	14
Financial Management and Reporting.....	16
Risk Management .....	16
Terms of reference for the Standards & Curriculum Committee.....	16
General Terms.....	16
Constitution .....	16
Meetings .....	17
Standards & Performance .....	17
Terms of reference for the Leadership and Succession Planning Committee.....	18
General Terms.....	18
Constitution .....	18
Meetings .....	18
Duties and Responsibilities .....	19
Governance .....	19
Staffing .....	19
Terms of reference for the Remuneration sub committee .....	20



General Terms.....	20
Constitution .....	20
Meetings .....	21
Annex 1 – Appointment and Removal of Governors.....	22
Annex 2 – Proceedings of the AGB.....	26
Annex 3 The CEO .....	28

## **Introduction**

Education Learning Trust (the “Trust”) is governed by a Board of Trustees (the “Trustees”) who are accountable to the Department for Education and have overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of the academies operated by the Trust.

Gatley Primary School, Meadowbank Primary School, Bredbury Green Primary School, Werneth School and The Kingsway School are currently operated by the Trust.

In order to assist with the discharge of their responsibilities, the Trustees have established an Academy Governing Body (“AGB”) for each of the academies. The AGB shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of the Trust (the “Articles”).

The Trustees may review these terms of reference at any time but shall review them at least annually.

These terms of reference may only be amended by the Board of Trustees.

## **Constitution of the AGBs**

Members of the AGB shall be known as “governors”.

The Trustees have the right to appoint such persons to the AGB as they shall determine from time to time.

Subject to clause 2.2, the composition of Academy Governing bodies for the academies shall be as follows:

- the Headteacher of the School (or the CEO if no such person is appointed)
- up to 1 staff governor
- at least two parent governors
- up to 7 co-opted governors

\*Of these governors, there must be designated link governors for SEND and Safeguarding

The procedure for the appointment and the removal of governors shall be as set out in Annex 1.

## **Proceedings of the AGB**

The proceedings for meetings of the AGB shall be as set out in Annex 2.

## **Relationship between the board and AGB**

The AGB shall in carrying out its role:

- promote high standards and aim to ensure that students and pupils are attending a successful school which provides them with a good education and supports their well-being;
- be responsible to the Trustees for its actions and follow the expectations of governors as laid down by the Trustees;
- aim to establish that it is competent, accountable, independent and diverse that promotes best practice in governance;
- aim to ensure that its governors promote and uphold high standards of conduct, probity and ethics, in keeping with the Nolan principles of public life;

The Trustees shall support the work of the AGB by:

- setting a clear strategic vision to allow the AGB to set and achieve its own aims and objectives within such vision;
- ensuring that systems are put in place to allow the governors to be presented with timely and good data to allow the AGB to analyse School performance in order to support and challenge the Headteacher and the senior leadership team of the School; and
- ensuring that the governors have access to high quality training.

Without prejudice to the Trustees, other rights to remove any governor and the Trustee's rights to amend these terms of reference at any time, where the Trustees have concerns about the performance of an AGB they may amongst other actions:

- require the relevant AGB to adopt and comply with a governance action plan in such form as determined by the Trustees;
- suspend or remove any or all of the matters delegated to the AGB;
- suspend or remove any or all of the governors of the relevant AGB;

The Trustees may require a governance action where:

- the School has a deficit budget (both revenue and capital) in excess of £50,000;
- the school has excessive reserves (ie in excess of 8% unless the Trust Board have agreed the allocation of the reserve in line with a submitted plan)
- the school has been rated by Ofsted as 'Requiring Improvement' or 'Inadequate';
- there has been a serious breach of Trust policies.

The Trustees may vary the matters delegated where:

- the AGB act outside its delegated powers and limitations;
- the AGB are in breach of these terms of reference;
- there has been a serious breach of Trust policies.

The Trustees may remove governors where:

- the School is in [material] breach of its funding arrangements;
- the AGB is in material breach of these terms of reference or has persistently breached these terms of reference.

The circumstances listed in the last three paragraphs are illustrative only and shall not limit the rights of the Trustees to suspend or remove any or all of the matters delegated to the AGB.

## **Delegated Powers**

### **General Principles**

In the exercise of its delegated powers and functions, the governors of the AGB shall:

- ensure that the School is conducted in accordance with the objects of the Trust, the terms of any trust governing the use of the land which is used for the purposes of the School, any agreement entered into with the Secretary of State for the funding of the School and these terms of reference
- promptly implement and comply with any policies or procedures communicated to the AGB by the Trustees from time to time



- review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Trustees
- work closely with the Trustees and act with integrity, objectivity and honesty in the best interests of the Trust and the School
- be open about decisions and be prepared to justify those decisions
- keep confidential all information of a confidential nature obtained by them relating to the School and the Trust
- adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the School and are delegated to them
- ensure that the school upholds the highest standards of safeguarding.

Each governor shall be required to take part in regular self-review 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, he feels that appropriate training and development is not being provided.

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.

Annex 3 sets out the powers retained by the Trustees in the Scheme of Delegation, the powers delegated to the CEO, the AGB of the School and the Headteacher of the School.

For the avoidance of doubt, where a power is not expressly delegated to the CEO, the AGB or Principal it will be deemed to have been retained by the Trust regardless of whether it is specified in the Scheme of Delegation.

The Scheme 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, whilst having due regard to, but not being bound by, the views of the AGB.

Notwithstanding the application of any provision of these terms of reference, if the Chair of the AGB or the Vice Chair, is of the opinion that a matter of urgency exists and a delay in exercising the function would likely be seriously detrimental to the interests of the School, any pupil or their parent or a person who works at the School, then they may exercise any function of the AGB which can be delegated to an individual or any function relating to the exclusion of pupils after consultation with the CEO and the Chair of the Trustees.

## **Terms of Reference for the Board of Trustees**

The trustees are responsible for the general control and management of the administration of the trust, and in accordance with the provisions set out in the memorandum and articles of association and its funding agreement. It is legally responsible and accountable for all statutory functions, for the performance of all schools within the trust and must approve written scheme of delegation of financial powers that maintains robust internal control arrangements. In addition it must carry out the three core governance functions:

1. Ensure clarity of vision ethos and strategic direction
2. Hold the executive to account for the educational performance of the trust's schools and their pupils and the performance management of staff
3. Oversee the financial performance of the trust and make sure its money is well spent.

## **Meetings**

- the Trust Board will meet five times a year plus an AGM
- in the absence of the chair, the vice chair or the trust board shall be an acting chair for that meeting
- in the absence of the governance professional, the Trust Board shall choose someone to clerk meeting from among their number.
- the draft minutes of each meeting will be circulated with the agenda and any relevant documents for the next ordinary meeting of the trust 10 days before the meeting and will be presented at that meeting by the chair (or in their absence the vice chair of the Test Board).
- any decisions taken must be determined by a majority of votes of trustees present, but no vote can be taken unless a majority of those present are trustees.

## **Finance**

- to ensure that the trust has in place all of the financial policies and procedures required of a multi academy trust as laid out in the Academy Trust Handbook.
- to establish and maintain a three-year financial plan, taking into the account priorities of the School Improvement Plans for schools and for the Trust, roll

projection and signals from central government and (if applicable) the LA regarding future years' budgets, within the constraints of available information.

- to comply with all ESFA requirements including annual budget submission timetable.
- to review the outcomes of an Integrated Curriculum Financial Planning (ICFP) and staff deployment analysis **for each school by March each year** so that the summary results can be reviewed by the Trust Board.
- Approval of the Trust and School budgets
- to ensure spending decisions reflect value for money, regularity and propriety
- to monitor the income and expenditure throughout the year of all delegated and devolved funds against the annual budget plan.
- to receive budget monitoring reports at least 6 times per year including information for individual schools.
- To review and approve any budget adjustments that will from time to time be necessary in response to the evolving requirements of the School or Trust
- to approve the Statutory Accounts of the Trust and ensure these are filed in accordance with ESFA, Companies Act and Charity Law requirements.
- **Agree financial targets for individual schools, including a teacher contact ratio of 0.78 and curriculum bonus maximum of 8%**
- Where schools are in the deficit (including central costs recharge) the Trust Board to agree a financial recovery plan for the school, with an agreed timescale of up to 2 years to achieve at least a breakeven against the revenue budget

### **Premises and ICT resources**

- The Trust Board are responsible overall for the operation of the Trust, including compliance with Health and Safety requirements. The Chief Executive is the lead responsible person for Health and Safety from an executive perspective, with responsibility delegated to the DFO
- To approve the Estates strategy and approve any proposals for capital investment
- To approve an ICT and Digital strategy for the Trust, including any proposals for resources and implementation
- Agree a Data strategy for the Trust

- to select a project working group where necessary to oversee any premises or ICT developments including matters relating to health and safety.

## **People**

- reviews at least annually feedback from a staff survey circulated to all Trust staff
- agrees any substantial restructures at school or Trust level (involving more than 5% of staff or any proposals to that involves the SLT structure for the school)
- determining the admissions policy and arrangements where the Academy in accordance with admissions law and DfE codes of practice (which is communicated to the governors and implemented locally).

## **Leadership and Governance**

- to agree the Trust vision, strategy, strategic objectives and three year plan
- to agree key performance indicators and targets to measure the progress of the Trust against its strategic objectives and for school improvement
- benchmark Trust and school performance against schools/MATs regionally and nationally with similar characteristics
- to develop an annual plan to ensure that the Trust Board and its Committees including Academy Governing Boards, effectively deliver statutory responsibilities and core functions
- agree key performance indicators and targets for the Trust and for individual schools
- ensure that the Strategic Plan aligns with the Trust's vision and ethos of collaboration, empowerment and achievement
- strategic Leadership
- ensure that the Strategic Plan aligns with the Trust's vision and ethos of collaboration, empowerment and achievement
- Agree a Strategy for Parent and Pupil feedback for use across all Trust schools
- to review at least termly the performance against the agreed Trust annual plan and agreed key performance indicators for the Trust

- to ensure that the Trust is staffed sufficiently for the fulfilment of the school's development plan and the effective operation of the school.
- to review annually the role of the sub committees own performance ,constitution and terms of reference the terms of reference.
- determine an academy Safeguarding and Child Protection Policy
- determining an academy Health and Safety Policy
- receiving termly data and an Annual Report.

## **Audit and Risk Committee**

### **General Terms**

### **Terms of Reference**

The committee will advise on the adequacy of financial and other controls, and risk management arrangements within the Trust.

It will direct a programme of internal scrutiny and consider the results and quality of any internal audit.

The committee will deal with all matters relating to auditing, internal scrutiny, finance and risk management that may be referred to them by the board of trustees.

### **Responsibilities**

- to maintain an oversight of the Academy Trust's financial, governance, risk management and internal control systems
- to report findings termly and annually to the Trust Board and the Accounting Officer as a critical element of the trust's annual reporting requirements.

### **Authority**

- the Audit and Risk Committee is a Committee of the Academy Trust Board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board.
- the Audit and Risk Committee is authorised to:
  - request any information it requires from any employee, external audit, internal audit, or other assurance provider.
  - obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or the Trust Board.

## **Constitution**

The Trust Board (“the Board”) hereby resolves to establish a Committee to the Board to be known as the Audit and Risk Committee (“the Committee” or the ARC).

The Committee has no executive powers other than those specifically delegated in these Terms of Reference.

The ARC will be appointed by the Board, and will be made **up of up to 4 trustees**.

Only full members of the committee, who have been approved by the Board, have the right to vote.

The chair of the academy trust board shall not be a member of the committee.

Employees of the Trust cannot be members of the Committee.

The committee may decide to appoint non-voting members, approved by the Board, who may advise the committee.

A minimum of 2 full members must attend the meeting in order to be quorate.

The Chair of Trustees will be appointed annually as an ex officio voting member who can be called upon to make a meeting quorate.

Any trustee may attend a meeting of the audit and risk committee, including those who are not members of the audit and risk committee.

At least one member of the audit and risk committee should have recent or relevant accountancy, or audit assurance, experience.

The Committee members will serve a term of four years. The Committee Chair will be appointed annually at the first meeting of the year of the Board.

## **Executives in Attendance**

Meetings will be routinely attended by:

- Director of Finance and Operations

- Chief Executive Officer

The Accounting Officer, may attend ARC meetings at the invitation of the Chair of the Committee.

## **Meetings**

### **Voting**

It is generally expected and encouraged that decision making by the ARC should be by consensus.

However, it is recognised that there will be occasions where a formal vote is necessary.

Members of the Committee shall have one vote each.

This is subject to any member of the Committee having an interest, loyalty or duty that conflicts, or is reasonably likely to conflict, with the interests of the Committee. In such cases the Committee member must declare his or her interest for the particular item and must not vote on or be present for the vote on that item.

The quorum for the Committee shall be two non-conflicted members. Where a split vote is reached the matter will be referred to the Board for resolution.

### **Frequency**

3 meetings per year

### **Internal Scrutiny and External Audit**

- Take delegated responsibility on behalf of the board of trustees for examining and reviewing all systems and methods of control both financial and otherwise including risk analysis and risk management; and for ensuring the Trust is complying with the overall requirements for internal scrutiny, as specified in the Academies Financial Handbook.
- To agree an annual programme of internal scrutiny / audit, which is objective and independent, covering systems, controls, transactions, and risks.
- To review the Trust's assurance map.

- To oversee individuals that undertake internal scrutiny to ensure they deliver such scrutiny in a way that is most appropriate to the Trust's circumstances.
- To ensure those carrying out the programme of internal scrutiny are suitably qualified and experienced.
- To keep the approach to internal scrutiny under review.
- To ensure the internal scrutiny approach that the Trust uses is confirmed in the Governance Statement that accompanies the annual accounts.
- To ensure the programme of internal scrutiny informs the Accounting Officer's Statement of Regularity in the annual accounts.
- To advise the Board on the need for and, where appropriate, the appointment, reappointment, dismissal and remuneration of, the internal auditor or other assurance provider.
- To receive reports from internal audit and any other assurance providers.
- To review and monitor progress by executives towards meeting recommendations made by internal audit or other assurance providers.
- To ensure the audited accounts are submitted to the ESFA by 31 December each year and meet other statutory requirements.
- To advise on the adequacy of the management response to issues identified by audit activity.
- To monitor the progress made against audit recommendations.
- To ensure the appropriate cooperation and coordination of the work of the external auditor and Accounting Officer.
- To assess the effectiveness and resources of the external auditor to provide a basis for decisions by the Trust's Members about the auditor's reappointment or dismissal or retendering.
- To advise the Board on the appointment, re-appointment, dismissal and remuneration of the external and regulatory auditor.
- To receive reports (including the annual accounts and management letters) and consider any issues raised, the associated management response and action plans, and report necessary actions to the board of trustees.
- To review the external auditor's annual planning document and approve the planned audit approach.
- To consider any additional services delivered by the external auditor or other assurance providers and ensure appropriate independence is maintained
- To consider the quality of external auditors and those carrying out internal scrutiny.
- Monitor procedures in place to ensure compliance with GDPR across the Trust. Update the board as required
- Receive regular reports on Health and Safety compliance, issues arising and the procurement of external support
- Keep under review the adequacy and effectiveness of the academy trust's compliance function.



## **Financial Management and Reporting**

- To advise the Board on accounting policies, the Trust's accounts, and the Trust's annual report, including the process for review of the accounts prior to submission for audit, and levels of error identified.
- To review and advise on the development of fraud policies, whistleblowing processes and arrangements for special investigations.
- To review an overview of financial statements submitted by the trust.

## **Risk Management**

- Oversee at least annually, a review of the trust's risk register
- Annually, to advise the Board on the “risk appetite” that ought to be adopted for the forthcoming year.
- To advise on the strategic processes for risk, control and governance and the governance statement.
- Advise the trustees on the adequacy and effectiveness of the trust's systems of internal control, governance, and risk management processes to regularly review the Trusts risk registers, monitor actions and ensure mitigation plans are in-place or in progress.

## **Terms of reference for the Standards & Curriculum Committee**

### **General Terms**

- to act on matters delegated by the full trust board.
- to liaise and consult with other committees where necessary.
- to contribute to the School Improvement Plan.
- to consider safeguarding and equalities implications when undertaking all committee functions.
- To review the Risk register for all areas of responsibility on termly basis

### **Constitution**

- the membership will consist of:
- the chair or vice chair of the trust board
- the Trust CEO

- at least two Trustees

Other parties may be invited to attend all or part of the meeting as appropriate.

## **Meetings**

- the Committee will meet at least one a term.
- in the absence of the chair, the committee shall choose an acting chair for that meeting from among their number.
- in the absence of the governance professional , the committee shall choose someone to clerk the meeting from among their number. the draft minutes of each meeting will be circulated with the agenda for the next ordinary meeting of the trust and will be presented at that meeting by the chair (or in their absence another member of the committee).
- any decisions taken must be determined by a majority of votes of committee members present and voting – but no vote can be taken unless a majority of those present are trustees.

## **Standards & Performance**

- identify any areas of concern in respect of standards and performance in any school and to ensure that an action plan is created and implemented with the CEO.
- ensure that the Trust's curriculum is balanced and meets the needs of all children/young people.
- scrutinise and review relevant Trust policies for recommendation to the Trust Board.
- ensure that effective processes are in place for the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Trust.
- monitor the quality of education in primary and secondary academies.
- support the CEO in the creation, implementation and monitoring of the Trust's school improvement plan and any post-Ofsted action plan.

- advise the Trust Board with respect to targets for pupil/student achievement across the Trust.
- monitor Careers Education across the Trust and review post-16 destinations against Gatsby Benchmarks and national data.
- ensure that effective arrangements are in place across the Trust for pupil/student support and representation, for monitoring attendance and for behaviour management.
- review and challenge performance against KPI's for each Member Academy set by the Academy Trust in agreement with Academy Governing Boards relating to the academic progress and attainment of pupils
- review annually attendance patterns of schools
- to review annually the sub committees own performance , constitution and terms of reference the terms of reference.

## **Terms of reference for the Leadership and Succession Planning Committee**

### **General Terms**

- To provide strategic direction by advising on strategic and operational issues which affect leadership and governance, staff performance and recruitment ensuring that succession planning contributes to the long -term success of the Trust.
- To review the risk register for all areas of responsibility on termly basis

### **Constitution**

- the membership will consist of:
- the chair or vice chair of the trust board
- the Trust CEO
- three Trustees

Other parties may be invited to attend all or part of the meeting as appropriate. The committee will be supported by the governance professional.

### **Meetings**

- the Committee will meet at least once a term

- in the absence of the chair, the committee shall choose an acting chair for that meeting from among their number.
- in the absence of the governance professional the committee shall choose someone to clerk the meeting from among their number. the draft minutes of each meeting will be circulated with the agenda for the next ordinary meeting of the trust and will be presented at that meeting by the chair (or in their absence another member of the committee).
- any decisions taken must be determined by a majority of votes of committee members present and voting – The Chair will have a casting vote in the event of a tie.
- minutes of the committee’s meetings will be shared with the board and made available to the public.

## **Duties and Responsibilities**

### **Governance**

- advising on the governance structure throughout the Trust
- to ensure that there is a succession plan for Trustees, Governors and Senior Leaders to ensure that the Trust has the right personnel to deliver and plan for current and future needs
- to monitor the quality of leadership
- to oversee the development of governance throughout the Trust to ensure there is robust and consistent practice.
- to develop a schedule of work to ensure that the Trust Board and its Committees including Academy Governing Boards, effectively delivers its statutory responsibilities and core functions
- to approve a People strategy and approve any related proposals for implementation – including approaches to workforce development (recruitment, development and retention) for all Trust and school staff.

### **Staffing**

- to ensure that the Trust is staffed sufficiently for the fulfilment of the Trust Growth plan and the effective operation of the Trust.
- to establish and oversee the operation of the Trust's Appraisal Policy - including the arrangements and operation of the Trust's appraisal procedures for the CEO/Headteachers.
- to ensure that staffing procedures (including recruitment procedures) follow equalities legislation.
- to annually review procedures for dealing with staff discipline and grievances and make recommendations to the trust for approval.
- to monitor approved procedures for staff discipline and grievance and ensure that staff are kept informed of these.
- to recommend to the trust body staff selection procedures, ensuring that they conform with safer recruitment practice, and to review these procedures as necessary.
- in consultation with the CEO to oversee any process leading to staff reductions.
- to review annually the sub committees own performance ,constitution and terms of reference the terms of reference.

## **Terms of reference for the Remuneration sub committee**

### **General Terms**

- to act on matters delegated by the full trust board,
- to liaise and consult with other committees where necessary.
- to consider safeguarding and equalities implications when undertaking all committee functions.
- to establish transparent procedures for developing and implementing policy on pay and employee conditions
- To review the risk register for all areas of responsibility on termly basis

### **Constitution**

The membership will consist of:

- the chair or vice chair of the trust board.
- the chair of each committee of the Trust Board.
- a quorum of three will be required.
- the Chair of the Trust Board should not be chair of this committee.
- the governance professional should be in attendance at all meetings.

Other parties may be invited to attend all or part of the meeting as appropriate.

## **Meetings**

- the Committee will meet at least twice a year or as requested by the Trust Board.
- in the absence of the chair, the committee shall choose an acting chair for that meeting from among their number.
- in the absence of the governance professional the committee shall choose someone to clerk the meeting from among their number. the draft minutes of each meeting will be circulated with the agenda for the next ordinary meeting of the trust and will be presented at that meeting by the chair (or in their absence another member of the committee).
- any decisions taken must be determined by a majority of votes of committee members present and voting – but no vote can be taken unless a majority of those present are trustees.
- duties and responsibilities.
- to establish a Trust wide Pay Policy for all categories of staff in accordance with all statutory and contractual legislation.
- to be responsible for the review of the Pay Policy.
- to ensure a consistent approach to appraisal and benchmarking of proposed pay awards.
- to submit an annual benchmark review of senior pay to the board, this should include; basic salary, pension provision and contractual terms and conditions.
- to provide documentation in order to justify decisions on pay awards.
- to engage third party professional advice and support when relevant.

- to advise the Trust Board on when the pay policy needs to be reviewed and revised.
- to review annually the sub committees own performance ,constitution and terms of reference.

**This document will be reviewed annually.**

## **Annex 1 – Appointment and Removal of Governors**

### **Staff governors**

The Trustees shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the School and, where there are any contested posts, shall hold an election by a secret ballot.

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 may delegate the running of the election to the AGB.

### **Parent governors**

Parent governors of the AGB shall be elected by parents of registered pupils at the School. He or she must be a parent of, or have parental responsibility for, a pupil at the School at the time when he or she is elected.

The Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent governors. The Trustees may delegate the running of the election to the AGB.

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 he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

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 by electronic means, post or, if he prefers, by having his ballot paper returned to the School by a registered pupil at the School.

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.

### **Co-opted governors**

Co-opted governors of the AGB shall be appointed by the Trustees. He or she must be:

- a person who lives or works in the community served by the School; or
- a person who, in the opinion of the Trustees, has the necessary skills set and is committed to the government and success of the School.



## **General Principles**

Where a Governor has been appointed by the AGB, but not yet approved by the Board of Directors they shall, until the first meeting of the Board of Directors, be considered as full Governors.

## **Term of office**

The term of office for any governor shall be 4 years, save for the Headteacher of the School (as applicable) who shall remain a governor until he or she ceases to work at the School. Subject to remaining eligible to be a particular type of governor, any person may be re-appointed or re-elected to the AGB.

## **Resignation and removal**

A person serving on the AGB shall cease to hold office if:

- he resigns his office by giving notice in writing to the governance professional of the AGB;
- the Headteacher or a staff governor ceases to work at the School;
- 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.

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 AGB**

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

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

The Chair and Vice Chair of the AGB shall be appointed by the Trustees and may be removed from office by the Trustees at any time.

The term of office of the Chair and Vice Chair shall be one year. Subject to remaining eligible to be a governor, any governor may be re-appointed as Chair or Vice Chair of the AGB.

A Trustee cannot be a Chair of Governors of an AGB unless the Trustees are providing an interim A

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:**

- he ceases to serve on the AGB;
- he is employed by the Trust whether or not at the School; or
- in the case of the Vice Chair, he is appointed to fill a vacancy in the office of the Chair.

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 AGB shall elect one of their number to act as chair for the purposes of that meeting.

**Committees**

Subject to the prior agreement of the Trustees, the AGB may establish subcommittees who may include individuals who are not members of the AGB, provided that such individuals are in a minority.

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

Subject to the prior agreement of the Trustees, the AGB may appoint Associate Governors for a specific role/remit

## **Annex 2 – Proceedings of the AGB**

### **Meetings**

The AGB shall meet at least once in every term and shall hold such other meetings as may be necessary.

Meetings of the AGB shall be convened by the governance professional to the AGB, who shall send the governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in their absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as he thinks fit.

Any governor shall be able to participate in meetings of the governors by telephone or video conference provided that he has given reasonable notice to the governance professional of the AGB and that the governors have access to the appropriate equipment.

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 AGB.

### **Quorum**

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

### **Voting**

Every matter to be decided at a meeting of the AGB 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.

Any governor who is also an employee of the Trust shall withdraw from that part of any meeting of the AGB at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

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**

Any governor who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest (as defined below)) which conflicts or may conflict with his duties as a governor of the AGB shall disclose that fact to the AGB as soon as he becomes aware of it. A person must absent themselves from any discussions of the AGB in which it is possible that a conflict will arise between his duty to act solely in the interests of the School and any duty or personal interest (including but not limited to any Personal Financial Interest).

A governor of the AGB has a Personal Financial Interest if he, 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**

At every meeting of the AGB 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 as a true record.

The governance professional to the AGB shall ensure that a copy of the agenda for every meeting of the governors, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the governance professional of the Trustees.

## Annex 3 The CEO

The CEO will:

- Develop and facilitate the Trust in accordance with the Trust Board's and Academies stated aims, objectives and values
- Develop and implement effective operational structures and systems that allow the Trust and its constituent academies to achieve excellence
- Take responsibility for the annual Improvement and Business Plan and key documents such as the Trust's longer term strategic plan, its self-evaluation and improvement plans of the Academies; and in particular lead the growth and sustainability of the Trust, considering the local demographic and political climate.
- Together with the Trust Board ensure robust and appropriate proactive risk mitigation and management for the Trust and that the risk strategy is aligned to local academy risk strategies
- Develop a business model that responds to priorities for trust wide change ,based on analysis of effective business models and the needs of the external environment and the wider community
- Develop and maintain effective national and local partnerships
- Be proactive and drive the strategic priorities ensuring that the Trust strategic plan is fully aligned and in tune with the local academy plans
- Lead the appraisal process across the ELT to support the achievement of strategic priorities
- Lead & manage all operations through the agreed organisation structure and accountability matrix, as defined within the Scheme of Delegation and through the development, implementation and review of Trust level policies to achieve the Board's stated objectives
- Ensure the effective capture of all data to meet statutory and legislative standards
- Ensure the Trust's management and organisational structures are fit for purpose and facilitate continuous improvement
- Support the Chair of the Trustees in their strategic role of leading and supporting AGB chairs
- Ensure that there are clear quality assurance systems embedded across the Trust that drive consistency and improvement in performance
- Achieve effective communication, both internally and externally to the Trust, including liaising with all stakeholders and the local and national media.
- Develop and effectively and efficiently manage the learning environment, resources (people / assets / finances) and facilities of each academy within the Trust. Particular emphasis will be upon the planning and development required to support the forecast growth in pupil numbers at the academies

- Be responsible for meeting the demands of changing legislation, new initiatives and changing practice
- Lead, oversee and advise on the allocation of resources across the Trust
- In line with the agreed Trust Scheme of Delegation, the CEO will select, train, develop, empower and motivate the senior staff of the Trust; appoint associate consultants as appropriate and will also support academy Heads of School in local academy recruitment and staff development.
- Develop a trust wide approach to the school improvement strategy and curriculum development which impacts on standards across all academies within the trust.
- Ensure that Trust meets all legislative and statutory requirements, including Health and Safety, Safeguarding and those required by Companies House, the Charity Commissioners and Data Protection.
- Advise the board on aspects of due diligence required when considering the financial credentials of any school joining the trust
- To work with headteachers in ensuring that the governing body complies with Appraisal regulations (Teachers 2012 ) and Trust wide policies