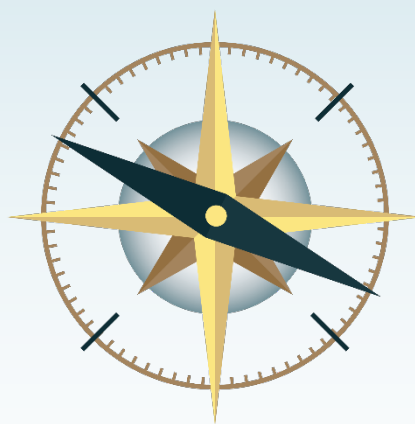


Scheme of Delegation

THE
COMPASS
PARTNERSHIP OF SCHOOLS

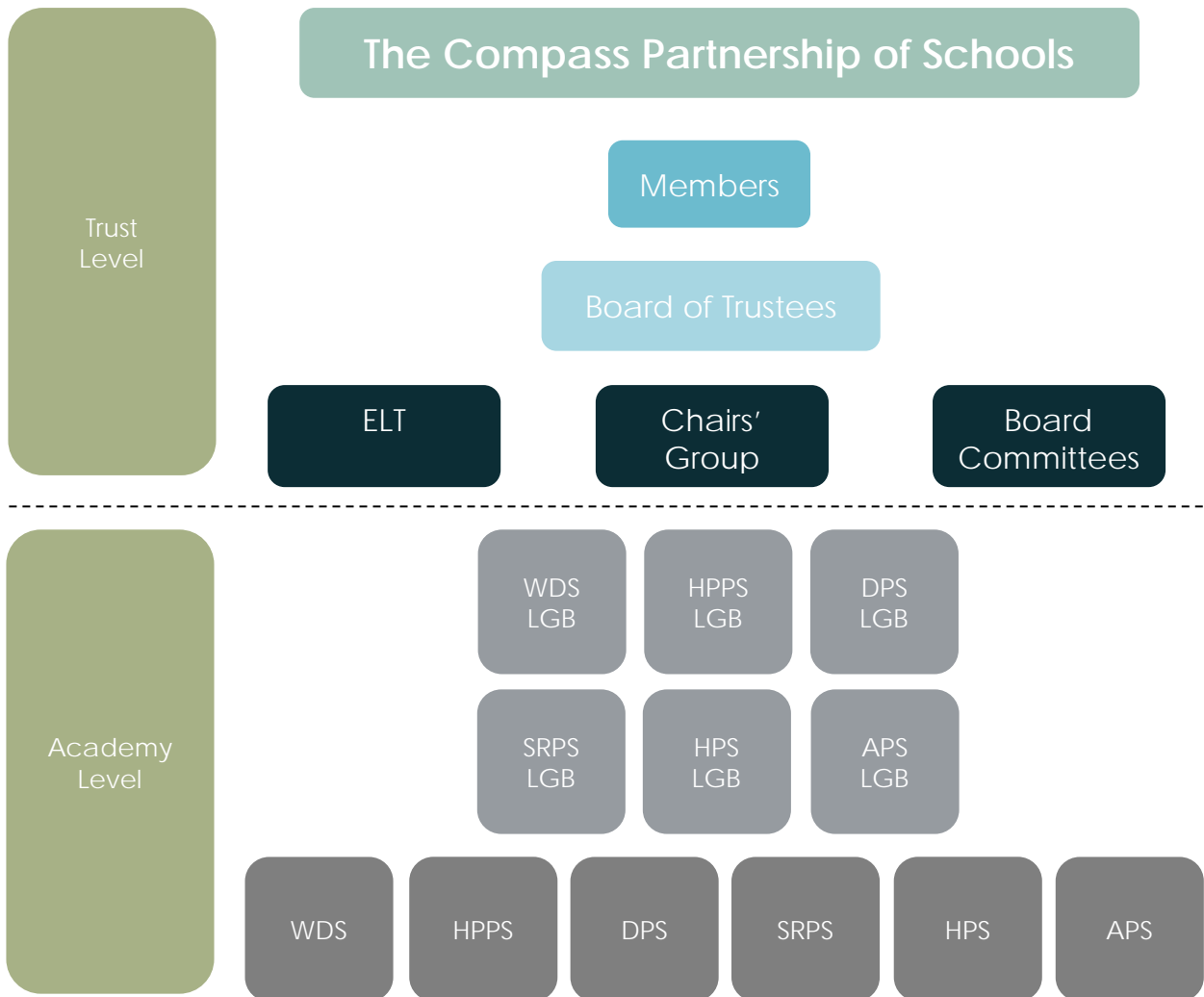
past, present, future



Alderwood - Deansfield - Halstow
Horn Park - South Rise - Willow Dene - Wingfield

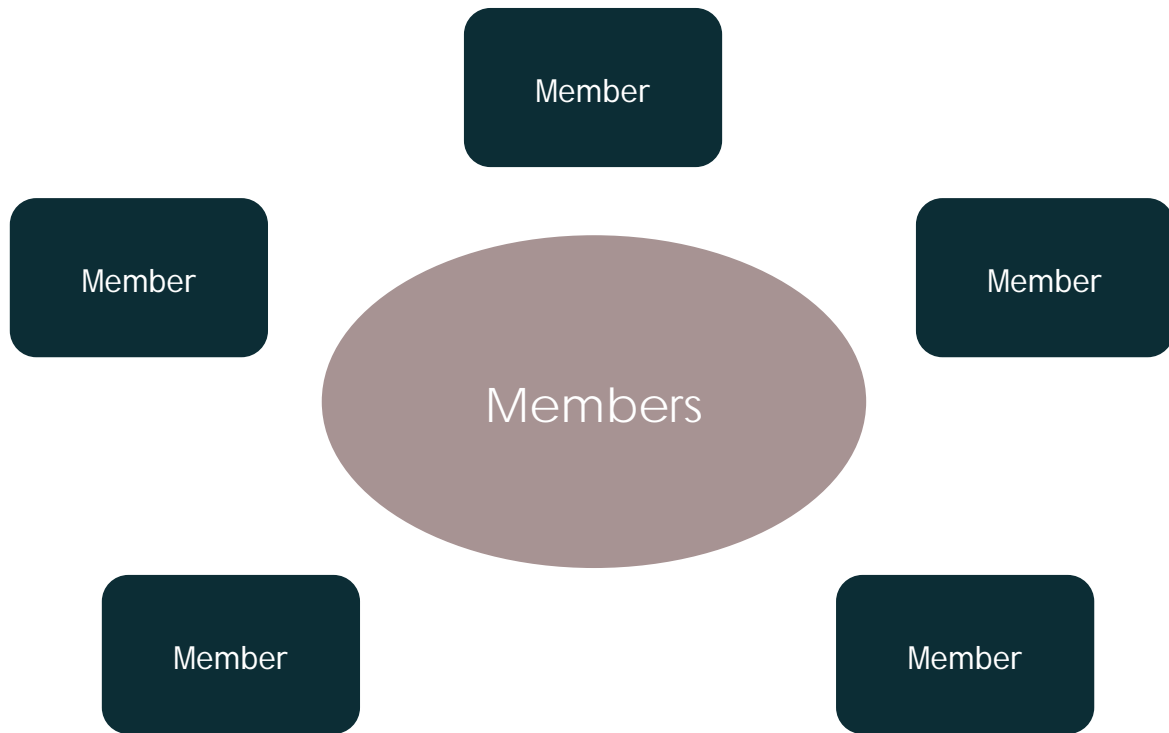
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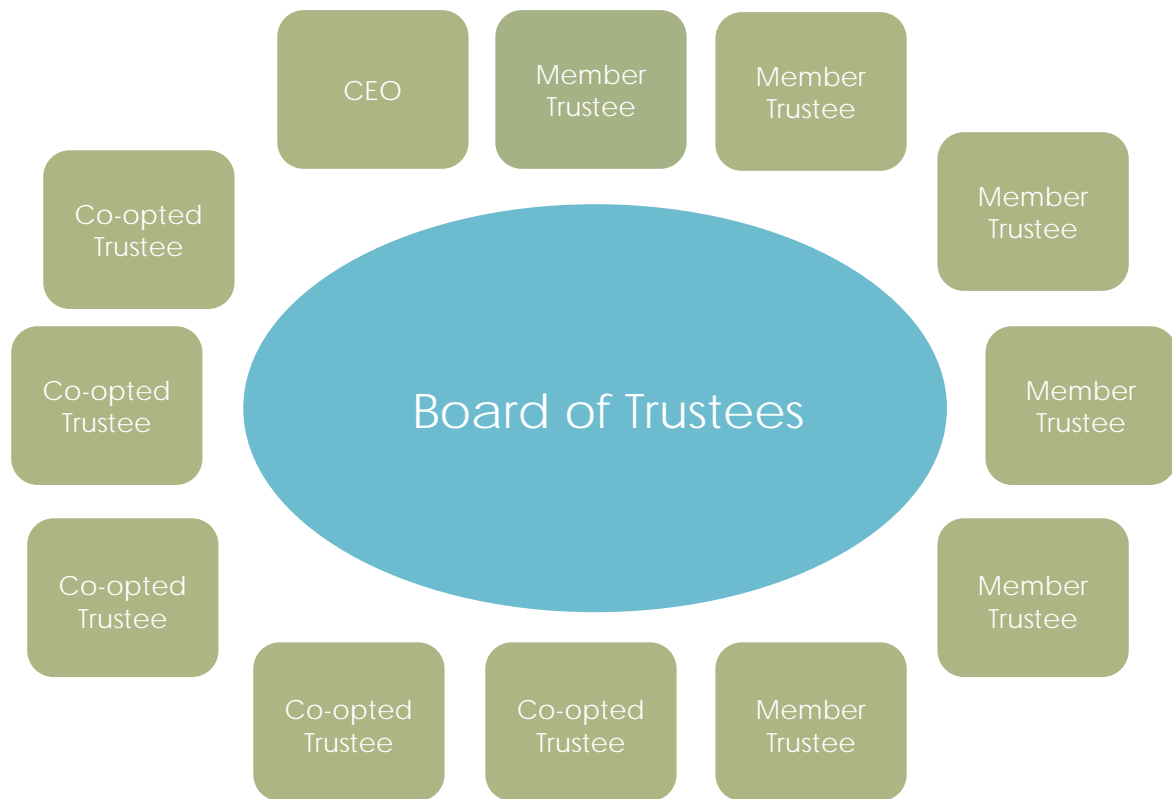
Key features:

- There will be one company.
- Members can be considered as the custodians of the MAT – they have a hands-off role in terms of managing the Trust and act as a 'check and balance' on the performance of the MAT.
- Trustees have strategic oversight and ultimate responsibility for all management decisions within the MAT academies.
- A Local Governing Body (**LGB**) will be established by the Trustees for each academy, although an LGB could act in respect of more than one academy (if appropriate) up to a maximum of 5.
- LGB plays support & challenge role for each Academy's senior leadership team.
- An optional Executive Group chaired by the Chief Executive Officer (**CEO**) could be an operational board to support the management of the academies.
- At an appropriate time, a "Chairs' Group" could be set up to facilitate communication across the MAT and between the board of Trustees and the LGBs. It would also provide schools and learning communities within the MAT a "voice". This body would feed into the main Board through the Chair of Trustees. It will meet once in the first year to review the governance structure and more regularly in the second year or as the Trustee Board composition changes,
- The Board would also initially have 2 committees; Business together with Audit & Risk.



Members

- *There will initially be five members who are Mary Whitehead, Fiona Aubrey-Smith, Alex Brooks-Johnson, David Mbatha, and Nathalie Fitzgerald.*
- *The Members appoint an agreed number of Trustees to the MAT board.*
- *Members rights are enshrined in Company law and Members may:*
 - *wind up the MAT*
 - *amend the articles of association*
 - *appoint trustees*
 - *by special resolution give directions to the Board*
 - *remove any trustee.*
- *In the event that the MAT is wound up without enough assets to satisfy its creditors, each Member would be liable to pay up to £10 towards these debts.*
- *Each Member could be asked to sign a letter confirming they agree to the further the vision and values of the MAT & comply with the Academies Financial Handbook in so far as it relates to members.*
- *To ensure a suitable degree of independence between the membership and board, no more than one member will also be a trustee (the Chair of the Board).*
- *Meet at least once a year for the AGM.*



* Board elect one of their members who is not an employee to act as Chair

** Members can pass ordinary resolution setting the maximum Board size to 11.

MAT board of trustees

- Trustees are responsible for the management and administration of the MAT and are accountable to the Members who act as a 'check and balance' on the performance of the MAT.
- There will be up to 12 Trustees. Comprising up to 6 Trustees appointed by the Members (1 of these will be an Executive Head Teacher and the balance will be on a skills basis), the CEO and then up to 5 Trustees co-opted (with consent of the members) by the Trustees.
- Trustees will have to sign an appointment letter confirming the basis on which they are acting.
- Board's key responsibilities will be to ensure through governance structure and leadership team that the MAT (1) is making proper and effective use of public funds, (2) for the quality of provision and (3) has an effective strategy in place to meet its obligations.
- Each Academy will have or share a Local Governing Body – a committee of the Board. The LGBs will only be able to establish sub-committees with the permission of the Board.
- The Board may also establish committees, such as Business, Audit & Risk.
- Board will meet at least 4 times a year; once per term and twice in the Autumn term due to extra meeting to approve audited accounts.



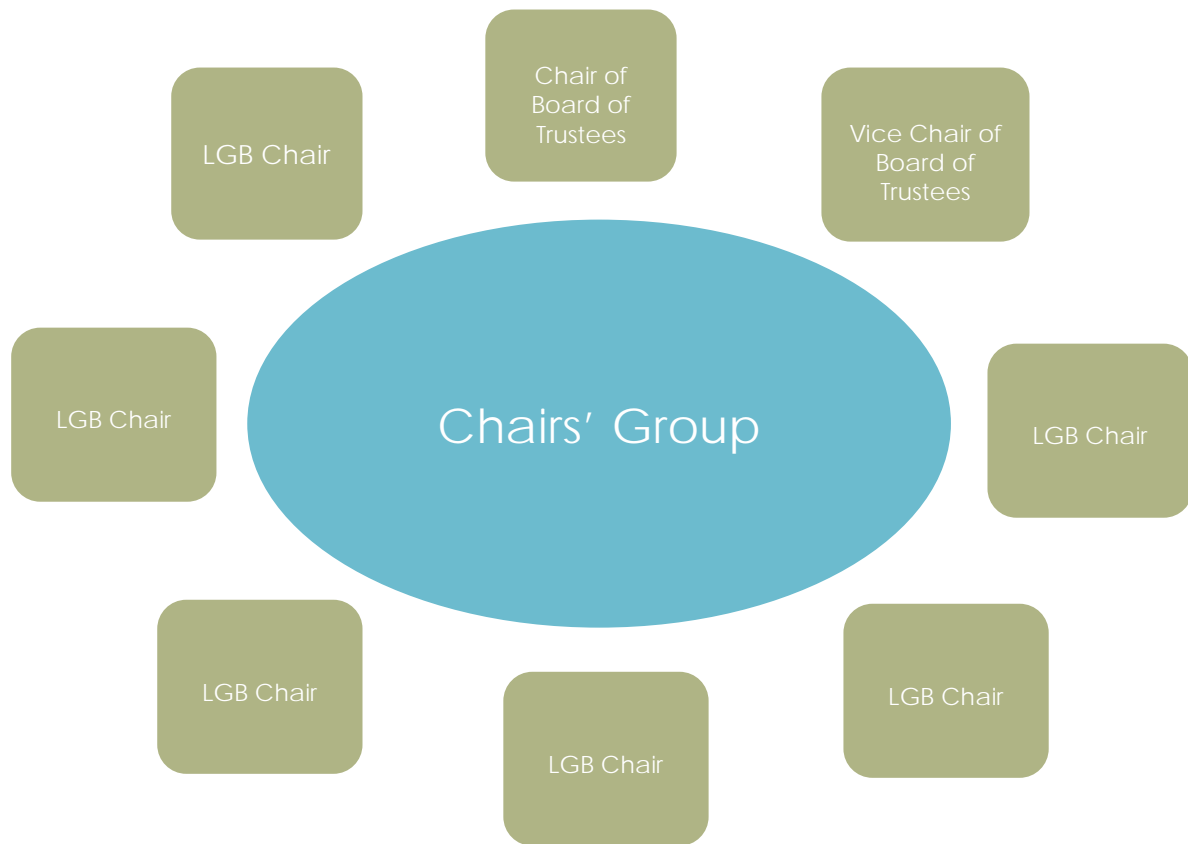
Local Governing Body

- *The Local Governing Body is responsible for "day to day" oversight of the operation of the relevant Academy, by way of the powers delegated to it by the Trustees in accordance with appropriate terms of reference.*
- *LGB terms of reference may be drafted to deliver "earned autonomy" where main Board has a range of powers to intervene depending on scale of any issues.*
- *Level of financial contribution from individual Academies to central operating costs can be varied proportionate to the income received from the DfE to operate the Academy.*
- *The LGB composition can vary between schools, but the intention would be to have each LGB comprising of no more than 13 members. For an LGB with 13 members, the composition would be as follows:*
 - *2 elected parent governors*
 - *1 staff governor*
 - *Head Teacher*
 - *Executive Head Teacher*
 - *6 co-opted governor*
 - *up to 2 board appointed governors (appointed for the skills they can bring contribute to the effective governance and success of the academy)*
- *The LGB will appoint one of the governors to act as the LGB Chair.*
- *The LGB could meet twice per term, either side of a full Board meeting.*
- *The CEO and other members of the MAT's management team will be entitled to attend and speak at LGB meetings.*
- *LGBs are required to establish terms of reference in-line with the definitions in the Code of Governance. In the event that this does not happen, the Trustees will intervene.*



Executive Leadership Team

- *The Board of Trustees will establish an "Executive Leadership Team" (ELT) which will comprise of the CEO and the other Executive Head Teachers.*
- *The ELT will be chaired by the CEO.*
- *ELT's key responsibilities will include*
 - *review and report to the Board of Trustees on progress for the priority objectives set by the Board of Trustees;*
 - *reviewing educational performance and the effect of agreed interventions across the MAT;*
 - *to provide peer support and challenge, share ideas and drive collaboration across the MAT academies*
 - *report to the Board of Trustees on progress on all issues of responsibility for the ELT.*
- *Members of the Trust business team will attend and provide support, as required.*
- *Other MAT employees and specialist support may be invited to attend ad-hoc meetings as required.*
- *ELT will meet at least 6 times a year.*



The Chairs' Group

- *The Board of Trustees will also establish a Chairs' Group, which will comprise of the Chair of the main Board of Trustees, the Vice Chair of the Board of Trustees, together with the Chair of each curriculum and inclusion committee (the LGBs) of the Trust.*
- *The Chair will be elected by the group.*
- *The function of the Chairs' Group will be to act as a conduit of effective communication between the local academies and the main Board – it will not have decision making powers itself.*
- *The Chairs' Group will also provide a forum to share ideas and drive collaboration across the MAT academies.*
- *The members of EG may be invited to attend ad hoc meetings, as required.*

Summary - Overview of Decision Making

Members

- appointing trustees to MAT Board
- acting as “ambassadors” for the MAT
- high-level monitoring the overall effectiveness of the MAT
- sounding board for governance issues
- acting as a last line of resort in holding the Board to account

Trustees

- strategic oversight, setting vision and policies for the MAT
- ensuring appropriate governance and decision making
- dealing with contractual relationships with third parties
- ensuring compliance with all regulatory requirements
- oversight of standards & outcomes of academies
- oversight of finances & effective use of funds
- setting appropriate targets and holding ELT and local leadership to account
- agreeing and monitoring budgets
- reviewing performance across the academies & the MAT

CEO

- responsible for leading the development and delivery of the MAT’s long-term strategy
- ultimate responsibility for all day-to-day management decisions and for implementing the MAT’s long and short term plans
- acting as a direct liaison between the Board and SMT
- key communication role on behalf of the MAT with local stakeholders, regulatory bodies and government
- ultimate executive responsibility for delivering excellent educational provision
- ultimate executive responsibility for ensuring the proper use of public funds & acts as the Accounting Officer
- ultimate executive responsibility for assessing and reporting to the Board on risks

Heads

- provide professional leadership for the academy and secure its success and improvement, ensuring high quality education for all its pupils and good standards of learning and achievement
- implementing the agreed policies and procedures laid down by the LGB including the implementation of all statutory regulations
- advising the LGB on forward planning and quality assurance
- provide leadership and management of the academy and its staff
- managing the delegated budget and resources agreed by the LGB
- responsibility for delivering excellent educational provision at the academy

LGBs

- “day-to-day” oversight of running of the academies in terms of learning, standards, safety & wellbeing
- carrying out the MAT’s vision policies & priorities
- holding local academy leadership to account for academic performance, quality of care & provision
- overseeing & monitoring the effectiveness of learning strategies
- supporting the Board and its committees in relation to proper use of funds & delivering high quality educational provision

Scheme of Delegation

Adopted on 7th July, 2016

This scheme of delegation sets out the Trust's approach to delegations between the different layers of governance within the Trust.

In this Annex the phrases used have the following meanings:

Consult: the individual/group that should be consulted as part of the process of completing a particular task.

Deliver: the individual/group that has responsibility for undertaking the particular task delegated to them and reporting on its delivery at suitable intervals. In the case of the Senior Executive Head Teacher (CEO) this will be at Trust level. In the case of the Head Teacher this will be at Academy level.

Determine: the individual/group that has primary responsibility for ensuring the particular task is completed and determining how the Trust and/or Academies (as appropriate) should undertake the task including determining appropriate milestones and targets to be reported against.

Develop: the individual/group that has responsibility for developing proposals relating to a task for discussion and approval by the appropriate decision-making individual/group.

Recommend: the individual/group that should make recommendations as to how a particular task should be completed. In the case of (i) the CEO they will be making recommendations to the Board and/or LGB (as appropriate), (ii) the LGB they will be making recommendations in relation to their Academy to the Board, CEO and/or Head Teacher (as appropriate) and (iii) the Head Teacher they will be making recommendations in relation to their Academy to the CEO and/or LGB (as appropriate).

Report: the individual/group that has responsibility for reporting on the delivery of tasks. In the case of (i) the CEO they will be making reports to the Board and/or LGB (as appropriate), (ii) the LGB they will be making reports in relation to their Academy to the Board and/or CEO (as appropriate) and (iii) the Head Teacher they will be making reports in relation to their Academy to the CEO and/or LGB (as appropriate).

Review: the individual/group that has responsibility for reviewing whether a particular task is being carried out satisfactorily and where appropriate requiring action to be taken to ensure task is delivered appropriately. In the case of (i) the Board they will be reviewing the CEO and/or LGB (as appropriate), (ii) the CEO they will be reviewing the Head Teacher and (iii) the LGB they will be reviewing the Head Teacher and his leadership team.

Comply: the individual/group will follow agreed policies and procedures.

To assist interpretation of the matters delegated the table below provides additional comment as appropriate.

	Trustees	CEO/Exec Leadership Team	LGB	Head Teacher	
STRATEGY AND LEADERSHIP	Set strategic objectives of the Trust & Academies	Determine – for the Trust & Academies	Develop – in the case of the Academies in consultation with LGB & Head Teacher	Recommend	Consult – in the case of their Academy
	Deliver strategic objectives of the Trust & Academies	Review	Deliver	Review	Deliver
	Scrutiny – review & challenge progress of the Trust against its strategic objectives and KPIs	Review – progress of the Trust & Academies	Report Review – reports from the LGBs/Head Teachers	Review – progress of the Academy Report – progress to the CEO & Board	Report – progress of the Academy to the LGB
	Compliance: Funding Agreement – comply with all obligations including the Academies Financial Handbook	Review	Deliver	Comply	Comply
	Compliance: Regulatory – with all regulations affecting the Trust (including all charity law, company law, employment law and health and safety)	Review	Deliver Report – to Board	Review	Deliver Report – to LGB & CEO
	Compliance: Financial Oversight – ensuring that there are appropriate financial controls so that there is regularity, probity and value for money in relation to the management of public funds	Determine – policies to ensure compliance Review	Deliver Report – to Board	Review	Deliver Report – to LGB & CEO
	Compliance – completing the register of business interests and put in place a procedure to deal with any conflicts of interest and connected party transactions	Determine – policies to ensure compliance Deliver		Deliver	

		Trustees	CEO/Exec Leadership Team	LGB	Head Teacher
STRATEGY AND LEADERSHIP	Appointments of Trustees and Governors – ensuring processes in place for appointment of trustees (including ensuring that the Trustees and Governors have the skills to run the Trust and the Academies)	Determine – policies and criteria for the selection of Trustees and Governors Review – the Board’s own performance Review – performance of the LGBs	Report – to the Board on the performance of the LGBs Review – annually the size, structure and composition and skill Determines of LGBs Recommend – if appropriate changes to the size and composition of the LGBs	Review – procedures for the election of staff and parent governors of the LGB Review – own performance	
	Appointment of the Responsible Officer and Audit Committee	Deliver – appoint Responsible Officer and (if necessary) the Audit Committee	Deliver – the Responsible Officer role		
	Appointment of Clerk – Board and LGBs	Deliver – appoint the clerk to the Board & LGBs		Consult – in connection with the appointment of the LGB clerk	

		Trustees	CEO/Exec Leadership Team	LGB	Head Teacher
STRATEGY AND LEADERSHIP	Policies – review and approval of Trust Wide Policies (including admissions, DBS, charging and remissions policies, health & safety and safeguarding)	Determine	Deliver – presenting policies to the Board for approval Report – material non-compliance to the Board	Review – all policies approved by the Board and Academy specific policies	Deliver – presenting Academy specific policies for approval by the LGB Report – non-compliance to the LGB and the CEO
	Prepare terms of reference for LGB's and Committees	Deliver Review – annually	Develop		
	Training programme for trustees and governors	Deliver	Develop	Deliver	

	Trustees	CEO/Exec Leadership Team	LGB	Head Teacher	
EDUCATION AND CURRICULUM	Academy Development Plan – for each Academy in line with strategic aims of the Trust	Determine – the Academy Development Plan in consultation with the appropriate LGB	Deliver – drafting and agreeing the Academy Development Plan	Recommend – Academy Development Plan to the Board	Work with the CEO in producing the Academy Development Plan Review – the Academy Development Plan
	Key Performance Indicators – setting and reviewing performance of the Trust & the Academies	Determine – Trust wide and Academy KPIs Review – performance against KPIs	Consult – with the LGBs and propose KPIs to the Board Receive reports – from the LGBs and report performance of the LGBs against KPIs	Recommend – targets for performance of the Academy to the CEO Review – performance of the Academy and report to the CEO Deliver – holding leadership to account for delivery against KPIs	Deliver – performance of the Academy against KPIs Report – performance of the Academy to LGB
	Quality of Teaching – ensuring appropriate levels of support, challenge and intervention to support delivery of education outcomes	Review – the work of the CEO	Deliver – supporting the Academies and intervening where appropriate	Review – at the Academy	Review – management of staff to ensure teaching and learning objectives are met Report– strengths and concerns in the quality of teaching to LGB
	Curriculum – setting the curriculum for the Academies and reviewing its effectiveness	Determine – curriculum and standards Review – effectiveness of the curriculum across Trust	Deliver Recommend	Consult Review	Deliver

	Trustees	CEO/Exec Leadership Team	LGB	Head Teacher	
EDUCATION AND CURRICULUM	Pupil Premium – reviewing and challenging the value for money/ ROI of the Pupil Premium in terms of educational outcomes and narrowing the achievement gap	Review	Report – to Board effectiveness of use of the Pupil Premium across Trust	Determine & Review – how Pupil Premium is spent at the Academy	Deliver Report – on effectiveness of use of the Pupil Premium
	Set admissions policy	Deliver	Develop		
	Admission decisions			Deliver	Consult
	Collective worship arrangements for school without religious character			Review	Deliver
	Student issues (including attendance, exclusions, punctuality and disciplinary matters for each Academy)	Review	Review delivery	Receiving reports from the Head Teacher Report any material issues to the Board and the CEO	Deliver – ensuring student issues are dealt with in accordance with Trust and Academy Policies Report – to the LGB on any material issues
	Academy Hours – setting the opening and closing times for the Academies	Determine – in consultation with LGBs		Consult – with the Board	Comply
	Term Dates and length of school day	Determine – in consultation with LGBs		Consult – with the Board	Comply
	School lunch – ensure provided to appropriate nutritional standards			Review	Deliver
	Provision of free school meals to those meeting criteria			Review	Deliver

		Trustees	CEO/Exec Leadership Team	LGB	Head Teacher
FINANCIAL	Funding Model – agreeing a funding model across the Trust and develop an individual funding model for the Academies) so as to secure the Trust's financial health in the short term and the long term	Determine – in consultation with the LGBs	Recommend a funding model to the Board for approval Review	Consult – with the Board Review – compliance with the overall financial plan for the Academy	Comply
	Trust Annual Budget – formulating and setting the Trust wide budget	Determine	Deliver – on preparation of Trust budget and present to the Board for approval Review – submission of Trust budget to the ESFA		
	Academy Annual Budgets – formulating and determining the proportion of the overall budget to be delegated to each Academy (including uses of contingency funds/ balances)	Determine	Deliver – on preparation of Academy budgets in consultation with the LGBs and present to the Board for approval Review – submission of Academy budgets to the ESFA	Consult – with CEO in respect of the Academy's requirements Comply	Deliver Comply
	Expenditure and ensuring delivery of Annual Budgets	Review	Report – to the board any material issues with delivery against the Annual Budget by the Academies Receive reports – on matters of concern in connection with compliance with the Annual Budgets	Review Report – to the CEO any issues with expenditure or compliance with the Annual Budgets by the Academy	Report – to the LGB any need for any matters of concern in respect of the Academy's annual budget

	Trustees	CEO/Exec Leadership Team	LGB	Head Teacher	
FINANCIAL	Reporting: financial reporting and KPIs	Determine	Deliver	Review	Deliver
	Delegated Budgets and Finances – in the form of a scheme of delegation of financial authority to the Academies	Determine	Deliver – on recommending financial limits to the Board Review – effectiveness of limits	Review Delivery– Academy Comply – adherence to limits	Comply – adherence to limits
	Financial Policies – establishing of policies and procedures to ensure compliance with the Trust’s financial and reporting requirements	Determine	Review – compliance with policies Report – any issues or non-compliance to the Board	Review delivery – compliance with policies Report – any issues or non-compliance to the CEO	Deliver – compliance with finance policies
	Approving annual accounts	Approve	Deliver – arrange for auditing and filing of annual report and accounts	Comply – by keeping proper records in respect of the Academy and providing such information to assist the Trust in preparation of the Annual Accounts	
	Corporate Risk Register	Review delivery	Deliver – management of corporate risk register	Review – Academy risk register	Deliver – management of Academy risk register
	Investments – agreeing the investment policy in line with the Academies Financial Handbook and any internal polices and controls	Determine and review delivery	Deliver		

	Trustees	CEO/Exec Leadership Team	LGB	Head Teacher	
HR AND OPERATIONS	Appointing the CEO	Appoint			
	Appointing the Head Teachers at each Academy	Approve – in consultation with the CEO/ LGBs	Recommend – sit on appointment panel along with [two] representatives of the relevant LGB	Recommend – [two representatives] to sit on the appointment panel with the CEO	
	Appointing of cross-Trust Staff (in line with recruitment policy)	Review	Appoint and report to the Board		
	Appointing Academy Staff			Appoint (in consultation with the Head Teacher & scheme for making academy appointments)	Recommend
	Establishing Trust wide HR Policies (including recruitment , discipline, capability, grievance and absence policies) in accordance with all appropriate regulations	Determine Review	Comply	Review	Comply
	Setting Appraisal Performance Management Policy together with pay reviews (in line with the Trust’s pay policy and all statutory regulations)	Review – in respect of CEO Receive reports – in respect of appraisal arrangements and outcomes Review – any appeals in respect of the Head Teachers and cross academy staff	Review – in respect of Head Teachers and cross Trust staff (and any appeals from Academy staff) Review – and Report – (annually) to the Board on appraisal arrangements and outcomes	Assure – in respect of performance management of Head Teacher Review – any appeals respect of all other staff	Review – in respect of all other staff Report – annually to the CEO on appraisal arrangements and outcomes

	Trustees	CEO/Exec Leadership Team	LGB	Head Teacher	
HR AND OPERATIONS	Setting Terms and Conditions of Employment and Staff Handbook	Determine – and consider any proposals by LGBs to make amendments	Recommend	Consult – report to Board on any suggested changes to the Academy's terms and conditions	Comply
	Dismissing CEO, Head Teachers, senior/ cross Trust staff (in accordance with the Trust disciplinary and capability policies)	Review – in respect of the CEO	Review – in respect of Head Teachers, cross academy staff and senior leadership teams of the Academies Report – any dismissals to the Board	Review – in respect of the Head Teacher of the Academy	
	Dismissing all other staff (in accordance with the Trust disciplinary and capability policies)		Review Report – to the Board	Review (in consultation with the CEO) Report – to the CEO	Comply
	Reviewing discipline and grievance policy	Review delivery	Recommend	Review – in line with Trust policy	
	Setting trust wide procurement policies (for suppliers including auditors, HR and payroll providers and solicitors) in accordance with the Funding Agreement, Academies Financial Handbook and the Trust's procurement policy	Develop	Deliver	Comply	Comply

	Trustees	CEO/Exec Leadership Team	LGB	Head Teacher	
HR AND OPERATIONS	Setting academy specific procurement policies – in accordance with the Funding Agreement, Academies Financial Handbook and the Trust’s procurement policy	Determine	Review	Deliver – in accordance with Trust policy	Recommend
	Determining and allocating central services provided to the Academies by the Trust	Determine (in consultation with the LGBs)	Deliver– on recommending the allocation of services to the Board	Consult	Consult
	Overseeing the effectiveness of services provided centrally by the Trust	Review	Deliver and report to Board	Report – to the Board	
	Asset and Premises Maintenance Strategy – determining use of Academies’ premises and ensuring premises are adequately maintained	Determine – Trust wide policy	Recommend	Determine – academy plan in accordance with Trust policy Review delivery of academy plan	Deliver – in accordance with Academy policy
	Acquiring and disposing of Trust land	Deliver	Recommend		
	Changing use of Assets	Deliver		Recommend to the Board of any changes to fixed assets used by the Academy	
	Arranging insurance for the Trust	Review	Deliver		
	Media and PR – overseeing public relations activities to project the activities of the Trust and the Academies to the wider community	Review	Deliver – Trust wide activities	Comply	Comply
	Academy Prospectus		Review	Deliver	Recommend
	Trust Prospectus and website	Review	Deliver		

Financial Authorisation Limits

These limits are taken from the financial regulations that were approved by the Trust Board on 7th July 2016

Expenditure Limits within budget (per expense)	
Site Manager (emergency minor building repairs)	Up to £500 up to 10 times a year
Business Manager	Up to £5,000
Head Teacher	From £5,001 and £10,000
Chair of local governing board	From £10,001 and £25,000
Trust Business Committee	From £25,001 to £100,000
Trust Board	Over £100,000
Procurement Card	£5000
Virement Limits	
Head Teacher	Up to £5,000
local governing board	From £5,001 to £10,000
Trust Board and notify ESFA if significant	Over £10,000
Writing off bad debts	
Head Teacher	Up to £250
Trust Board and approval from ESFA	Above £250
Disposal of Surplus Stock, Stores & Assets (estimated value)	
Head Teacher	Up to £500
Trust Board	Over £500
Trust Board plus prior approval of ESFA	
Other Monetary Limits	
Mileage Allowance	HM Revenue & Customs approved rate
Petty Cash Imprest	£400 (except for an Unusual Event)
Safe Cash/ Cheque limits	£3,000 – cash
(as per insurance policy)	£5,000 – cheques (recorded at point of receipt)
	£500 monetary instruments i.e. stamps, vouchers

Ordering Procedures	
3 Competitive quotations (written evidence required)	£5,000 – £50,000
Tendering procedure	Over £50,000
Tendering procedure + OJEU	€207,000+ (Euros) for supplies and services
Tendering procedure + OJEU	€5,186,000+ (Euros) for works
Asset Register	
Capitalisation limit	Over £5,000
Attractive portable items	Over £250
Schools will liaise with the Finance Director on all procurements over £3000 and all premises projects	

LGB STANDING CONSIDERATION

Each LGB will have the following standing items on agendas:

- Finance
- Progress with the member Academy's SDP/SEF/Ofsted Single Action Plan
- Receipt of reports from the SIP for comment to the Trust Board (via the CEO)
- Local Staffing/Recruitment (below HT)
- Safeguarding
- Pupil Premium

POLICY RESPONSIBILITIES

Trust policies shall be maintained on the following basis:

Trust With Personalisation For Each Academy	Trust Policies	Individual School Policies
Safeguarding	Whistleblowing policy	Subject Policies
Behaviour	Capability	Teaching & Learning Policy
SEND	Appraisal	Homework Policy
Code of Conduct	Data Protection	Uniform
Equalities	Admissions	
Accessibility Plan	Health & Safety	
Home School Agreement	SCR	
Curriculum	Freedom of Information	
Charging	Complaints	
	E-Safety	
	All Finance Policies	
	All HR policies (unless stated)	
	Term Dates	
	Training Dates (2 Trust, 3 Academy discretion)	

Introduction

In order to support the effective operation of The Compass Partnership of Schools (the **Trust**) and the academies within the Trust this document summarises:

- the role and responsibilities of the Trust's members, the Trust's board of trustees, the Chair of the Trust, its Senior Executive Head Teacher and other senior employees together with the LGBs established by the Trustees; and
- the expectations of the Trust in respect of the conduct of Trustees and Local Governors.

In this Scheme, the following phrases have the following meanings:

Phrase	Meaning
Academy	An academy maintained by the Trust and " Academies " refers to all of the Trust's academies.
Accounting Officer	The CEO of the Trust who is appointed by the Board to act as the Trust's accounting officer as required by the ESFA pursuant to the Financial Handbook. The Accounting Officer is responsible for ensuring appropriate oversight of financial transactions of the Trust.
Articles	The Articles of Association of the Trust.
Board	The board of trustees of the Trust. Members of the Board are known as " Trustees ". As the Trust is a company the Trustees are also directors under company law.
Board Committee	A committee, other than an LGB, established by the Board to help it fulfil its responsibilities.
Chair	The person appointed as chair of the Board pursuant to the Articles.
Chief Financial Officer or CFO	The Trust's head of finance and capital assets who is appointed by the Board to act as the Trust's chief financial officer as required by the ESFA pursuant to the Financial Handbook. The CFO should play both a technical and leadership role, including ensuring sound and appropriate financial governance and risk management arrangements are in place, preparing and monitoring of budgets, and ensuring the delivery of annual accounts.
Financial Handbook	The Academies Financial Handbook issued by the Education Funding Agency (as amended annually).
Funding Agreement	The Master Funding Agreement and the Supplemental Funding Agreement entered into between the Trust and the Secretary of State for Education in respect of the operation of the Academies.
Governance Handbook	The governance handbook issued by the Department for Education for trustees of academies and multi academy trusts and governors of maintained schools.

Heads' Executive Board or ELT	The operational group established by the Board comprising of key members of the Trust's senior managers to support the effective operation of the Trust and the Academies including but not limited to the CEO and the other Executive Head Teachers.
Local Governing Body or LGB	A committee of the Board established by the Board in respect of each of the Trust's Academies to assist the Board with the discharge of their responsibilities. Members of the LGBs are known as " Local Governors ". The LGBs are established pursuant to the provisions in the Articles permitting the establishment of Local Governing Bodies.
Members	The persons who have been appointed as a member of the Trust pursuant to the Articles.
Register of Members	The register of Members maintained by the Trust pursuant to the Companies Act 2006.
Scheme of Delegation	The general scheme of delegation which sets in out in detail the matters and responsibilities retained by the Board and those matters and responsibilities delegated by the Board. Where there is a conflict between the Scheme of Delegation and this Code then the Scheme of Delegation shall prevail.
Scheme of Financial Delegation	The scheme of delegation of financial powers that the Trust is required to operate under the Financial Handbook in order to provide robust internal control arrangements. Where there is a conflict between this Code and/or the Scheme of Delegation and the Scheme of Financial Delegation then the Scheme of Financial Delegation shall prevail.
CEO	The person appointed by the Board as the Chief Executive Officer.
Trust Business Team	The senior management of the Trust including but not limited to the ELT, Director of Finance & Capital Assets, Director of HR, Trust Lead for IT Infrastructure & Digital Communications and Director of Operations & Partnerships.

Part One: Roles & Responsibilities

Set out in the Annex to this Code is summary overview of the roles and responsibilities.

1. Members

Academy trusts do not have shareholders; they have Members. The role and rights of Members is analogous to that of shareholders. Members of the Trust do not have rights of ownership in the company like shareholders because the profits of the Trust cannot be distributed to them. However, the Members can control changes in the Articles and other fundamental decisions relating to the Trust.

Members also have the right to remove a Trustee by ordinary resolution (a vote passed by a simple majority of Members).

The names of the Members are set out in the Trust's Register of Members.

The Articles state that there should be a minimum of three Members. However, the DfE encourages trusts to have at least five members. The DfE also encourage trusts to ensure a distinction between the Members and the Board by ensuring that some Members are independent of the Board. Under the Articles an employee of the Trust cannot be a Member.

Members are not responsible for the "day-to-day" operation of the Trust or the Academies. Their main rights and powers include the right to:

- appoint other Members;
- amend the Articles of Association;
- change the name of the Trust;
- appoint and remove one or more Trustees;
- approve the appointment of the CEO as a Trustee;
- approve the appointment of external auditors;
- receive the annual accounts and annual report from the Board;
- approve any service contracts with Trustees (save for employment contracts) in accordance with the Articles;
- give directions by special resolution to the Board; and
- wind up the Trust.

Matters requiring a special resolution (i.e. 75% of members voting in favour) include:

Section or Article	Resolution	Notes
CA 2006 ¹ , section 21(1)	Amendment to Articles of Association	
CA 2006, section 77(1)	Change of company name	
Article 15A ²	Appointment of Members	Article 15A of the Articles states: <i>The Members may agree by passing a special resolution to appoint such additional Members as they think fit.</i>
Article 16	Removal of Members	Article 16 of the Articles states: <i>In addition to Article 13, the Members may agree by passing a special resolution to remove any Member(s).</i>
Article 93	Directions to the Board	Article 96 of the Articles states: Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Academy Trust shall be managed by the Trustees who may exercise all the powers of the Academy Trust.

Matters requiring an ordinary resolution (i.e. a simple majority of members voting in favour) include:

Section or Article	Resolution	Additional Notes
Article 25	Election of Chair	Article 25 of the Articles states: <i>The Members present and entitled to vote at the meeting shall elect by ordinary resolution one of their number to be the chairman [sic] and such election shall be binding on all Members and Trustees present at the meeting.</i>
Article 45	Change to the minimum number of	Article 45 of the Articles states: <i>The number of Trustees shall be not less</i>

¹ CA 2006 means the Companies Act 2006

	trustees/directors	<i>than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.</i>
Article 50	Members appointment if trustees/directors	Article 50 of the Articles states: <i>The Members may appoint by ordinary resolution up to 7 Trustees.</i>
Article 57	Appointment of CEO as a Trustee.	Article 57 of the Articles states: <i>Providing that the Chief Executive Officer [sic] agrees so to act, the Members may by ordinary resolution appoint the Chief Executive Officer [sic] as a Trustee.</i>
CA 2006, section 168(1) and/or Article 66	Removal of trustee/director	Article 66 of the Articles states: <i>A Trustee shall cease to hold office if he [sic] is removed by the person or persons who appointed or elected him [sic], or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006.</i>
CA 2006, section 239(2)	Ratification of acts by directors	
CA 2006, section 319(1)	Election of chair of a general meeting (if the articles do not state who may or may not be chair).	
CA 2006, section 485(4)	Members' appointment of auditors of private company.	
CA 2006, section 492(1)	Fixing of auditor's remuneration who is appointed by the members.	
CA 2006, section 510(2)	Removing auditor from office.	

Every Member of the Trust is required to counter-sign an appointment letter on their appointment. This letter sets out the nature of the role and the expectations of the Trust as to how they should perform the role.

The Articles contain the essential rules relating to the appointment and removal of Members and the conduct of general meetings.

The Financial Handbook also sets out further guidance for Members.

2. The Board

The role of the Board, as fulfilled directly by the Board, Board Committees or the LGBs is fundamentally strategic and focused on three core strategic functions set out in the Governance Handbook, namely:

- ensuring clarity of vision, ethos and strategic direction for the Trust and the Academies;
- holding the CEO and the ELT to account for the educational performance of the Academies and their pupils; and
- overseeing the financial performance of the Trust and the Academies and making sure that money is well spent.

Members of the Board are known as Trustees. The Trustees are both directors under company law and trustees under charity law.

The Board may delegate its responsibilities to its committees, the CEO, ELT and Trust Business Team. However, it cannot delegate accountability and the Board therefore retains accountability for the proper and effective operation of the Trust and its Academies.

The composition of the Board is set out in the Articles. The Board comprises of:

- up to six individuals appointed by the Members;
- the CEO;
- up to five individuals co-opted to the Board by the Trustees.

The key functions of the Board are as follows:

- **Strategy and Policy**
 - Setting the overall policy objectives of the Trust and agreeing any amendments to these. This is undertaken through the consideration and approval of a strategic plan proposed to the Board by the ELT and the individual Academy strategies.
 - Approving major strategies.
 - Annually considering the Trust's responses to its regulators (e.g. DfE, ESFA & OFSTED) requirements for regular returns as well as any investigations and reports prepared and published by such regulators.
- **Financial Management and Control**
 - Approving the budget and cash flow forecast.
 - Approving long term financial forecasts (including the Business Plan).
 - Receiving and considering a regular report on the Trust's performance against key financial indicators and reviewing or agreeing any corrective action necessary.

- Acting in relation to any serious under-performance or any danger to the Trust's financial security.
 - Entering into any significant risks outside delegated authority.
 - Ensuring the Trust's assets are protected including the maintenance of adequate insurance cover.
 - Agreeing authorised signatories for returns and submission to regulators.
- **Education**
 - Monitoring performance against the Trust's education performance targets.
 - Agreeing policy for new schools and academies to join the Trust.
- **Borrowing**
 - Agreeing any borrowing strategy and methods for raising funds.
- **Personnel**
 - Setting salaries for the Trust Business Team posts following recommendation by the Pay, Personnel and Performance Committee. The setting of salaries for all other posts, is delegated to the Pay, Personnel and Performance Committee.
 - Approving material changes in the Trust's senior management staffing structure.
- **General Management**
 - Creating or delegating authority to any committees.
 - Agreeing amendments to standing orders, delegated authority and authorised signatories for all bank accounts.
 - Public relations and marketing policy.
 - Appointment of solicitors, bankers and auditors.
 - Out of court settlement of legal claims by or against the Trust (other than items specifically delegated to staff).
 - Appointing or dismissing the members of the Trust Business Team.
 - Setting expenses policy for Board Members.

The Scheme of Delegation sets out further details of the matters to be determined by the Board.

The Chair of the Board

The Chair of the Board shall be elected on an annual basis in accordance with the Articles.

The role of the Chair shall be to:

- ensure effective and efficient conduct of the Trustees' business and in particular:
- agree with the CEO the agenda for all of the Board's meetings;
- invite members of the ELT, Trust Business Team, staff and professional advisors to Board meetings to comment and advise on board business as appropriate;
- guide each meeting through the items on the agenda (unless modified with agreement of the board);
- give immediate rulings on complaints and queries relating to the procedure and conduct of the meeting (the Chair's decision being final);
- to ensure that all Trustees are given the opportunity to express their views before any important decision is taken but to ensure that only those who are entitled to speak (eg those without a conflict of interest) are invited to do so;
- to determine at Board meetings whether any late items will be accepted on to the agenda.
- establish a constructive relationship between the Board, the CEO, ELT and the Trust Business Team and in particular:
- liaise with the CEO to keep an overview of the organisation's affairs and to provide support as appropriate;
- attend meetings with the CEO, ELT and the Trust Business Team on a regular basis;
- review and appraise the performance of and deal with disciplinary and any other personal matters concerning the CEO in accordance with the CEO's service agreement;
- to ensure when a vacancy arises that the CEO and other members of the ELT are replaced in a timely and orderly fashion.
- represent the Trust at public occasions and make comments on behalf of the Trust to the press and other media.

Where appropriate urgent decisions that arise between meetings, these should be dealt with by "Chair's Action" on the basis of a written report from the CEO which clearly states, amongst other things, why the item concerned could not be brought to a regular meeting and why it would qualify for Chair's Action. This report must form part of the papers to the next Board or relevant Committee meeting.

Notwithstanding any provisions of the Articles or this Code, if the Chair, or Vice Chair, is of the opinion that a matter of urgency exists either after receiving the CEO's written report or as a result of other information that is brought to their attention and a delay in exercising the function would likely be seriously detrimental to the interests of the Trust, any Academy, pupil or their parent or a person who works at the Trust, then, in consultation with the CEO, they may exercise any function of the Trust which can be delegated to an individual or any function relating to the exclusion of pupils.

The Chair may decide, on receipt of a request for Chair's Action, that a matter is sufficiently important to require a special Board meeting, in which case a meeting shall be called promptly.

In the event of an emergency occurring which needs a prompt decision and it is not covered by the delegated authority specified within this Code or the Scheme of Delegation or Scheme of Financial Delegation, the CEO, after personal or telephone consultation with the Chair (or Vice-Chair in his/her absence), may take appropriate action as necessary. Any such action should be reported in writing to the next Board or relevant Committee meeting for ratification.

The Executive Leadership Team and the Trust Business Team

The ELT and Trust Business Team have corporate responsibility through the ELT for the overall formulation and implementation of the Trust's policies and procedures.

The collective purpose of the ELT and Trust Business Team is to:

- assist the CEO in the formulation and implementation of strategic policy initiatives which will advance the aims and objectives of the Trust;
- ensure that the policies set by the Board are put into practice efficiently and in a co-ordinated way;
- advise and report to the Board and committees in an accurate and co-ordinated way;
- identify and resolve inter-academy or inter-departmental problems;
- communicate effectively with staff, both to keep them informed of decisions and to obtain their contribution to decision making;
- ensure that the Trust's performance is monitored and that corrective action is taken (where within delegated authority) or recommended to the Board;
- develop annual plans (in accordance with guidelines approved by the Board) and programmes for the Trust's activities and to monitor their effectiveness and efficiency;
- provide leadership and support to second tier management;
- co-ordinate preparation of the agenda and papers for Board and committee meetings.
- act as a risk assessment panel.
- The ELT comprises the following staff:
 - the CEO;
 - the Trust's other Executive Head Teachers;
 - Director of Finance, Director of Operations and Partnerships

The CEO is the Trust's Accounting Officer and the Director of Finance is the Trust's Chief Financial Officer. Further details of the role and obligations of the Accounting Officer and Chief Financial Officer are set out in the Financial Handbook.

The CEO chairs ELT meetings. In the CEO's absence, meetings will be chaired by [insert]. Votes will not be taken at ELT meetings unless requested by the CEO.

The Executive Leadership Team is a means by which the Trustees will ensure the proper management of the Trust and seek to gain agreement and/or commitment to decisions and recommendations from the Trust Business Team and the Head Teachers. The Trust Business Team is empowered to determine its own working methods.

The Trust Business Team meets at least monthly and may meet more frequently if required by the CEO. The CEO will prepare the agenda but any Trust Business Team member has the right to put items on the agenda.

Decisions of the Trust Business Team within the parameters of existing policy may be implemented forthwith. Matters requiring new policies or major revisions to existing policy will be referred to the Board or relevant committee.

The boundaries of the Trust Business Team's responsibilities are as set by the Trust's business plan as approved by the Board and any other strategies which have been approved by the Board or relevant committee.

The CEO will ensure that minutes are kept of all Trust Business Team meetings and that these are circulated to all Trust Business Team members, within one week of the relevant meeting.

For the efficient and effective management of the Trust, the Board has delegated certain powers to senior staff to make decisions (including financial commitments) within policies agreed by the Board or committees.

Authority to commit expenditure is defined in the Trust's Scheme of Financial Delegation.

The CEO

In very general terms, the CEO is responsible for:

- acting as the Trust's Accounting Officer;
- manage the Trust's relations with the Regional School Commissioner's office, the DfE, the ESFA and other regulatory bodies;
- exercise the delegated authorities of the members of the Trust Business Team in the absence of the postholder;
- appoint consultants within the terms and procedures agreed by the Board;
- make PR statements and manage the Trust's media relations.

In fulfilling his or her role, the CEO is assisted by the Trust Business Team, in particular:

- education performance management is delegated by the Board to the CEO and Executive Head Teachers with ELT providing peer support and challenge for the operation of the Academies collectively; and

- the day-to-day oversight and implementation of the budget is delegated by the Board to the Trust's Head of Finance and Capital Assets with the support of the business managers.

ELT may delegate such functions across the Trust Business Team as it determines as appropriate.

Local Governance – the LGBs

In order to assist with the discharge their responsibilities, the Trustees have established LGBs for its Academies. The LGBs shall be committees established pursuant to Articles 100 to 104 (inclusive) of the Articles which are referred to in the Articles as local governing bodies. An LGB may work with two or more academies.

There are separate terms of reference which set out the role and functions of LGBs.

The membership of each LGB shall be as set out in the LGB Terms of Reference approved by the Board from time to time. LGBs membership will include:

- at least two parent members;
- one staff member;
- the relevant Executive Head Teacher/Head Teacher;
- up to three persons appointed by the Board of Trustees; and
- [subject to Board approval,] up to six persons co-opted by members of the LGB.

The LGB shall:

- act as a critical friend to the Executive Head Teachers/Head Teachers of the Academies;
- represent the views of the community in discussions on budget issues that relate to community engagement and activity and make recommendations to the Executive Head Teachers/Head Teachers of the Academies;
- support the Trust's senior management staff deal with parental complaints pursuant to the Trust policy on parental complaints; and
- support the Executive Head Teachers/Head Teachers of other Academies in exclusion processes where appropriate.

A more detailed list of the responsibilities of the LGBs is set out in the Scheme of Delegation.

Local Leadership – the Executive Head Teachers/Head Teachers

The Executive Head Teacher/Head Teacher of each Academy shall have responsibility to provide professional leadership for the Academy and secure its success and improvement, ensuring high quality education for all its pupils and good standards of learning and achievement.

The terms of the appointment of the Executive Head Teacher/Head Teacher shall be set out in his terms of employment but subject to the responsibilities of the LGBs and the policy statements of the Board. Each Executive Head Teacher/Head Teacher shall be responsible for:

- implementing the agreed policies and procedures laid down by the LGB including the implementation of all statutory regulations;
- advising the LGB on strategic direction, forward planning and quality assurance;
- the leadership and management of the Academy and the staff of the Academy;
- advising the LGB (and/or the admissions committee, where applicable) on the admission of pupils;
- managing the delegated budget and resources agreed by the LGB;
- informing the LGB on the appointment (which must be made following the Trust's agreed procedure for staff appointments), salary grading, allocation of duties, appraisal and discipline of all staff;
- the maintenance of good order and discipline by the pupils including their suspension and/or exclusion within the framework laid down by the LGB; and
- all such additional functions as may be assigned under the job description or contract of employment.

PART TWO: CONDUCT

The Board, Board Committees & LGBs

The Trust:

- aims to establish a board that is competent, accountable, independent and diverse that promotes best practice in governance;
- aims to make sure that its directors promote and uphold high standards of conduct, probity and ethics;
- requires its Trustees to act in accordance with the Articles, this Code and the Financial Handbook

In order to assist the Board achieve this, the Trust has adopted the code of conduct for Trustees, Board Committee Members and Local Governors which is set out in a separate documents to this Code (the "**Code of Conduct**").

Publicity & Social Media

Every Trustee, Board Committee Member and Local Governor must comply with the Trust's policies on social media and public statements.

Process for Trustee suspension

The Board may by resolution suspend a Trustee for all or any meetings of the Board, or of a Board Committee, for a fixed period of up to 6 months on one or more of the following grounds:

- that the Trustee, being a person paid to work at an academy, is the subject of disciplinary proceedings in relation to his/her employment;
- that the Trustee is the subject of proceedings in any court or tribunal, the outcome of which may be that he is disqualified from continuing to hold office as a Trustee under the Articles;
- that the Trustee is in breach of any of the provisions of this Code which the Board believes has, or could, bring the Trust, the Board, the Academies or his/her office into disrepute;
- that the Trustee has acted in a way that is inconsistent with the ethos of the Trust and has brought or is likely to bring the Trust, the Board, the Academies or their office into disrepute; or
- that the Trustee is in breach of their duty of confidentiality to the Trust or to any member of staff or to any pupil at an Academy.

A resolution to suspend a Trustee from office shall not have effect unless the matter is specified as an item of business on the agenda for the meeting of which notice has been given in accordance with the Articles.

Before a vote is taken on a resolution to suspend a Trustee, the Trustee proposing the resolution shall at the meeting state their reasons for doing so. The Trustee who is the subject of the resolution shall then be given the opportunity to make a statement in response before withdrawing from the meeting.

In the event that a Trustee is suspended, the Trustee shall remain entitled to receive notices of, and agendas and reports or other papers, for meetings of the Board or any Board Committee during the period of their suspension.

Sanctions against Local Governors

LGBs are committees of the Board. The Board therefore has the right to remove a Local Governor or suspend (on whatever terms it believes is appropriate) a Local Governor where in the Board's absolute discretion it believes it is in the interests of the Trust to do so.

Expenses

The Trust's "Trustee and a Local Governor Expenses Policy" sets out the circumstances in which and the basis expenses may be claimed when acting on Trust business.

Grievances

Many concerns or disputes can be resolved by simple clarification or the provision of information. Trustees, Board Committee Members and a Local Governor should explore all informal means of resolving issues before pursuing a grievance. Trustees, Board Committee Members and a Local Governor should also reflect on their responsibilities and duties, including acting in good faith and in the best interests of the Trust.

If a Trustee, Board Committee Member or a Local Governor wishes to raise a grievance, then they should make known their complaint in writing to the Chair of the Board. If the complaint is about the Chair then the complaint should be sent to the Vice-Chair or CEO. The written complaint should include details of the complaint, details of how the matter has been dealt with so far, the names of potential witnesses, dates and times of events and copies of all relevant documents. It should also include a clear statement of the actions that they would like the Trust to take to resolve the concern.

The Chair will investigate the issue within 15 working days and inform the complainant of his/her findings. If the complainant is not satisfied with the outcome, the matter will be referred to a panel comprising of at least three Trustees selected by the Chair. The Panel will be convened within 15 working days and will make its decision known within 15 working days of it sitting. The decision of the panel is final and will be reported to the Board as a confidential item at the next timetabled Board meeting.

Trust Business Team

The Board shall at all times be mindful of the inherent conflict between the operational and managerial role of the Executive Head Teacher/Head Teacher/CEO and their ability to fulfil any governance function to which they are appointed within the Trust, namely:

- ensuring clarity of vision, ethos and strategic direction for the Trust and the Academies;
- holding the Trust Business Team to account for the educational performance of the Academies and their pupils; and
- overseeing the financial performance of the Trust and the Academies and making sure that money is well spent.

Duty of the Trust Business Team to the Board

The Trust Business Team have a duty to ensure that the Board, Board Committees and LGBs (as appropriate) are informed so as to be able to carry out their strategic and governance responsibilities.

Information should be provided in a usable, clear and concise way and should not swamp Boards with data from which it is difficult to extract the key points.

The following general principles should be followed by staff:

- any item requiring a decision of the Board must be supported by a written report;
- such written report should state clearly the purpose of the report, any recommendations or, if none, why the report is being presented;
- any financial consequences (see below);
- whether the recommendation conflicts with existing policy or creates a precedent affecting other areas.

Written reports should normally be sent out so that Trustees receive them seven days before a meeting. Where this is not possible, papers will include a draft report, and final reports should be dispatched so that Trustees receive them at least three days before. Items should not be tabled at Board or Board Committee meetings unless genuinely urgent, in which case a brief written report should be tabled which clearly states, amongst other things, why the item concerned could not be the subject of a normally circulated report.

A schedule of all Board, Board Committee and LGB meetings will be prepared annually and distributed to Trustees. The timetable shall be drawn up so as to allow the necessary reporting between different committees and from committees to the Board.

Trustees will receive written notice of each Board Meeting at least seven days before the date of the meeting. The notice will include the agenda for the meeting and will normally include all written reports to be dealt with at that meeting.

The draft minutes of each meeting will be circulated to the Chair for approval within seven days of the meeting being held. The finalised minutes will be circulated to the members of the Board or relevant Board Committee and appropriate staff as soon as they are prepared.

Reports should be kept for at least seven years from the date of the meeting at which they are presented.

It is particularly important that reports identify clearly the financial consequences of the decision sought from the Board or Committee, etc. The assessment of financial consequences should include where relevant the following:

- the impact on the Trust's and (if appropriate) an Academy's budget;
- compliance with the Funding Agreement and Financial Handbook;
- the impact on the Trust's business plan.

If any Trustee or Local Governor has reason to complain about the conduct or efficiency of any employee (other than the CEO), the member shall make known his/her complaint in writing to the Chair and the CEO. The CEO will investigate the complaint and inform the Chair and the complainant of the result of the investigation and of any steps which have

been taken as a consequence of this. In the case of a complaint against the CEO, the complaint shall be made to the Chair and the matter investigated by the Chair and Vice-Chair.

Committee Terms of Reference

Introduction

As a charity and company limited by guarantee, the Trust is governed by a board of trustees (the **Board**) who have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies maintained by the Trust (the **Academies** and each an **Academy**).

In order to support the effective operation of the Trust and the Academies, the Board has established a number of committees to which it has delegated certain of its powers and functions. These terms of reference (**Terms of Reference**) set out the constitution, membership and proceedings of the committees the Board has established.

In summary, the Board has established two different types of committee:

- main Board committees which are established to deal with Trust-wide matters such as audit, finance, pay and performance management (**Board Committees**); and
- local governing bodies which are established by the Board to support the effective operation of the Academies (**LGBs**),

together the **Committees**.

The Board will review these Terms of References together with the membership of the Committees at least once every twelve months.

These Terms of Reference may only be amended by the Board. The functions, duties and proceedings of Committees set out in these Terms of Reference shall also be subject to any regulations made by the Board from time to time.

Date last approved by the Board: 7th July 2016

Date for next review: 7th July 2018

Establishing the Committees

The Board has resolved to establish the following Board Committees as committees of the Board:

- audit and risk committee (**Audit & Risk Committee**);
- business committee (**Business Committee**)

The Board has resolved to establish LGBs for its Academies each as a separate committee of the Board. An LGB may act in respect of two or more Academies. The current list of LGBs and the Academies they operate in respect of is set out in Appendix 1.

Membership – Board Committees

- Each Board Committee shall have a minimum of three members and maximum of five members. A majority of Board Committee members must be trustees of the Trust (**Trustees**).
- The Board will appoint and remove all Committee members.
- The Board will ensure that Board Committee members have the necessary skills, background and experience to properly fulfil the relevant Board Committee functions.
- The current Board Committee members are set out in the register of committee members maintained by the Trust and which at the date of adoption of these Terms of Reference is set out in Appendix 2.
- No member of the Business Committee can be appointed as a member of the Audit & Risk Committee.
- The Trustees recognise the overriding principles of the Academies Financial Handbook published by the ESFA (the **AFH**) and that the Audit & Risk Committee should be established in such a way as to achieve internal scrutiny which delivers objective and independent assurance for the Trust. In establishing the Audit & Risk Committee the Board will adhere to the principles of the AFH and:
 - staff employed by the Trust will not be members of the Committee, but may attend meetings to provide information and participate in discussions; and
 - the Trust's Accounting Officer and other relevant senior staff will routinely attend committee meetings in the capacity set out above.

Membership – LGBs

- Each LGB shall, unless the Board resolve otherwise, have a minimum of five members and a maximum of thirteen members.
 - at least two parent members;
 - one staff member;
 - the Executive Head Teacher/Head Teacher of the academy (as appropriate);

- o up to three persons appointed by the Board;
 - o up to six other persons co-opted by members of the LGB (subject to Board approval);
- The current LGB Members are set out in the register of committee members maintained by the Trust and which at the date of adoption of these Terms of Reference is set out in Appendix 2.
- The Trustees shall:
 - o make all necessary arrangements for, and determine all other matters relating to, an election of parent LGB Members, including any question of whether a person is a parent of a registered pupil at an Academy. Any election of a parent member which is contested shall be held by secret ballot;
 - o make all necessary arrangements for, and determine all matters relating to, the election of staff LGB Members.
- The LGB Members may only appoint co-opted members with the consent of the Board.
- The term of office for any LGB Member shall be four years, save that this time limit shall not apply to the Executive Head Teachers. Subject to remaining eligible, any member may put themselves forward for re-appointment or re-election (as the case may be).

Chairs of Committees

- The term **Chair** refers to the person appointed under this paragraph as chair of the relevant Board Committee or LGB (as appropriate).
- Each Board Committee shall at the first meeting of each academic year elect a member to act as chair of the committee. The committee will elect a temporary replacement from among the members present at any meeting where the Chair is absent.
- No person may act as Chair of a Board Committee unless they are also a Trustee.
- The LGB Members shall at the first meeting of each academic year appoint a LGB Member to act as Chair of the LGB.
- The LGB Members will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.
- No person may act as Chair if they are an employee of the Trust.

Authority, remit and responsibilities of the Committees

- Each Committee shall be responsible for the matters as set out in Appendix 3.
- Each Committee is authorised by the Board to:
 - o carry on any activity authorised by these Terms of Reference; and

- o seek any appropriate information that it properly requires to carry out its role from any senior employee of the Trust and all senior employees shall be directed to co-operate with any request made.
- Save with the consent of the Board, the Committees may not establish sub-committees.

Proceedings of Committee meetings

- The Committees will meet as often as is necessary to fulfil their responsibilities but at least three times a year.
- Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.
- The quorum for the transaction of the business of a Board Committee shall be a simple majority of the Committee members and no vote on any matter shall be taken at a meeting of the Committee unless the majority of members of the Committee present are Trustees.
- The quorum for the transaction of the business of LGB shall be three LGB Members [provided that that at least one of them is a LGB Member appointed by the Board (not including staff members or parent members)].
- The CEO shall ensure that a clerk is provided to take minutes at meetings of the Board Committees.
- The relevant Head Teacher shall ensure that a clerk is provided to take minutes at meetings of the LGBs.
- Every matter to be decided at a meeting of a Committee must be determined by a majority of the votes of the members present and voting on the matter.
- Each Committee member present in person shall be entitled to one vote.
- Where there is an equal division of votes the Chair shall have a casting vote.
- A register of attendance shall be kept for each Committee meeting and published annually.
- Committees may invite attendance at meetings from persons who are not Committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.
- References in to the "Chair" shall in the absence of the Chair be deemed to be references to the chair of the relevant Committee meeting.

Conduct of Committee members

- All Committee members shall observe at all times the provisions of the Trust's code of governance.

Members' Interests

- Committee members are required to declare any business or other interests in any item being discussed at a meeting.
- Each Committee member, if present at a Committee meeting, disclose their interest, withdraw from the meeting and not vote on a matter if:
 - there may be a conflict between their interests and the interests of any of the Academies or the Trust;
 - there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or
 - they have a personal interest (this is where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter) in a matter.

Disqualification & Removal of Committee Members

- A person shall be ineligible for appointment to a Committee and, if already appointed, shall immediately cease to be a member if the relevant individual:
 - is or becomes disqualified from holding office under the Trust's Articles of Association;
 - is or becomes disqualified from holding office as a governor of a school or academy;
 - is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;
 - is barred from any regulated activity relating to children;
 - is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
 - is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);
 - has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as a Committee member;
 - refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;
 - commits a serious breach of the Trust's code of governance or any standing order or protocol implemented by the Board;

- in the case of a LGB Member, is absent without the permission of the LGB Members from all their meetings held within a period of six months and the LGB Members resolve that his office be vacated;
 - resigns his/her office by notice in writing to the relevant Chair;
 - in the case of an Executive Head Teacher/Head Teacher, they cease to be the Head Teacher;
 - in the case of a LGB Member, their term of office expires and they are not re-appointed.
- The Trustees shall have the right at their sole discretion to remove or suspend (on such terms as they see fit) any LGB Member by written notice to the relevant Chair.

Reporting Procedures

- Within 14 days of each meeting each Committee will:
 - produce and agree minutes of its meetings;
 - provide a summary document identifying (i) decisions made, (ii) recommendations to the Board, (iii) any items for the information of the Board and (iv) items for further discussion by the Board,

together the **Committee Reports**.
- The Committee Reports can be agreed by committee members by email.
- The Committee Reports will be sent to the Board within 21 days of each Committee meeting.
- Committees shall arrange for the production and delivery of such other reports or updates as requested by the Board from time to time.
- Each Committee shall conduct an annual review of its work and the powers and functions delegated to it under these Terms of Reference and shall report the outcome and make recommendations to the Board.

The Trust's LGBs

Alderwood Primary School LGB

Deansfield Primary School LGB

Halstow Primary School LGB

Horn Park Primary School LGB

South Rise Primary School LGB

Willow Dene School LGB

In partnership with:

Wingfield Primary School Governing Body

The Register of Committee Members

Audit and Risk Committee

Louise Rea (Chair)

Janice Macleod

Robert Morgan

Orla Ralston

Business Committee

Linda Perks (Chair)

Hugh Lewis

Susan Skidmore

Mary Whitehead

Nathalie Fitzgerald

Powers & Functions Delegated

Remit and Responsibilities of the Audit & Risk Committee

The powers and functions delegated by the Board to the Audit & Risk Committee are as set out below.

External Audit

- To consider the appointment of the external auditor and assess independence of the external auditor, ensuring that key audit personnel are rotated at appropriate intervals.
- To recommend the audit fees to the Board and pre-approve any fees in excess of £10,000 in respect of non-audit services provided by the external auditor and to ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity.
- To oversee the process for selecting the external auditor and make appropriate recommendations through the Board to the members of the Trust to consider at any general meeting where the accounts are laid before members.
- To discuss with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor receives the fullest co-operation.
- To review the external auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response.
- To review the performance of the external auditor on an annual basis.
- To recommend to the Board the appointment/re-appointment of the external auditor.
- To review and consider the circumstances surrounding any resignation or dismissal of the external auditor.

Internal Audit

- To set and review the internal audit programme and ensure that the internal audit function is adequately resourced and has appropriate standing within the Trust.
- To review the reports and recommendations of the internal audit, together with the appropriateness of management's response.
- To monitor the implementation of action agreed by management in response to reports from the external auditor internal audits.

Financial Management & Policies

- To keep under review the Trust's financial management and reporting arrangements, providing constructive challenge (where necessary) to the actions and judgements of management in relation to the interim management and financial accounts, statements and reports and the annual accounts and financial statements, prior to submission to the Board, paying particular attention to:
 - critical accounting policies and practices, and any changes in them
 - decisions requiring a major element of judgement
 - the extent to which the financial statements are affected by any unusual or complex transactions in the year and how they are disclosed
 - the clarity and transparency of disclosures
 - significant adjustments resulting from the audit
 - the going concern assumption
 - compliance with accounting standards
 - compliance with DfE and legal requirements.
- To review the Trust's policy and procedures for handling allegations from whistleblowers.
- To review the Trust's policies and procedures for handling allegations of fraud, bribery and corruption.
- To receive reports on the outcome of investigations of suspected or alleged impropriety.
- To review the adequacy of policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
- To ensure that any significant losses are investigated and reported to the DfE/ESFA where required.
- To review the Trust's risk management policy, strategy, processes and procedures for the identification, assessment, evaluation, management and reporting of risks.
- To review the adequacy and robustness of risk registers.
- To keep under review the adequacy and effectiveness of the Trust's governance, risk management and internal control arrangements, as well as its arrangements for securing value for money, through reports and assurances received from management, internal audit, the external auditor and any other relevant independent assurances or reports (eg from the National Audit Office).
- To review all risk and control related disclosure statements, in particular the Trust's annual "Statement on Internal Control", together with any associated reports and opinions from management, the external auditor and Responsible Officer, prior to endorsement by the Trust Board.
- To review any recommendations made by the Secretary of State for Education for improving the financial management of the Academies.

General

- To review or investigate any other matters referred to the Audit & Risk Committee by the Board.
- To draw any significant recommendations and matters of concern to the attention of the Board.

Remit and Responsibilities of the Business Committee

The powers and functions delegated by the Board to the Business Committee are as set out below.

Funding

- To consider each of the Academies indicative funding, notified annually by the DfE/ESFA and to assess its implications for the relevant Academy. This will be in consultation with the Head of Finance and Capital Assets together with the Executive Head Teacher and the Business Manager of the relevant Academy, in advance of the financial year, drawing any matters of significance or concern to the attention of the Board.
- To consider and recommend acceptance or non-acceptance of the Academies budgets each financial year.

Budgeting

- To contribute to the formulation of the Academies strategic plans, through the consideration of financial priorities and proposals, in consultation with the relevant Executive Head Teacher and the Business Manager and with the stated and agreed aims and objectives of the relevant Academy.
- To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year. This will include the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in each of the Academies' strategic plans.
- To liaise with and receive reports from appropriate committees and make recommendations to those committees about the financial aspects of matters being considered by them.
- To consider the spending plans of other committees and report back and advise the Board.
- To delegate the day to day management of the approved budget to relevant the Executive Head Teacher, within agreed authorisation limits.
- To consider requests for supplementary expenditure and make appropriate recommendations to the Board.
- To consider and act upon matters not covered by other sub-committees.
- To review financial policy including consideration of long term planning and resourcing in accordance with each of the Academies' development plans.

Expenditure

Overview

- To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the Academies, and with the financial regulations of the Trust, drawing any matters of concern to the attention of the Board.

Financial Procedures

- To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and where appropriate make recommendations for improvement.
- To prepare the financial statement to form part of the annual report of the Board to stakeholders and for filing in accordance with requirements of the Companies Act, Charity Commission and Funding Agreement (including the AFH)

Health & Safety

- To receive each term the relevant Executive Head Teacher's Health and Safety report and advise as necessary.
- To monitor compliance with the Academies' Health & Safety policies and statutory obligations under the Health and Safety at Work Act 1974.

Asset Management

- To receive reports from the relevant Executive Head Teacher on the management of assets including premises and their security.
- To confirm that an asset recording system is in place, including an inventory and fixed asset register for each Academy.

Property Management

- To determine the use of the Academies premises and grounds outside Academies sessions with regard to the lettings and charging policy.
- To ensure that the Academies premises are inspected on an annual basis and that a planned and costed statement of priorities is prepared and reviewed.
- To ensure the responsibilities of the Board under the Environmental Protection Act are met.
- To advise the Board on environmental issues to ensure the Academies are acting as a responsible institution in its duty to conserve energy, materials and with regard to the local community.

General

- Reviewing or investigating any other matters referred to the Business Committee by the Board.
- Drawing any significant recommendations and matters of concern to the attention of the Trust Board.

Pay

- To prepare and submit recommendations for the adoption by the Trust Board of:
 - an appraisal [policy/performance management]; and
 - a pay policy for the Academies
- To operate in accordance with the statutory appraisal regulations and the relevant Academy's adopted policy as follows:
 - to select an external adviser to advise the Committee undertaking the appraisal of the Executive Head Teacher;
 - to take advice from the external adviser when agreeing objectives and reviewing the Executive Head Teacher's performance
 - to agree performance objectives with the Executive Head Teacher;
 - to conduct the Executive Head Teacher's appraisal;
 - to determine whether the outcome of the Executive Head Teacher's appraisal meets the criteria for pay progression as covered under the adopted pay policy;
 - to support the Executive Head Teacher with the annual report to the Board on appraisal arrangements and outcomes;
 - a panel selected from the Committee to hear any appeal by a teacher against entries made within their appraisal statement.
- To moderate pay decisions across the Academies.
- A panel selected from the Committee to hear any appeal by a teacher employed at any Academy against the outcome of their threshold assessment application.
- To determine annually, [in accordance with the School Teachers' Pay and Conditions Document] [*Delete if you have decided not to follow the STPCD*] the Appraisal and Pay Policies adopted by the Academy and the Academy's salaries budget, the salaries of teaching staff.
- To determine annually, in accordance with the adopted Pay Policy and any appropriate regulations and agreements and within the Academies salaries budget, the salaries and gradings of support staff.
- To deal with any other matters relating to pay, appraisal and employment as may be referred by the Board.

Grievances

- To consider staff grievances where there is a referral under the grievance procedure adopted by the Board. A panel comprised of members of the Committee will consider the grievance and seek to resolve the matter following a process and hearing conducted in accordance with the adopted procedure.

- To consider staff complaints of harassment where there is a referral to the Committee under the procedure adopted by the Board. The Committee will consider the complaint and seek to resolve the matter following a process and hearing conducted in accordance with the adopted policy.

Staff Discipline/Dismissals

- Under the disciplinary or capability procedures for the Executive Head Teacher adopted by the Trust Board, to consider formal action against the Executive Head Teacher and for a [panel comprised of members] of the Committee to make a determination as provided for under either procedure. The Committee will be responsible for the future review of any sanction short of dismissal as required under the relevant procedure.
- Under the disciplinary or other relevant procedures (e.g. relating to capability, staff reductions or incapability due to ill-health) adopted by the Board, to make any determination that any member of staff employed at an Academy should be dismissed from their post.
- Before taking a decision on dismissal, to give the member of staff concerned an opportunity to make representations on the proposed action and to consider those representations at a formal meeting conducted in accordance with the relevant adopted procedure.
- Where it is determined that a member of staff should be dismissed, to ensure that the member of staff is notified of the decision, the reason for it and that the member of staff has a right of appeal against the decision.

Staff Appeals

- Under the disciplinary procedure or capability procedure adopted by the Board, to consider any appeal against a sanction short of dismissal issued by the Executive Head Teacher or by the staff discipline/dismissal Committee to a member of staff employed at the Academy.
- Under the disciplinary or other relevant procedures (e.g. relating to capability, redundancy or incapability due to ill health) adopted by the Board, to consider any appeal against a decision of the staff discipline/dismissal Committee to dismiss from their post a member of staff employed at the Academy.
- To consider appeals under other procedures as may from time to time be delegated by the Trust Board, including appeals under the Academy's adopted Pay Policy.

Personnel

- To receive reports and make recommendations to the Board on all aspects of matters relating to staff at the Academies.
- To advise on the strategic planning of human resources.
- To monitor the communication and consultation of policies and processes to staff and review feedback.
- To advise on the means of achieving active participation by staff in policy development.
- To advise and recommend revisions to those policies which affect staff, including but not limited to those which relate to recruitment, retention, record-keeping, induction,

training, allegations against staff, equalities, discipline and grievance, professional conduct, professional development, charging and remissions, training, performance management, management of stress, trade unions, whistle-blowing and pay.

- To ensure the legal requirements for NQT induction are complied with.
- To hear, consider and make any initial decisions about matters relating to the discipline of staff or staff grievances in accordance with adopted procedures.
- To carry out a review of the staffing establishment whenever there is a vacancy and at least once per year in relation to the staffing element of the Academy development plan.
- To advise the Board on the appointment of the relevant Executive Head Teacher.
- The Board delegate the appointment of supply staff and temporary staff appointed for one term, and non-teaching staff to the relevant Executive Head Teacher.
- Non-teaching staff, appointed to support children with special needs, will be appointed in consultation with the Academy SENCO.

Remit and Responsibilities of the LGBs

The powers and functions delegated by the Board to the LGBs are set out in detail in the Trust's Scheme of Delegation as approved by the Board and in summary include the following:

- To oversee the running of the academies in terms of learning, standards, safety and wellbeing.
- To hold local academy leadership to account for academic performance, quality of care and provision.
- To oversee and monitor the effectiveness of learning strategies.
- To ensure that the Academy or Academies are 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 an Academy, any agreement entered into with the Secretary of State for the funding of the Academy or Academies and these Terms of Reference.
- To consider budget monitoring information and make recommendations to the Executive Head Teacher/Head Teacher in relation to any potential overspending.
- To act as a critical friend to the Executive Head Teacher/Head Teacher (including but not limited to advice in relation to annual budget proposals).
- To adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Academy and are delegated to them in order to support the the Board and its committees in relation to proper use of funds & delivering high quality educational provision.
- To represent the views of the community (including but not limited to in discussions on budget issues that relate to community engagement and activity and make recommendations to the Executive Head Teacher/Head Teacher).

- To support the Executive Head Teacher/ Head Teacher in recruitment and selection, grievance, disciplinary and exclusion processes where appropriate.
- To promptly implement and comply with any policies or procedures communicated to the LGB by the Board from time to time.
- To support the Trust's senior management staff deal with parental complaints pursuant to the Trust policy on parental complaints.
- To draw any significant recommendations and matters of concern to the attention of the Board.

A high-level summary of the key activities and functions to be undertaken throughout the year by the LGB is set out on the next page.

LGB High-level Summary of Activities

