

AMADEUS PRIMARY ACADEMIES TRUST
HOLY TRINITY LAMORBEY CHURCH OF ENGLAND PRIMARY SCHOOL
SCHEME OF DELEGATION

EFFECTIVE DATE: 1st SEPTEMBER 2015

Winckworth
Sherwood

CONTENTS

1. **INTRODUCTION**
2. **VISION AND VALUES**
3. **ACCOUNTABILITY: GOVERNANCE AND MANAGEMENT STRUCTURES**
 - 3.1 Structure
 - 3.2 Role of the Members
 - 3.3 Role of the Directors and the Trust Board
 - 3.4 Role of the Chief Executive Officer and the Executive Team
 - 3.5 Role of the Joint Standards Committee
 - 3.6 Role of the Governors and the Local Governing Bodies
4. **DELEGATED AUTHORITY AND RESPONSIBILITIES OF THE LOCAL GOVERNING BODY**
 - 4.1 General Provisions
 - 4.2 Finance and Audit
 - 4.3 Curriculum and Standards
 - 4.4 Personnel
 - 4.5 Admissions and Exclusions
 - 4.6 Premises
 - 4.7 Community Activities and Engagement
5. **SUPERVISION AND INTERVENTION**
 - 5.1 Supervision and Reporting
 - 5.2 Intervention and Removal of Delegated Responsibility
6. **FUNCTIONING OF THE LOCAL GOVERNING BODY**
 - 6.1 Constitution of the Local Governing Body

- 6.2 Appointment of Governors
- 6.3 Term of Office
- 6.4 Resignation and Removal of Governors
- 6.5 Disqualification of Governors
- 6.6 Appointment of Chair and Vice Chair
- 6.7 Committees and Further Delegation
- 6.8 Meetings
- 6.9 Quorum for Meetings
- 6.10 Notices

APPENDICES

- 1. **[MEMBERS' MEMORANDUM OF UNDERSTANDING]**
- 2. **GOVERNANCE DECISION PLANNER**
- 3. **FINANCIAL REGULATIONS MANUAL**
- 4. **RISK MANAGEMENT POLICY**
- 5. **CONFLICT OF INTEREST POLICY**
- 6. **[TERMS OF REFERENCE FOR THE JOINT STANDARDS COMMITTEE]**
- 7. **TERMS OF REFERENCE FOR A TRANSITION BOARD**
- 8. **TERMS OF REFERENCE FOR THE AUDIT COMMITTEE**

1. INTRODUCTION

- 1.1 The Amadeus Academy Trust was established on 29th June 2015 by the Rochester Diocesan Board of Education, the Archdeacon of Bromley and Bexley and the Area Dean of the Sidcup Deanery (the Trust's "**Foundation Members**") to operate a number of primary schools in South East London and beyond, including schools with a religious designation as Church of England schools.
- 1.2 The Trust is both a company limited by guarantee, registered at Companies House (Company Number 9662313) and a charity. The Trust's charitable object is "to...advance, for the public benefit, education...by establishing Church of England schools.... and other schools, whether or not designated as having a religious character" i.e. the Academies The Trust is not a registered charity but an "exempt" charity, regulated by the Secretary of State for Education, who acts as the principal regulator.
- 1.3 Whilst the Trust's overarching constitution is set out in its Articles of Association, this Scheme of Delegation has been put in place by the Trust to regulate all activities undertaken by the Trust and its relationship with the Members including the Foundation Members, [having regard to the commitments made by the Members to each other and their requirements of the Directors as set out in the "**Members' Memorandum of Understanding**", a copy of which is appended to this Scheme marked Appendix 1.]¹
- 1.4 The purpose of this Scheme of Delegation is to provide clarity as to the role and responsibilities of those who contribute to the governance of the Academies and the Trust itself. All those with governance and management responsibilities must be familiar with this Scheme of Delegation so that appropriate steps can be taken to ensure there is sufficient and proper challenge of those with leadership responsibilities, to ensure that senior leaders are held to account for the performance of the Academies and that there is financial stability within the Trust.

¹ We suggest some thought is given as to whether it might be helpful to set out the role and expectations of the Members, particularly the Founding Members. This would not take the form of a legal binding, more a Memorandum of Understanding. We can provide a draft to kick start discussion if that would be helpful. This can be considered at the same time as we deal with the new Nat Soc articles once they are published.

- 1.5 This Scheme of Delegation will apply to each of the Academies.
- 1.6 The Effective Date of this Scheme of Delegation is 1st September 2015.

2. VISION AND VALUES

- 2.1 [The Trust's mission is that:
- 2.1.1 "Our schools will run on Christian values and principles, and will be a force for good in their communities.
 - 2.1.2 Our schools exist to serve all our children and young people, to nurture them to become everything that they can be and are meant to be. Our vision is that all our young people become responsible, caring and compassionate citizens, neighbours, friends, and parents; who live their lives in love, faith and hope; who are generous of spirit, respectful of others and committed to justice and equality; who are courageous and ready to stand up for what is right.
 - 2.1.3 Our schools will provide a broad and rich curriculum that stimulates curiosity, enquiry and independent thinking: excites and inspires all our pupils and students to learn and progress; and enables them to grow in resilience and self-efficacy.
 - 2.1.4 Our schools will develop, support and challenge our staff to become everything they can be and are meant to be, and to become positive role models who know that they are valued for the quality of their contribution.
 - 2.1.5 Our schools will work collaboratively, build excellence, aspiration, and improvement for all of our children and young people."]²
- 2.2 All those with governance and management responsibilities must recognise their responsibility towards the common good, not just of the Academies for whom the Trust is responsible, but of all of the families and the communities in the areas served by the Academies.
- 2.3 The Academies will work collaboratively with each other, sharing resources, knowledge and best practice, to fulfil the Trust's mission, vision and values.

² The Trust should seek to articulate its particular vision. This can be incorporated here. We have inserted example wording from another CoE mixed MAT that we established recently.

3. ACCOUNTABILITY: GOVERNANCE AND MANAGEMENT STRUCTURES

3.1 Structure

- 3.1.1 The nature of the Trust as a company running multiple academies means there are many governance and management layers.
- 3.1.2 The “**Members**” of the Trust are equivalent to shareholders of a trading company but as the Trust is charitable with no power to trade or distribute profit to shareholders, the Members are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. Each Member’s liability is limited to £10 and, in view of the limited liability and therefore scope for accountability, they have limited governance and no management responsibilities. The Members are generally chosen by virtue of holding a strategic post on the Board of Directors (e.g. the Chair of the Board of Directors), or have been appointed by the relevant diocesan authority or trustees. The initial Members and the subscribers to the Memorandum of Association are the Rochester Diocesan Board of Education, the Archdeacon of Bromley and Bexley and Area Dean of Sidcup. Two further Members will be appointed on the nomination of the Academies, one being nominated by the Church of England schools and one being nominated by the schools with no religious designation.
- 3.1.3 The corporate management and “trustee” responsibility for the Trust is vested in the “**Directors**” of the Trust, who will be company directors registered with Companies House. The Directors are personally responsible for the actions of the Trust and the Academies and are accountable to the Members, the Secretary of State for Education and the wider community for the quality of the education received by all pupils of the Academies and the expenditure of public money. The Directors are required as trustees and pursuant to the Funding Agreements to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Trust. The Directors meet as a board of Directors, generally known as the “**Trust Board**”. All Directors have the same responsibility to act in the best interests of the Trust and the Academies, irrespective of their role on the Board i.e. whether appointed in an executive capacity, such

as the “**Chief Executive Officer**”, by the Foundation Members or appointed as a representative of the Academies.

3.1.4 The Directors oversee the management and administration of the Trust and the Academies run by the Trust and delegate authority and responsibility to others, including executive officers and individuals who are locally based who can undertake the day to day management and governance of the Academies. The Trust Board will continue to have the necessary strategic and legal oversight of the Trust and will monitor all activities; determining the strategic direction of the Trust, assessing the performance of the Academies and establishing and reviewing the policies and practices governing the life of the Academies.

3.1.5 Article 101 of the Articles of Association provides for the appointment by the Directors of committees to whom the Trust Board may delegate certain functions and responsibilities. The Trust Board has established “**Local Governing Bodies**” for each of the Academies and their power is derived from the Trust Board. Like the Directors on the Trust Board, the individuals (the “**Governors**”) serving on a Local Governing Body are also responsible for fulfilling a largely strategic, governance role in the conduct of the Academies in conjunction with a “**Principal**” (executive headteacher, headteacher or head of school, as the case may be), who is responsible for the internal organisation, management and control of the Academy or Academies. The Trust Board will also delegate management responsibility directly to the Principal, who will report to the Chief Executive Officer.

3.1.6 To aid decision making, a “**Governance Decision Planner**” is attached at Appendix 2.

3.2 [To encourage local collaboration and develop local leadership capacity particularly in relation to standards and school improvement, a “**Joint Standards Committee**” may be set up by the Trust Board to advise and assist the Directors with regard to the progress of the Academies and to provide support and a focus for collaboration for the Academies themselves. The Joint Standards Committees will be formed of the Principals and Chairs of the Local Governing Bodies of the Academies in the relevant area and up to two others appointed by the Trust Board with expertise in school improvement and collaborative working. The Chief Executive Officer (or his or her delegate) will

be invited to attend meetings of the Joint Standards Committees and will generally oversee and support their activities.]³

3.3 **Role of the Members**

3.3.1 The Members are the guardians of the constitution, determining the governance structure of the Trust and providing oversight and challenge of the Trustees to ensure the charitable object of the Trust is being fulfilled. Whilst the Members have limited legal and financial responsibility for the affairs of the Trust, the Department for Education recommends that there is some distinction between the Members and the Trustees as “this promotes internal challenge and scrutiny, which members who are independent of the trustees can provide” (Governors’ Handbook September 2014). The appointment of the Foundation Members ensures this.

3.3.2 The Department recommends that the Trust has five Members, but fewer is possible and the Articles require only three. The number of Members and the appointment of new Members will be regulated by the Members’ Memorandum of Understanding.

3.3.3 The Members’ key responsibilities are:

3.3.3.1 to ensure the Objects of the Trust are met noting in particular any religious character, the Annual Report should address this which will be presented to the Members either at the Annual General Meeting or by other means;

3.3.3.2 to determine the Trust’s constitution and governance structure, i.e. the Articles which will have been finalised on incorporation;

3.3.3.3 exercising either a direct power under the Articles or a statutory power under the Companies Act 2006 to appoint and remove Directors (noting any power of the Trust Board to make such appointments), which should be exercised

³ We haven’t specifically talked about something like this but we recommend there is a forum for the Schools to come together which is not the Trust Board. This will help with collaboration and the sharing of best practice.

sparingly given the management responsibility is vested in the Trust Board; and

3.3.3.4 in relation to any Church Academy, to determine and secure the Academy's religious character and to appoint and remove the Foundation Governors having regard to any advice from the Trust Board.

3.4 **Role of the Directors and the Trust Board**

3.4.1 The Directors have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and maintaining of the Academies (which includes taking existing schools into the Trust). The Directors have the power to direct change where required.

3.4.2 As trustees of a charity, the Directors have a fiduciary duty to act in good faith in the best interests of the charity. This duty includes a responsibility to do the following:

3.4.2.1 to ensure compliance with any legal obligations;

3.4.2.2 to report on the charity's activities (the Trust must prepare accounts in accordance with the Statement of Recommended Practice for Charities, the so called "**Charity SORP**");

3.4.2.3 to fulfil the charitable object of the charity as set out in its constitution (i.e. the **Articles of Association**) and to act in a way which is compliant with the rules of the charity contained in the Articles;

3.4.2.4 to act with integrity and to avoid any personal conflicts of interest and not to misuse any charity funds or assets;

3.4.2.5 to act prudently in the financial management of the Trust, avoiding putting any assets, funds or reputation of the Trust at undue risk;

3.4.2.6 to exercise reasonable care and skill, using personal knowledge and experience to ensure the Trust is well run and efficient; and

3.4.2.7 to act responsibly, getting advice from others, including professional advisors, where appropriate.

3.4.3 The Directors must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated such Director to serve on the Trust Board, this will include a conflict of loyalty where there is no obvious benefit involved, as well as a conflict of interest. The Trust Board has adopted a formal **Conflict of Interest Policy**, attached to this Scheme of Delegation as Appendix 5, in order to assist all those involved in the running of the Trust at every level to avoid and manage conflicts. This does recognise however the fundamental and necessary relationships between the Members and the Trust and the Academies (particularly the Academies designated as Church of England schools) in both governance and management terms and that individuals may serve in a number of capacities and at numerous levels within the Trust.

3.4.4 The specific tasks and responsibilities of the Trust Board are as follows:

3.4.4.1 to determine and fulfil the shared vision and ethos of the Trust and the Academies, acknowledging the uniqueness of each individual Academy and the needs of the communities they serve;

3.4.4.2 to develop a strategic plan for the Trust and to effectively communicate that plan so this can be implemented across the Trust and all the Academies, including determining any future expansion of the Trust and the relationship that the Trust has with the Foundation Members and the Secretary of State for Education (including also the Department for Education, the Education Funding Agency and Ofsted);

3.4.4.3 to develop and support strategic partnerships with other bodies and organisations, including service providers and government agencies, which will further the Trust's strategic plan;

- 3.4.4.4 to appoint, in consultation with the relevant Foundation Members, the Chief Executive Officer and to act as a critical friend to the Chief Executive Officer and each of the Local Governing Bodies;
- 3.4.4.5 to formulate and ensure the implementation of policies and procedures which it is intended will achieve a consistently high standard of education and financial prudence across the Trust dealing with (but not limited to) the following:
- Human Resources/Employment
 - Audit & Risk Management
 - Contingencies and Reserves (both central and at Academy level)
 - Governance
 - Health & Safety
 - Operational Matters
 - Data Management
 - Complaints and Appeals
 - Legal Compliance
- 3.4.4.6 to work with the Joint Standards Committees to develop the local capacity within the Trust to provide both governance and leadership support and mentoring to the Local Governing Bodies and the leadership teams within the Academies, as well as direct school improvement support, facilitating the development of the Academy Action Plans where required;
- 3.4.4.7 working with the Joint Standards Committees and the Foundation Members and having regard to any recommendations by either, to make or facilitate the making of suitable appointments of governors who will serve on the Local Governing Bodies, including removing governors who fail to fulfil the expectations on Governors set out in this Scheme of Delegation;
- 3.4.4.8 to determine the budget for any central expenditure and support and to monitor the individual Academy budgets

(acknowledging the full delegation of the Academy's budget to the Local Governing Body as set out in this Scheme of Delegation);

- 3.4.4.9 to work with the Joint Standards Committees to supervise the effectiveness of the Academies and the Local Governing Bodies, ensuring there is regular 360° reporting and proper management of outcomes and objectives, intervening if necessary in accordance with the procedures set out in this Scheme of Delegation;
- 3.4.4.10 to formally appoint and, in conjunction with the Chief Executive Officer and the relevant Foundation Members where appropriate, to review the performance of the Principals of the Academies;
- 3.4.4.11 to monitor and evaluate the delivery of the central services and functions provided by the Executive Team lead by the Chief Executive Officer, ensuring there is comprehensive support to the Academies and procuring any strategic third party services as determined appropriate;
- 3.4.4.12 to ensure there is a proper system for the internal audit of the accounts of the Trust (including the Academies) and the financial procedures followed by the Academies, facilitating the preparation of the Trust's accounts by the Trust's auditors, establishing a formal **Audit Committee** adopting the terms of reference set out in Appendix 8 which will be responsible for carrying out periodic internal audits of the Academies' financial processes, procedures and accounting records;
- 3.4.4.13 to act as the ultimate decision maker in relation to any appeals by staff following disciplinary or grievance procedures;
- 3.4.4.14 to ensure proper advice is available to the Trust and the Academies in relation to legal and compliance matters;

- 3.4.4.15 to ensure that insurance is put in place and maintained for all risk areas including damage to property, employer liability, public and third party liability and director liability;
 - 3.4.4.16 to liaise with and support the Joint Standards Committees ensuring there is collaboration not just within a locality but across the whole Trust, emphasising and facilitating the benefits of such collaboration.
- 3.4.5 The following are the core competencies and skills expected of all Directors:
- 3.4.5.1 to work as a team;
 - 3.4.5.2 to attend meetings and be prepared to contribute to discussions;
 - 3.4.5.3 to be respectful of the views of others and to be open to new ideas and thoughts;
 - 3.4.5.4 to treat all confidential information confidentially;
 - 3.4.5.5 to develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the Trust's mission;
 - 3.4.5.6 to understand the policies and procedures of the Trust and how these flow down to the Academies;
 - 3.4.5.7 to support the Trust and the Academies in public and act as an ambassador;
 - 3.4.5.8 to commit to training and skills development
 - 3.4.5.9 to be ready to ask questions;
 - 3.4.5.10 to be focussed on problem solving and be ready to learn from past experiences.
- 3.4.6 Specific skills may be needed if a Director is to take responsibility for and lead on a specific area. A regular skills audit will be undertaken and Directors should expect to be able to articulate their contribution to the success of the Trust and the Academies.

3.5 **The Chief Executive Officer and the Executive Team**

3.5.1 The “**Executive Team**” is the executive arm of the Trust Board, focusing on operations and resources (including HR, finance and policies) and supporting the educational performance of the Academies. It operates under the leadership and direction of the “**Chief Executive Officer**”, who is an ex officio Director (and therefore trustee) of the Trust and its “accounting officer”. The Executive Team works directly with the staff in each Academy and both the Joint Standards Committees and the Local Governing Bodies to ensure that the required outcomes are achieved in accordance with the direction and vision of the Trust Board.

3.5.2 The principal responsibilities of the Chief Executive Officer and the functions of the Executive Team are:

3.5.2.1 to manage the conversion of schools to Academies. Prior to a school’s conversion, the Executive Team will carry out due diligence across the school to establish its position and identify any actions required to address areas of weakness or opportunities for improvement (including the formulation of a 12 month strategic plan for the Academy (the “**Academy Action Plan**”)), and, with the DfE, relevant Local Authority, the relevant Foundation Members and the Trust’s solicitors, manages the associated legal processes;

3.5.2.2 following conversion, to direct and support the operation of each Academy, assisting in the development and implementation of the Academy Action Plan and advising on policies in core areas of the operation in accordance with the requirements of the Trust Board. These core areas include teaching and learning/standards, legal compliance, risk management, training (Governor and staff), finance, HR and ICT. The Chief Executive Officer with the support of the Executive Team and the Trust’s strategic partners will specify management controls and reporting requirements, audit the associated processes, procedures and outcomes in each Academy, identify and deliver appropriate training and support and report to the Trust Board on progress and concerns;

- 3.5.2.3 to provide operational and management support to the Principals and senior leadership teams within the Academies (including assisting with budget setting), as well as assist the Joint Standards Committees and the Local Governing Bodies in achieving the collective strategic aims and objectives;
 - 3.5.2.4 to implement and review systems for the benchmarking of the Academies across the group (including financial as well as educational performance), developing systems for cross fertilisation and supporting the Joint Standards Committees in maximising the opportunities for resource sharing and collaboration;
 - 3.5.2.5 to ensure that insurance or risk protection cover is put in place and maintained for all risk areas including damage to property, employer liability, public and third party liability and director and governor liability;
 - 3.5.2.6 to undertake the strategic management of the whole school estate, advising the Trust Board on areas of risk and assessing the Trust's overall safeguarding responsibilities, including drawing up a long term estate plan which identifies areas in need of expansion and/or development and areas likely to be surplus to requirements; and
 - 3.5.2.7 to take a lead on any capital bids and allocations, supporting the Academies' premises teams to carry out works safely and cost effectively.
- 3.5.3 The Executive Team under the direction of the Chief Finance Officer (the chief financial officer for the Trust) will also supervise and facilitate the production of company accounts (both at Academy and Trust level) and the auditing of those accounts for disclosure purposes and will report on the activities of all the Academies to the relevant statutory bodies.
- 3.5.4 The Chief Executive Officer, the Executive Team and the Trust Board are generally funded by the contribution of a percentage of the central government funding provided for each Academy (the “**Support Cost Contribution**”). This contribution will be set each year against a

budget for the shared costs approved by the Trust Board. The percentage may vary according to the level of activity carried out by the Trust and the Academies collectively whether under the office of the Chief Executive Officer and the Executive Team or otherwise. The Support Cost Contribution payable by the Academies will be agreed annually by the Trust Board, with regard being had for the incurred costs of any additional support provided by the Executive Team or the Trust Board to any of the Academies from time to time, which will be recovered separately as agreed between the Chief Executive Officer and the Local Governing Body of the respective Academy (having regard to any advice of the relevant Joint Standards Committee).

3.6 **Role of the Joint Standards Committees**

- 3.6.1 The Trust operates across Oldham and its surrounding area, with an emphasis on grouping Academies in clusters in order to promote shared working and to build leadership capacity and expertise, with an emphasis on standards and school improvement. Where a Joint Standards Committee has been set up it shall meet at least 3 times per year to agree the strategic direction for the Academies in the relevant area and the local priorities in so far as these relate to standards and school improvement targets.
- 3.6.2 The Joint Standards Committee will provide a forum and focus for performance benchmarking and will support the Local Governing Bodies, facilitating peer to peer review. It will advise the Trust Board on the agreed strategic focus for the Academies, as well as the threats and opportunities facing the Academies.
- 3.6.3 Terms of Reference for the operation of the **Joint Standards Committees** are attached to this Scheme of Delegation as Appendix 6.
- 3.6.4 School Improvement Officers may be appointed by the Trust Board to provide support to the Chief Executive Officer and the senior leadership teams in the Academies.
- 3.6.5 The Trust Board will have regard to the interests of all the Academies in deciding and implementing any policy or exercising any authority in respect of any one or all of the Academies for which it is responsible.

Notwithstanding this, the priority for the Trust Board is to put in place measures to ensure that any of the Academies are supported when the need arises. Where this may have a financial impact on the funding of the support provided by or on behalf of the Trust Board, any policy shall first be discussed with the Local Governing Bodies and their views taken into account in relation to the setting and implementation of any such policy.

3.7 The role of the Governors and the Local Governing Bodies

- 3.7.1 The role of a Governor within a multi academy trust is an important one. In developing a governance structure, the Trust has sought to ensure that as much as possible the responsibility to govern is vested in those closest to the impact of decision making and that such responsibility matches the capacity of those assuming responsibility. The Trust Board has established Local Governing Bodies for each of the Academies, for the most part made up of individuals drawn from the Academy's community, both as elected and appointed members.
- 3.7.2 The Governors serving on such Local Governing Bodies are accountable to the Trust Board (who in turn of course is accountable to the Members and to the Department for Education) as well as to the communities they serve.
- 3.7.3 Whilst not trustees under charity law, nevertheless, the Governors are under a duty to act in good faith and in the best interests of the Academy and the Trust, which includes all the Academies. This duty includes a responsibility to do the following:
- 3.7.3.1 to ensure the Academy complies with its legal obligations;
 - 3.7.3.2 to fulfil the charitable object of the Trust;
 - 3.7.3.3 to act with integrity and to avoid any personal conflicts of interest and not to misuse any charitable funds or assets of the Academy or the Trust;
 - 3.7.3.4 to act prudently in the financial management of the Academy, avoiding putting any assets, funds or reputation of the Academy or the Trust at undue risk;

- 3.7.3.5 to exercise reasonable care and skill, using personal knowledge and experience to ensure the Academy is well run and efficient;
 - 3.7.3.6 to act responsibly, getting advice from others from within the Trust and if appropriate external professional advisors;
 - 3.7.3.7 to act as an ambassador of the Trust and in a way which is consistent with the vision and ideals of the Trust.
- 3.7.4 Governors must act independently and in the best interest of the Academy even if those interests conflict with those of the body or organisation that might have appointed or nominated them to serve on the Local Governing Body. As with the Directors, the Governors must comply with the Trust's Conflict of Interest Policy.
- 3.7.5 The specific tasks and responsibilities of the Governors are as follows, with further detail set out in Section 4 of this Scheme of Delegation:
- 3.7.5.1 to fulfil the vision and ethos of the Trust in so far as it relates to the Academy, ensuring that the Academy achieves the aims and ambitions it has for its pupils, having regard in particular to the benefits of being part of a family of schools which stresses the importance of collaboration and mutual support;
 - 3.7.5.2 to implement and review from time to time the strategic plan for the Academy (including any initial Action Plan), focussing on the Academy's performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by the Joint Standards Committee;
 - 3.7.5.3 to act as a critical friend to the Academy's senior leadership team, being ready to challenge and hold senior leaders to account for all aspects of the Academy's performance;
 - 3.7.5.4 to oversee the management of the finances of the Academy, assessing the annual budget prepared by the Academy's Principal (with the support of the Academy's senior leadership team) and submitting such for approval by the Trust Board, ensuring that the Academy works within its

- budget and the Academy's senior leadership team adopts and implements appropriate risk and financial management policies and practices;
- 3.7.5.5 to support the Academy's Principal in the development and review (from time to time) of an appropriate staffing structure for the Academy, ensuring there is robust and accountable monitoring of the performance of staff and implementing all and any policies relating to staff adopted by the Trust Board;
 - 3.7.5.6 to support the Trust Board in its monitoring and evaluation of the delivery of any central services and functions provided or procured by the Trust for the Academies, reporting any issues or concerns to the Chief Executive Officer and, if necessary, the Chair of the Trust Board;
 - 3.7.5.7 to promote the benefits of collaboration with the other Academies and to actively seek opportunities to work together either with the aim of improving the effectiveness of the Academies or identifying and implementing best practice;
 - 3.7.5.8 to develop effective links within the Academy's community, communicating openly and frequently as appropriate and ensuring that the Academy meets its responsibilities to the community and serves the community's needs in relation to the safeguarding and education of its pupils; and
 - 3.7.5.9 to engage fully and openly with any inspection of the Academy, whether by the Trust Board, Ofsted or any other appropriate public body to whom the Academy is accountable.
- 3.7.6 Individual Governors may be given primary responsibility for particular functions such as standards, finance, premises and resources with the view to matching skills and experience to functions. This will not affect collective and overall individual responsibility but Governors are expected to use their skills and experience in the fulfilment of their duties.
- 3.7.7 Subject to the provisions of the Companies Act 2006 every member of the Local Governing Body or other officer or auditor of the Trust acting

in relation to the Academy shall be indemnified out of the assets of the Trust against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.

3.7.8 As with the Directors, the following are the core competencies and skills expected of all Governors:

3.7.8.1 to work as a team;

3.7.8.2 to attend meetings and be prepared to contribute to discussions and commit to agreed actions;

3.7.8.3 to be respectful of the views of others and to be open to new ideas and thoughts;

3.7.8.4 to treat all confidential information confidentially;

3.7.8.5 to develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the Trust's mission;

3.7.8.6 to understand the policies and procedures of the Trust and how these are flowed down to the Academy;

3.7.8.7 to support the Trust in public and act as an ambassador of the Trust;

3.7.8.8 to commit to training and skills development

3.7.8.9 to be ready to ask questions;

3.7.8.10 to be focussed on problem solving and be ready to learn from past experiences.

3.7.9 Specific skills may be needed if a Governor is to take responsibility for and lead on a specific area. A regular skills audit will be undertaken and Governors should expect to be able to articulate their contribution to the success of the Academy.

3.7.10 The Trust Board also recognises the role that the Academies play in their communities and the Local Governing Body is free to decide how such support and patronage is given. The Local Governing Body shall ensure that any support is not inconsistent with the objects of the Trust and the restrictions on the use of its charitable resources and any advice or restriction placed on the Trust by the Secretary of State. The Local Governing Body shall ensure that any collaboration or support with third parties, including with those with whom the Trust has a strategic partnership e.g. the Foundation Members, is appropriately documented and the details notified to the Chief Executive Officer to assess effectiveness and where financial support is provided for accounting reasons.

4. DELEGATED AUTHORITY AND RESPONSIBILITIES OF THE LOCAL GOVERNING BODY

4.1 General Provisions

- 4.1.1 The Trust Board reserves the right (in its absolute discretion) to review and alter this Scheme of Delegation and the level of delegated responsibility at any time, noting that it is likely to be reviewed for its effectiveness at least on an bi-annual basis. Whilst the Scheme cannot take the form of a legally binding contract and is subject to the overriding duty on the Directors to act freely and in the best interest of the Trust, in so far as the Directors are able they agree to abide by the provisions of it and will consult on any significant changes.
- 4.1.2 Those to whom delegated responsibility is given must acknowledge the limitations on their authority and must not act outside of their authority. Any wilful disregard of the matters expressed in this Scheme is likely to lead to the Scheme being withdrawn. In the event of any serious disagreement between the Trust Board and a Local Governing Body, which cannot be resolved by the Chair of the Local Governing Body discussing the matter with the Chair of the Trust Board, will be referred to the Foundation Members for guidance.
- 4.1.3 As a matter of general principle, the Local Governing Body will adopt and will comply with all central policies adopted by the Trust Board and will comply with any direction issued by the Trust Board and have regard to any advice given.
- 4.1.4 Subject to the provisions of the Companies Act 2006, the Articles and to any directions given by the Members following a special resolution, the governance and management of an Academy shall be delegated by the Trust Board to the relevant Local Governing Body who may exercise all the powers of the Trust in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation and any specific additional terms of reference or Trust policy. No alteration of the Articles or change to the Scheme shall invalidate any prior act of the Local Governing Body which would have been valid if that alteration had not been made. Except as provided for in this Scheme of Delegation, the powers given by this Scheme shall not be limited by any special power given to the Directors by the Articles or to

the Local Governing Body by this Scheme of Delegation and a meeting of the Local Governing Body at which a quorum is present may exercise all the powers so delegated.

4.2 Finance and Audit

4.2.1 Except as provided for in this Scheme of Delegation, in addition to all powers hereby expressly conferred upon the Local Governing Body and without detracting from the generality of the powers delegated, the Local Governing Body shall have the following powers, namely:

4.2.1.1 to expend the funds of the Trust received in respect of the Academy in such manner as the Local Governing Body shall consider most beneficial for the running of the Academy; and

4.2.1.2 to enter into contracts on behalf of the Trust in so far as they relate to the Academy and are within the scope of the Local Governing Body's responsibility as set out in this Scheme of Delegation, subject to the limits to act without specific authorisation of the Chief Finance Officer as set out in the "**Financial Regulations Manual**" annexed to this Scheme of Delegation as Appendix 3.

4.2.2 Each Academy will have its own bank account, opened by the Trust when the Academy joined the Trust, which shall be operated by the Local Governing Body. All cheques, BACS and orders for the payment of money from such account shall be signed by or authorised in accordance with the Financial Regulations Manual.

4.2.3 No Trust monies (whether or not authority to expend has been devolved to the Local Governing Body) shall be paid into any bank account other than a bank account authorised by the Chief Finance Officer.

4.2.4 The Trust's accounts shall be the responsibility of the Trust Board but the Principal of the Academy shall provide such information about the Academy, as often and in such detail and format as the Chief Executive Officer (or Chief Finance Officer) shall reasonably require, in order to carry out an internal audit of the Academies in accordance with the requirements of the Academies Financial Handbook. Without prejudice to the above, the Principal shall provide management accounts in an

approved format to the Chief Executive Officer at least once per term (three times per year) or as requested by the Trust's accountant.

- 4.2.5 The Local Governing Body shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook and the Funding Agreements are observed at all times as well as any requirements and recommendations of the Chief Finance Officer and the Education Funding Agency. For the avoidance of doubt the Local Governing Body acknowledges the restriction on borrowing contained in the Funding Agreements.
- 4.2.6 The Trust Board acknowledges the Local Governing Body's right and intention to use any voluntary (i.e. non grant) funds (including any restricted funds) raised by the Academies for the purposes for which they have been raised and otherwise solely at the discretion of the Local Governing Body provided this is within the charitable object of the Trust. Proper accounts will be kept by the Principal showing the receipt and use of such funds and the extent to which such funds are restricted, in the light of the obligation on the Trust to note these funds separately in the Trust accounts.
- 4.2.7 The Trust Board also acknowledges that from time to time the Academies themselves may seek to generate additional funds by undertaking certain activities, such as: lettings, the provision of sporting and recreational facilities, running a nursery and/or providing childcare and teacher training. In some cases and particularly where such activities do not fall within the charitable object of the Trust, these may need to be channelled through a trading subsidiary, decisions about which will be made by the Trust Board. Any income generated from such Academy activities and/or gift aided by a trading subsidiary to the Trust in respect of a particular Academy's activities shall be delegated to the Local Governing Body. Such funds will however be noted separately in the accounts of the Academy and, like all Academies' funds, will be subject to any reserves policy operated by the Trust Board.
- 4.2.8 The Local Governing Body shall make sufficient funds available to the Chief Executive Officer to enable the Trust to place such insurance or risk protection cover as is necessary to protect the Academy and the

Trust from loss and other risks that shall include (but shall not be limited to) the following, such insurance or cover to be placed with a reputable insurance company or through the Education Funding Agency as directed by the Trust Board:

- 4.2.8.1 land, buildings and contents;
- 4.2.8.2 public, employer's and hirer's liability;
- 4.2.8.3 governors' liability and professional indemnity;
- 4.2.8.4 personal accident and school journeys;
- 4.2.8.5 terrorism and business interruption;
- 4.2.8.6 money and fidelity;
- 4.2.8.7 legal expenses, libel and slander;
- 4.2.8.8 engineering.

The Local Governing Body will fulfil any requirements of the Executive Team and will notify the Chief Executive Officer (or as directed) as soon as reasonably practicable following the occurrence of an event in respect of which insurance has been obtained. The responsibility for notifying the insurers is the Local Governing Body (further delegated to the Principal of the Academy). The Executive Team and the Local Governing Body will provide each other with all necessary information and assistance as may be helpful in the management of any insurance claims.

4.3 Curriculum and Standards

- 4.3.1 The Joint Standards Committee shall be responsible for the setting and review of the local plan outlining the curriculum priorities for each of the Academies in that area but shall have regard to any views of the Chief Executive Officer and/or the Trust Board in recognition of the Trust Board's obligation to the Secretary of State to provide a broad and balanced curriculum and to the relevant diocesan authority where appropriate in respect of the teaching of RE.

- 4.3.2 The Local Governing Body shall be responsible for the standards achieved by the Academy and the pupils attending the Academy but shall follow such advice and recommendations of the Joint Standards Committee and the Chief Executive Officer as they might issue from time to time in relation to benchmarking and locally agreed priorities.
- 4.3.3 The Local Governing Body will be responsible for the curriculum on a day to day basis and for implementing any strategic plan for the improvement of standards and attainment at the Academy.
- 4.3.4 The Local Governing Body shall develop and with the support of the Joint Standards Committee implement any Action Plan designed to address any area in need of improvement in the Academy and the Local Governing Body shall promote any necessary action, helping to communicate messages to staff and parents as need be.
- 4.3.5 The Local Governing Body will develop appropriate links with other schools or education organisations to promote best practices in learning and development and to facilitate peer to peer review and support. The Local Governing Body will also promote and develop links with businesses and community organisations which are designed to enrich the school life of pupils and foster citizenship.

4.4 Personnel

4.4.1 Principal/Headteacher

- 4.4.1.1 The formal power to appoint the Principal (or headteacher or head of school) of each Academy is vested in the Trust Board who must consult with the relevant diocesan authority. Whenever an appointment is to be made, the Trust Board will establish an appointments committee made up of 3 persons appointed by the Trust Board (which will include the Chief Executive Officer), 2 persons nominated by the Local Governing Body plus a further independent and expert education adviser appointed by the Trust Board and, at the discretion of the relevant diocesan authority where the appointment is for the Principal of an Academy which is a Church of England school, a person nominated by the relevant diocesan authority. The Trust Board is expected to

follow the appointment committee's recommendation for appointment.

4.4.1.2 The appraisal and performance management of the Principals will be undertaken by the Chief Executive Officer in collaboration with the Local Governing Body. Any disciplinary action or capacity review will be undertaken by the Trust Board.

4.4.1.3 The Trust Board may delegate such powers and functions as they consider are required by the Principal for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Trust Board, the Joint Standards Committee and the Chief Executive Officer for the direction of the teaching and learning and curriculum at the Academy).

4.4.2 **Other Staff**

4.4.2.1 The Local Governing Body through the Principal shall be responsible for the appointment and management of all other staff to be employed at the Academy provided that the Local Governing Body and Principal shall:

4.4.2.1.1 Implement and comply with all policies dealing with staff issued by the Trust Board from time to time;

4.4.2.1.2 take account of any pay terms set by the Trust Board;

4.4.2.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Trust Board;

4.4.2.1.4 adopt appropriate and transparent procedures for the recruitment of staff;

4.4.2.1.5 manage any claims and disputes with staff members having regard to any advice and

recommendations given by the Trust and/or its insurers or the Education Funding Agency (EFA);

- 4.4.2.1.6 bring to the attention of the Chief Executive Officer and, if required, the Trust's insurers and/or the EFA without delay any claims or disputes with staff that may require a hearing by a panel of members of the Local Governing Body where escalation is necessary;
 - 4.4.2.1.7 obtain the consent of the Chief Executive Officer where any significant cost is contemplated either in relation to the appointment or resignation of a member of staff, including in relation to ill health retirement or the settlement of any claims or grievances.
- 4.4.2.2 On a regular basis and in agreement with the Chief Executive Officer (and having regard to the advice of the Academy's leadership team) the Local Governing Body shall review the current staffing structure for the Academy, identifying:
- 4.4.2.2.1 the optimum number of staff required to be employed at the Academy;
 - 4.4.2.2.2 the levels of the posts required;
 - 4.4.2.2.3 the role responsibilities of all staff currently employed;
 - 4.4.2.2.4 any changes to be made in the staffing structure, and/or;
 - 4.4.2.2.5 any training needed to support the teaching and learning priorities.
- 4.4.2.3 The Local Governing Body shall carry out or delegate to either the Principal and/or an appropriate committee (as appropriate) the performance management of all staff and shall put in place procedures for the proper professional and

personal development of staff taking account of any training and support available from the Executive Team.

4.5 **Admissions and Exclusions**

- 4.5.1 The Local Governing Body shall be responsible for the setting and review from time to time of the Academy's admissions policy provided that no material change will be made to the admissions criteria without the approval of the Trust Board and the relevant diocesan authority where relevant.
- 4.5.2 Any decision to expand the Academy shall be that of the Local Governing Body but who shall obtain the consent of the Trust Board.
- 4.5.3 Any appeal against admissions shall be heard by an independent appeal panel established and authorised by the Local Governing Body.
- 4.5.4 The Local Governing Body shall consider any decision by the Principal to exclude any pupil and will be the appropriate body for reconsidering any decision to readmit required by any independent panel hearing.

4.6 **Premises**

- 4.6.1 The day to day maintenance and care of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Body (with management responsibility being delegated to the Principal), who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Trust (and/or any others such as the Foundation Members) as owner of such buildings and facilities.
- 4.6.2 The Local Governing Body shall support the Chief Executive Officer in developing a long term estate management strategy that will identify the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Trust's legal responsibility to ensure the buildings and facilities used by each Academy are maintained to a good standard.
- 4.6.3 Short term lettings and day to day uses of the school buildings and playing fields will be the responsibility of the Local Governing Body.

4.6.4 The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Trust Board who will delegate management responsibility to the Chief Executive Officer.

4.7 **Community Activities and Community Engagement**

4.7.1 Whilst the undertaking of any activities which would be described as part of the Academy's "extended schools agenda" or any activities designed to generate business income, will be the responsibility of the Local Governing Body, this shall only be undertaken in a manner consistent with any policy set by the Trust Board and having regard to the viability of such activities, the impact on the Academy's activities and any financial implications, such as the threat of taxation in light of the Trust's charitable objects and any threat to funding provided by the Secretary of State. The financial implications are noted above.

4.7.2 The Local Governing Body is responsible for all community engagement and consultation and will acknowledge and reinforce the vision of the Trust in all communications. The importance of building and maintaining good relations with other local schools, businesses, parishes and other organisations is acknowledged.

5. SUPERVISION AND INTERVENTION - RISK MANAGEMENT

5.1 Supervision and Reporting

5.1.1 Notwithstanding the level of delegated responsibility, the Directors remain legally responsible for all matters in connection with the Academies and they are required to have systems in place through which they can assure themselves of quality, safety and good practice in the Academies.

5.1.2 Once per term in every school year (three times), the Chief Executive Officer will request and the Local Governing Body (or Principal) will provide an “**Operational Risk Management Report**” in a format specified by the Trust Board, which will be consistent with the Risk Management Policy annexed to this Scheme as Appendix 4.

5.1.3 The Local Governing Body is appointed as a sub-committee of the Trust Board and as such has no separate legal status to that of the Trust or the Trust Board. Consequently, any act or omission of the Local Governing Body or any officer of the Trust or the Academy that subsequently leads to prosecution or other litigation will be a liability of the Directors and any event in an Academy that might lead to public criticism or adverse publicity or damage to the reputation of the Trust will also be concern for the Trust Board. In such events and in order to minimise risk, the Chair of the Local Governing Body or the Principal will immediately advise the Chief Executive Officer or other deputy acting on behalf of the Trust Board. These events will include the following (but shall not exclude any other event that falls within the generality of the circumstances described above):

5.1.3.1 any event leading to loss of life or critical injury on the premises of the academy or during an event off the premises organised or supervised by Academy staff;

5.1.3.2 any sexual or violent or illegal act against a child committed by any adult while on the premises of the academy or by a member of staff under any circumstances;

5.1.3.3 the suspension or summary dismissal of any member of staff;

5.1.3.4 any event that requires a report to the Health and Safety Executive or that results in the service of a legal notice on the Academy alleging a breach of fire or health or safety law or regulations;

5.1.3.5 any event that requires a formal hearing by a panel of representatives of the Academy or that results in the service of a legal notice on the Academy alleging a breach of employment law or regulations.

5.2 **Intervention and Removal of Delegated Responsibility**

5.2.1 The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Joint Standards Committee and the Chief Executive Officer in respect of standards and performance, particularly where areas of weakness have been identified by either the Chief Executive Officer or Ofsted.

5.2.2 In the event that intervention is either formally threatened or is carried out by the Secretary of State, the Trust Board expressly reserves the unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under this Scheme of Delegation in such circumstances. Any governing body of any Academy which is to be formally sponsored by the Trust will be dissolved and a Transition Board put in place, the details of which are referred to below.

5.2.3 Notwithstanding the above, the Trust Board, the Joint Standards Committee and the Local Governing Body acknowledge the value of maintaining a good working relationship particularly in light of the levels of delegated responsibility within the Trust and the impact this may have on the ability of the Joint Standards Committee or the Local Governing Body to react when standards are falling and/or there is evidence of financial imprudence exposing the Academy or the Trust to a threat of intervention. The Trust Board and the Local Governing Body in such circumstances make the following commitments to each other:

- 5.2.3.1 to discuss openly any weaknesses or any situation which may in the opinion of either potentially lead to a threat of intervention by the Secretary of State;
- 5.2.3.2 to use all reasonable endeavours to agree the measures to be taken to improve standards and the performance of the Academy and to support each other in the implementation of those measures, including involving the Joint Standards Committee who will support and advise on steps to be taken and facilitate additional support if needed;
- 5.2.3.3 to allow each other the opportunity to effect improvements at the Academy through directions to be issued to persons appointed either by the Local Governing Body (including the Principal) in relation to the governance of the Academy provided such steps do not seek to undermine the collaborative and respectful approach being adopted by each;
- 5.2.3.4 not to remove or deny delegated authority without first agreeing to put in place for an appropriate period of time a transition or improvement board whose responsibility it will be to address the areas of weakness, the terms of reference for such “**Transition Board**” being set out in Appendix 7 to this Scheme;
- 5.2.3.5 not as the Trust Board to exercise any power to remove a Principal or to attend and vote at any meeting of the Local Governing Body at which this is to be discussed without first discussing with the Chair of the Local Governing Body the need to ensure that such power is being exercised appropriately and proportionately.

6. FUNCTIONING OF THE LOCAL GOVERNING BODIES

6.1 Constitution of the Local Governing Body

6.1.1 A Local Governing Body shall be established for each of the Academies comprising [at least] [no more than] [12]⁴ Governors appointed as follows:

6.1.1.1 7 **Foundation Governors**, appointed under clause 6.2.5;

6.1.1.2 1 **Governor** appointed by the Local Governing Body under clause 6.2.6;

6.1.1.3 1 **Staff Governor**, appointed under clause 6.2.1-6.2.2;

6.1.1.4 2 **Parent Governors** elected or appointed under clause 6.2.4; and

6.1.1.5 the Principal of the Academy.

6.1.2 All persons appointed or elected to the Local Governing Body shall give a written undertaking to the Trust Board and the Foundation Members (where the Academy is designated as a Church of England school) to uphold the object and mission of the Trust.

6.1.3 The Directors (all or any of them) shall also be entitled to attend any meetings of the Local Governing Body but would not expect to do so except in exceptional circumstances. Any Director attending a meeting of the Local Governing Body shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Local Governing Body

6.2 Appointment of Governors

6.2.1 Serving on the Local Governing Body shall be one person (other than the Principal) who is employed at the Academy who shall be appointed through such process as the Local Governing Body may determine. The positions held by those employed at the Academy (e.g. teaching

⁴ We note that the intention is to replicate current GB arrangements. This drafting can be more flexible and we can incorporate minimum and maximum numbers if that would assist.

and non teaching) may be taken into account when considering appointments.

- 6.2.2 Unless the Local Governing Body directs otherwise, in appointing the Staff Governor the Local Governing Body 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 Academy (excluding the Principal) 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 Local Governing Body.
- 6.2.3 The Principal shall be treated for all purposes as being an ex officio member of the Local Governing Body.
- 6.2.4 The Parent Governors shall be elected by parents or carers of registered pupils at the Academy and he or she must be a parent or carer of a pupil at the Academy at the time when he or she is elected. Any election for a Parent Governor which is contested shall be held by secret ballot. Where any vacancy exists after inviting nominations, the Local Governing Body shall have the power to appoint a Parent Governor but shall not be obliged to do so.
- 6.2.5 The Foundation Governors appointed under clause 6.1.1.1 shall reflect any trusteeship and/or religious designation and shall be appointed in accordance with any "instrument of government" put in place by the Members, a copy of which will be held by the clerk to the Trust Board and the clerk to the Local Governing Body. Where the Academy is designated as having a religious character the Foundation Governors will include the Parish incumbent or his or her designate appointed by the Archdeacon in the event of any interregnum and the remaining Foundation Governors will be appointed jointly by the Foundation Members as determined in the Members' Memorandum of Understanding. Where the Academy has no religious character or trust of the land occupied by the Academy, the "Foundation Governors" will be appointed by the Local Governing Body but having regard to any recommendations by the Trust Board.

6.2.6 The Local Governing Body may appoint up to 1 person to serve on the Local Governing Body, having regard to any recommendations and views of the Directors in relation to ensuring that the people serving on the Local Governing Body between them have an appropriate range of skills and experience and due attention is given to succession planning.

6.3 **Term of office**

6.3.1 The term of office for any Governor shall be 4 years, save that this time limit shall not apply to the Principal or any post which is held ex officio, who will serve for as long as he or she remains in office. Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed or re-elected to the relevant body.

6.4 **Resignation and Removal of Governors**

6.4.1 A Governor shall cease to hold office if he or she resigns his or her office by notice to the chair of the Local Governing Body, who shall as soon as reasonably practicable notify the Chief Executive Office. Any vacancy of a Staff Governor or Parent Governor will trigger an appropriate election.

6.4.2 A Governor shall cease to hold office if he or she is removed either by the Trust Board or by the person or persons who appointed him or her, i.e. the Local Governing Body, the Trust Board or the relevant Foundation Member as the case may be. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a Governor, any failure to uphold the values of the Trust and the Foundation Members and/or the Academy or to act in a way which is appropriate in light of this Scheme of Delegation or is considered unsuitable by the Secretary of State will be taken into account.

6.4.3 If any Staff Governor ceases to be employed and/or work at the Academy then he or she shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of his or her work at the Academy.

6.4.4 Where a Governor is removed from office, those removing him or her, shall give written notice thereof to the Chair of the Local Governing Body and the Chief Executive Officer.

6.5 Disqualification of Governors

- 6.5.1 No person shall be qualified to serve on the Local Governing Body unless he or she is aged 18 or over at the date of his or her election or appointment. No current pupil of any Academy shall be entitled to serve on the Local Governing Body.
- 6.5.2 A Governor shall cease to hold office if he or she is removed by the Trust Board by reason of illness or injury or becomes incapable of managing or administering his or her own affairs.
- 6.5.3 A Governor shall cease to hold office if he or she is absent without the permission of the Chair from all the meetings of the Local Governing Body held within a period of six months and the Local Governing Body resolves that his or her office be vacated.
- 6.5.4 A person shall be disqualified from serving on the Local Governing Body if:
- 6.5.4.1 his or her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
or
- 6.5.4.2 he or she is the subject of a bankruptcy restrictions order or an interim order.
- 6.5.5 A person shall be disqualified from serving on the Local Governing Body at any time when he or she is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- 6.5.6 A Governor shall cease to hold office if he or she would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 6.5.7 A person shall be disqualified from serving on the Local Governing Body if he or she has been removed from the office of charity trustee

or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he or she was responsible or to which he or she was privy, or which he or she by his or her conduct contributed to or facilitated.

6.5.8 A person shall be disqualified from serving on the Local Governing Body where he or she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.

6.5.9 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Body, and he or she was, or was proposed, to so serve, he or she shall upon becoming so disqualified give written notice of that fact to the Chair of the Local Governing Body, who shall also inform the Chief Executive Officer.

6.6 **Appointment of the Chair and Vice-Chair**

6.6.1 The Governors shall each school year, at their first meeting in that year, elect a Chair and a Vice-Chair from among the Foundation Governors.

6.6.2 The role of the Chair of the Local Governing Body is an important one, demanding yet worthwhile. The Chair is elected by the Governors annually but because of the vital link and the importance of maintaining a strong and effective relationship between the Local Governing Body and the Joint Standards Committee, the appointment following election is subject to the approval of the Chief Executive Officer, on behalf of the Trust Board and subject to any requirements of the relevant diocesan authority where the Academy is a Church of England school. The Chair must be approachable, readily accessible and ready to take issues and ideas raised by Governors seriously.

6.6.3 The Chair's specific duties are to:

6.6.3.1 provide a clear lead and direction for the Governors, understanding the aims of the Academy, the roles played by

all those involved and the vision of the Trust in relation to its Academies;

6.6.3.2 build an effective team, attracting Governors with necessary skills and experience promoting equality and diversity and ensuring priority is given to those who can make a positive contribution to driving school improvement and supporting their development to maximise the benefit of their contribution;

6.6.3.3 work closely with the Principal and the Chief Executive Officer/School Improvement Officers to ensure there is proper challenge and encouragement;

6.6.3.4 ensure that school improvement is the focus of all policy and strategy for the Academy, reminding Governors of this as often as necessary;

6.6.3.5 hold Governors to account, ensuring the business of the Local Governing Body is conducted efficiently and effectively, chairing meetings ensuring all members have the opportunity to contribute and are listened to with clear decisions being made when necessary.

6.6.4 The Chair or Vice-Chair may at any time resign his office by giving notice in writing to the Local Governing Body. The Chair or Vice-Chair shall cease to hold office if:

6.6.4.1 he or she ceases to serve on the Local Governing Body;

6.6.4.2 he or she is employed by the Trust whether or not at the Academy;

6.6.4.3 he or she is removed from office in accordance with this Scheme of Delegation; or

6.6.4.4 in the case of the Vice-Chair, he or she is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of the Chair.

6.6.5 Where by reason of any of the matters referred to in paragraph 6.6.4, a vacancy arises in the office of Chair or Vice-Chair, the members of

the Local Governing Body shall at its next meeting elect one of their number to fill that vacancy.

- 6.6.6 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.
- 6.6.7 Where in the circumstances referred to in paragraph 6.6.6. the Vice-Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice-Chair, the members of the Local Governing Body shall elect one of their number to act as a chair for the purposes of that meeting.
- 6.6.8 The clerk to the Local Governing Body shall act as chair during that part of any meeting at which the Chair is elected.
- 6.6.9 Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
- 6.6.10 The Chair or Vice-Chair may be removed from office by the Trust Board at any time.

6.7 Committees and Further Delegation

- 6.7.1 Subject to this Scheme of Delegation, the Local Governing Body may establish any subcommittee or working groups to advise and inform the Governors to support them in their decision making. The membership of any sub-committee or working group may include persons who do not also serve on the Local Governing Body, provided that a majority of the members of any such sub-committee or working group shall be members of the Local Governing Body.
- 6.7.2 Provided such power or function has been delegated to the Local Governing Body, the Local Governing Body may further delegate to the Principal or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Trust Board may impose and may be revoked or altered.
- 6.7.3 Where any power or function of the Trust Board or the Local Governing Body is exercised by the Principal or any other holder of an executive

office, that person shall report to the Local Governing Body in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Local Governing Body immediately following the taking of the action or the making of the decision.

6.8 Meetings

6.8.1 The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and entered into a book (electronic or otherwise) kept for the purpose by the person authorised to keep the minutes of the Local Governing Body and shall be signed (subject to the approval of the Governors) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:

6.8.1.1 all appointments of officers made by the Local Governing Body; and

6.8.1.2 all proceedings at meetings of the Local Governing Body and of committees of the Local Governing Body including the names of all persons present at each such meeting.

6.8.2 The Chair shall ensure that copies of minutes of all meeting of the Local Governing Body (and such of the subcommittees as the Local Governing Body shall from time to time notify) shall be provided to the Chief Executive Officer as soon as reasonably practicable after those minutes are approved.

6.8.3 Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings as the Governors think fit, provided at all times that there is openness and transparency in matters relating to the Local Governing Body. The Local Governing Body is expected to meet at least once a term but may meet more often if felt appropriate or if requested to meet by the Chief Executive Officer or the Joint Standards Committee.

6.8.4 Meetings of the Local Governing Body shall be convened by the clerk to the Local Governing Body. In exercising his functions under this Scheme of Delegation the clerk shall comply with any direction:

- 6.8.4.1 given by the Local Governing Body; or
 - 6.8.4.2 given by the Chair or, in his absence or where there is a vacancy in the office of chair, the Vice-Chair.
- 6.8.5 Any three Governors may, by notice in writing given to the clerk, requisition a meeting of the Local Governing Body; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
- 6.8.6 Each Governor shall be given at least seven clear days before the date of a meeting:
- 6.8.6.1 notice in writing thereof, signed by the secretary, and sent to each Governor at the address provided by each member from time to time; and
 - 6.8.6.2 a copy of the agenda for the meeting;
- provided that where the chair or, in his absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.
- 6.8.7 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.
- 6.8.8 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Body shall not be proposed at a meeting of the Local Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.8.9 A meeting of the Local Governing Body shall be terminated forthwith if:
- 6.8.9.1 the Governors so resolve; or

6.8.9.2 the number of Governors present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.10, subject to paragraph 6.12.

6.8.10 Where in accordance with paragraph 6.8.9 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

6.8.11 Where the Local Governing Body resolves in accordance with paragraph 6.8.10 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and it shall direct the clerk to convene a meeting accordingly.

6.9 **Quorum for meetings**

6.9.1 Subject to paragraph 6.9.3, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be three. If there are only three Governors present only one may be a Staff Governor or the Principal.

6.9.2 The Local Governing Body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.

6.9.3 The quorum for the purposes of

any vote on the removal of a person in accordance with this Scheme of Delegation shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters.

6.9.4 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every Governor shall have one vote.

- 6.9.5 Subject to paragraphs 6.9.6 – 6.9.8, where there is an equal division of votes, the Chair shall have a casting vote in addition to any other vote he or she may have.
- 6.9.6 The proceedings of the Local Governing Body shall not be invalidated by:
- 6.9.6.1 any vacancy on the board; or
 - 6.9.6.2 any defect in the election, appointment or nomination of any Governor.
- 6.9.7 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body 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 and may include an electronic communication by or on behalf of the member indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Body in writing of the email address or addresses which the member will use.
- 6.9.8 Subject to paragraph 6.9.9, the Local Governing Body shall ensure that a copy of:
- 6.9.8.1 the agenda for every meeting of the Local Governing Body;
 - 6.9.8.2 the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;
 - 6.9.8.3 the signed minutes of every such meeting; and
 - 6.9.8.4 any report, document or other paper considered at any such meeting,
- are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.
- 6.9.9 There may be excluded from any item required to be made available in pursuance of paragraph 6.9.8, any material relating to:

- 6.9.9.1 a named teacher or other person employed, or proposed to be employed, at the Academy or the Trust;
 - 6.9.9.2 a named pupil at, or candidate for admission to, the Academy;
and
 - 6.9.9.3 any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.
- 6.9.10 Any Governor shall be able to participate in meetings of the Local Governing Body by telephone or video conference provided that:
- 6.9.10.1 he or she has given notice of his intention to do so detailing the telephone number on which he or she can be reached and/or appropriate details of the video conference suite from which he or she shall be taking part at the time of the meeting at least 48 hours before the meeting; and
 - 6.9.10.2 the Local Governing Body has access to the appropriate equipment, and
- if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

6.10 Notices

- 6.10.1 Any notice to be given to or by any person pursuant to this Scheme of Delegation (other than a notice calling a meeting of the Local Governing Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Scheme of Delegation, “address” in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 6.10.2 A notice may be given by the Local Governing Body to its Governors either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing Body by the Governor. A Governor whose registered address is not within the

United Kingdom and who gives to the Local Governing Body an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Body.

- 6.10.3 A Governor present, either in person or by proxy, at any meeting of the Local Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 6.10.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

APPENDIX 1

MEMBERS' MEMORANDUM OF UNDERSTANDING

APPENDIX 2

GOVERNANCE DECISION PLANNER

This decision planner is designed to work in conjunction with the formal Scheme of Delegation adopted by the Trust. It provides a quick reference guide to how some of the important decisions within the Trust are to be made. Any discrepancies between this document and the Scheme of Delegation shall be construed in favour of the Scheme of Delegation, which will take precedence.

The different levels of delegated power are listed below but it should be noted that not every task requires all levels of delegated power to be defined:

- Approve (A)
- Recommend (R) - (Kitemark)
- Propose (P) - (Responsibility to provide a detailed specification)
- Develop (D)
- Monitor & Report (M)
- Consulted (C)
- Implement (I) - (The authority to require something to be done/an action to be undertaken)

The governance and management layers within the Trust are identified as follows:

1. Trust Members (the “**Members**”)
2. Trust Board of Directors/Trustees (the “**Board**”)
3. Audit & Risk Committee (the “**AR Committee**”)
4. Joint Standards Committee (the “**JSC**”)
5. Local Governing Bodies (the “**LGB**”)
6. Trust Chief Executive Officer/Executive Director/Accounting Officer (“**AO**”)
7. Principal/Head Teacher of individual academies (includes Head of School or Executive Head Teacher where appropriate) (“**HT**”)

	Task	Members	Board	AR	JSC	LGB	AO	HT
1	Governance							

	Task	Members	Board	AR	JSC	LGB	AO	HT
1.1.	Approve Trust Articles of Association	A	R					
1.2.	Approve Trust Board Terms of Reference		A					
1.3.	Approve Trust Scheme of Delegation		A			I		
1.4.	Approve new convertor or sponsored academies joining MAT		A	M			I	
1.5.	Establish Trust Committees		A				I	
1.6.	Approve Trust Committee Terms of Reference		A				I	
1.7.	Approve Local Governing Body (LGB) Terms of Reference		A			C	C	
1.8.	Establish LGB working groups		M			A		I
1.9.	Appoint Chair of Trust Board		A					

	Task	Members	Board	AR	JSC	LGB	AO	HT
1.10.	Appoint Chair of LGB		A/R			A/R	C	
1.11.	Remove Chair of LGB		A/R			A/R	C	
1.12.	Appoint (and remove) Vice Chair of LGB		A/R			A/R	C	
1.13.	Appoint (and remove) LGB members		A/M			A		
1.14.	Appoint (and remove) Chair(s) of Trust Committees		A				C	
1.15.	Appoint (and remove) Trust Committee members		A				P	
1.16.	Appoint Trust Board Advisors		A				P	
1.17.	Appoint (and remove) Clerk to Trust Board		A				P	
1.18.	Appoint (and remove) Clerk to LGB		M			A		R

	Task	Members	Board	AR	JSC	LGB	AO	HT
1.19.	Organise calendar of Trust Board and LGB meetings		A			R	P	R
1.20.	Approve Trust Directors Expenses Policy		A	M			I	
2	Finance							
2.1.	Trust & Academy Financial Regulations		A	I			R	
2.2.	Trust & Academy Financial Procedures		A	I			P	
2.3.	Appoint Trust auditors		A	R			I	
2.4.	Trust 3 year Budget Plan		A		C		P/I	
2.5.	Trust 1 year Budget		A		C		P/I	
2.6.	Trust Interim Year End Accounts		A/R				P	

	Task	Members	Board	AR	JSC	LGB	AO	HT
2.7.	Trust Annual Year End Accounts		A				I	
2.8.	Trust Board Report		A				R	
2.9.	Trust Academies Accounts Return to EFA		A				R	
2.10.	Response to Auditor's Management Letter			A/R			I	
2.11.	Academy 3 year Budget Plan		A			P	M/R	D
2.12.	Academy 1 year Budget		A			P	M/R	D
2.13.	Academy Year-to-Date reports					M	M/R	D/M
3	Teaching & Learning/Standards/Academy Performance							

	Task	Members	Board	AR	JSC	LGB	AO	HT
3.1.	Trust Strategic Plan		A		C/R	C	P/I	C
3.2.	Academic Performance Targets		A		C/R	R	P/M	D
3.3.	Academy Performance Review <i>e.g. SEF</i>		M		C/R	A	M	D/R
3.4.	Academy 3 year plan		A		C/R	P	P/M	D
3.5.	Academy 1 Year Plan		M			A	M	R/D
3.6.	EYFS Policy		A			R	R/D	R/I
3.7.	EYFS Plan & Quality of Provision		A			R	R/D	R/I
3.8.	SEN Policy		M			A	M	P/I
3.9.	SEN Plan & Quality of Provision		M			A	M	P/I

	Task	Members	Board	AR	JSC	LGB	AO	HT
3.10.	Teaching & Learning Policy		M		R/C	A	M	D/P/I
3.11.	Curriculum Policy		M		R/C	A	M	D/P/I
3.12.	Sex Education policy		M			A		P/I
3.13.	Religious Education policy	C	M		M	A		D/P/I
4	Staffing							
4.1.	Staff complement, structure and grades		A		C	P	M/R	D/R/I
4.2.	CEO/Exec Headteacher appointment		A					
4.3.	Trust leadership structure		A				R	
4.4.	Headteacher appointment		A			P/R	P/R	

	Task	Members	Board	AR	JSC	LGB	AO	HT
4.5.	Senior leadership appointments		C			A	R/M	R/P
4.6.	Teaching and support staff appointments					A	R/M	R/P
4.7.	Suspension of CEO/Exec Headteacher		A					
4.8.	Return of CEO/Exec Headteacher after suspension		A					
4.9.	Dismissal of CEO/Exec Headteacher		A					
4.10.	Suspension of Headteacher		A			P/R	P/R	
4.11.	Return of Headteacher after suspension		A			P/R	P/R	
4.12.	Dismissal of Headteacher		A			P/R	P/R	
4.13.	Suspension of teaching and support staff		C			A	M	R/P

	Task	Members	Board	AR	JSC	LGB	AO	HT
4.14.	Return of teaching and support staff after suspension					A	M	I
4.15.	Redundancy of staff		A/C			P/R	C/M	P/I
4.16.	Restructuring of staff		A/C			P/R	C/M	P/I
5	Premises and Assets							
5.1.	Asset Management Policy		A			C/R	P/M	C/R
5.2.	Health & Safety Policy		A			C/R	P/M	C/R
5.3.	Commissioning of repairs or works up to £10,000		C			A	M	R
5.4.	Commissioning of repairs or works from £10,000 to £49,999		A/C			A	P	R
5.5.	Commissioning of repairs of works over £50,000		A			C/R	P/M	C/R

	Task	Members	Board	AR	JSC	LGB	AO	HT
6	Policies & Procedures							
6.1.	Pay & Remuneration Policy		A		C	C/R	P	I
6.2.	Job Role Salary & Grading Policy		A		C	C/R	P	I
6.3.	Changes to Employee Terms & Conditions or Collective Agreements		A				R	I
6.4.	Adoption of Transferring Policies and Collective Agreements		A			I	R	
6.5.	Teachers Annual Pay Award		A			C/R	R	I
6.6.	Support Staff Annual Pay Award		A			C/R	R	I
6.7.	Individual Performance Pay Awards		C			A	R	P

	Task	Members	Board	AR	JSC	LGB	AO	HT
6.8.	Performance Management & Appraisal Review Policy		A		C/R	C	P/M	I
6.9.	Disciplinary Policy		A			C	P/M	I
6.10.	Grievance Policy		A			C	P/M	I
6.11.	Capability Policy		A			C	P/M	I
6.12.	Whistleblowing Policy		A			C	P/M	I
6.13.	Re-structuring & Redundancy Policy		A			C	P/M	I
6.14.	Employee Health & Safety Policy		A			C	P/M	I
6.15.	Academy times, terms and holidays		C			A	M	R
6.16.	Change of Academy Age Range		A			R	C/R/M	D/P/I

	Task	Members	Board	AR	JSC	LGB	AO	HT
6.17.	Expansion of Academy PAN		C			A	C/R	D/P
6.18.	Extension of Academy provision (EYFS)		A			R	C/M	P/I
6.19.	Child Welfare & Safeguarding Policy		C			A		R
6.20.	Attendance Policy & Plan		C			A		R
6.21.	Pupil Behaviour & Exclusions Policy		C			A		R
6.22.	Community & Religious Ethos & Values Policy		C			A		R
6.23.	Short-term Exclusion					C		A
6.24.	Return after short-term exclusion					A		C
6.25.	Permanent Exclusions					C		A

	Task	Members	Board	AR	JSC	LGB	AO	HT
6.26.	Appeals against Permanent Exclusion					A		R
6.27.	Complaints Policy		A			R	P/M	I
6.28.	Complaints Appeals		A			R	P/M	I
6.29.	Admissions Policy		C/M			A		R
6.30.	Allocation of places against Admissions Policy					A		R
6.31.	Admissions Appeals					A		R
6.32.	Academy prospectus					A	C	R
6.33.	Academy website					A	C	R
6.34.	Academy logo & branding					A	C	R

	Task	Members	Board	AR	JSC	LGB	AO	HT
6.35.	Academy uniform					A		R
6.36.	Academy Trips Policy					A		R/I
6.37.	Extended services on-site					C	A	R
6.38.	Pupil Premium Policy		C/M		C	A		D/R/I
6.39.	Pupil Premium Plan		C/M		C	A		D/R/I

APPENDIX 3

FINANCIAL REGULATIONS MANUAL

[We can provide examples if need be.]

APPENDIX 4

RISK MANAGEMENT POLICY

Principles

The Directors of Amadeus Primary Academies Trust (the “Trust”) have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of schools. This is largely exercised through strategic planning and the setting of policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality management processes. The Directors have the power to direct change where required.

The Directors have delegated authority for the running of each of its schools to a local governing body (the “Local Governing Body”), who in turn also fulfils a largely strategic role in the conduct of the school, further delegating authority to a head teacher and senior management team who are responsible for the internal organisation, management and control of the school on a day to day basis. The responsibilities of the Local Governing Body are set out in a “Scheme of Delegation”, which has been put in place by the Directors.

Risk management must prioritise and protect:

- The safeguarding of high quality and effective education of the young people in the schools;
- The reputation and ethos of the Trust;
- The common good in terms of the interests of the families in the communities served by the schools and the pupils of the future;
- The Scheme of Delegation and the balance struck between central management and local responsibility.

The responsibility of each Local Governing Body

It is the responsibility of each Local Governing Body (the governors) to implement, monitor and verify such policies and procedures to facilitate an annual statement of compliance on those risks identified by the Board. The governors should take such steps needed to meet their legal obligations including the requirements of the Department for Education (or any successor body) as they relate to the operation of the schools. The Governors should provide resources to mitigate identified risks and declare any non-compliance to the Directors. The Governors should

commission on a regular basis external verification of internal systems so as to ensure the systems fitness for purpose and compliance to current standards.

The responsibilities of the Directors

It is the responsibility of the Directors to identify those risks which arise from academy status and membership of a multi-academy trust and develop policies and procedures which mitigate these risks (taking account of the principles identified above). To mitigate financial risk the Directors will require all academies to use approved banking arrangements, audit arrangements, financial management systems, and premises insurance and building surveyors. Rigorous safeguarding policies are also a requirement for all academies.

Beyond these areas the Directors should identify risks common to all schools, set policy frameworks but seek not to impose specific control mechanisms for these risks as responsibility lies with the individual Local Governing Bodies. The Directors should receive compliance reports from the Local Governing Bodies (and declarations of non-compliance) and develop systems to support (having regard to the principles of subsidiarity and solidarity) individual schools to mitigate risk to the Directors and the Trust generally.

Operation of the Risk Management Policy

The Directors should appoint annually a Risk Management Committee made up of appointed Directors, representatives of the Local Governing Bodies and suitably experienced co-opted members as may be required. The terms of reference should identify that a minimum of two Directors should serve on this committee, with one being present for the committee to be quorate.

It is the duty of this committee to review the termly schedule of self-assessments made by individual academy Local Governing Bodies, consider how to support schools to mitigate identified risks and report to the Directors each term on the risks identified.

The Nature of the Risks

- **The safeguarding of those involved in the enterprise**

The Directors and Local Governing Bodies will be required to have safeguarding (including safer recruitment and e-safety) policies which comply with the requirements of the appropriate Safeguarding Board.

- **The employment of those involved in the enterprise**

The Directors and individual academies should have a suite of legally compliant and common personnel policies, supported by advice and insurance.

- **The stewardship of the premises and site and the health, safety and welfare of those who use the site**

The Directors reserve the right to direct individual academies with regard to the insurance of Trust property (buildings, land and assets) and to approve and be kept informed of planned capital works. The academy should develop comprehensive health, safety and welfare policies to include systems to monitor compliance with regulation and good practice and to externally assess these at a regular period.

- **The ethos and character of the enterprise and the academic standards attained**

The Governors should report to the Directors on any OFSTED or other inspections and reports. Equally the Directors should be informed of trends and actual academic outcomes and other key indicators identified by OFSTED (or any successor body) in order that the Directors may broker support and advice from within (or beyond) the Trust to minimise the possibility of the Secretary of State using his reserve powers in relation to one of the schools for which the Trust is responsible.

- **The financial integrity of individual academies**

The Directors reserve the right to direct academies to bank with a named bank and to direct academies to use the services of agreed auditors. The Directors reserve the right to have annual agreed budget plans, termly budget summaries and annual outturn statements reported to it. Academies will not be permitted to operate deficit budgets without specific approval from the Directors. The Governors will agree such policies as required to comply with DfE requirements on the operation of academies, including in relation to the procurement of goods and services. The Governors will appoint a suitably experienced “responsible officer” who will oversee the financial integrity of the academy with a particular reference to levels of delegation and the avoidance of over-reliance upon key individuals.

- **The capacity of the Directors and the Local Governing Bodies to discharge their duties**

The Directors and individual Local Governing Bodies will be expected to make an annual self-assessment of the skills and experience they require and their capacity to fulfil those requirements. Plans to mitigate deficiencies should be passed to the relevant Local Governing Body and the Directors. All Directors and governors are required to hold an enhanced Criminal Records Bureau certificate and to make a declaration of interests at the beginning of each meeting. The Trust will operate a Conflicts of Interest policy. The Trust will ensure that good quality legal advice is available to the Directors, the schools and those responsible for running the schools on a day to day basis.

APPENDIX 5

CONFLICT OF INTEREST POLICY

Why we have a Policy

Directors of a charity have a legal obligation to act in the best interests of the charity. For the purposes of charity law, the Directors are those people who are responsible for the general control and management of the administration of the charity. The Amadeus Primary Academies Trust (the "Trust") is an "exempt" charity, the Principal Regulator being the Secretary of State for Education. The owners of the Trust are the Members and the Directors of the Trust are trustees and directors of the charity and the charity's governing document, the Articles of Association, approved by the Members explains what the Directors must do to avoid situations where there may be a potential conflict of interest.

Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of the Trust. Such conflicts may create problems; they can:

- inhibit free discussion;
- result in decisions or actions that are not in the interests of the Trust; and
- risk the impression that the Trust has acted improperly.

The aim of this policy is to protect both the organisation and the individuals involved from any appearance of impropriety.

This Policy operates without prejudice to any of the provisions in the Trust's Articles of Association relating to conflicts of interest.

The Declaration of Interests

We are asking members, directors, governors and all staff to declare their interests, and any gifts or hospitality received in connection with their role in the Trust. A register of business interests (ROBI) form is provided for this purpose, listing the types of interest you should declare. All interests declared will be included in a Register which will be maintained by the Trust.

To be effective, the declaration of interests needs to be updated at least annually and also when any changes occur.

The Trust policy in relation to gifts is that monetary gifts are not permitted to be accepted by members, directors, governors, or staff from any individual or business in their Trust role. All

benefits, gifts and payments in kind from third parties are to be recorded in the Trust Gift Register and all items valued over £25 to be held by the Company.

If you are not sure what to declare, or whether/when your declaration needs to be updated, please err on the side of caution. If you would like to discuss this issue, please contact the Chief Finance Officer or Chief Executive Officer for confidential guidance.

Data Protection

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 1998. Data will be processed only to ensure that all individuals act in the best interests of the Trust. The information provided will not be used for any other purpose.

What to do if you face a Conflict of Interest

If you have a direct or indirect interest in:

- a) a proposed transaction with the Trust; or
- b) any transaction or arrangement entered into by the Trust which has not previously been disclosed;

you must disclose the nature and extent of that interest, whether or not you receive any actual benefit as a consequence of the interest. You may have an indirect interest in a matter if a family member or friend has an interest in the matter.

As good practice every individual should declare any private interest which he or she has in an item to be discussed at the beginning of every meeting, and certainly before any discussion of the item itself.

You should not be involved in decisions in which it is possible that a conflict will arise. You should declare your interest at the earliest opportunity and withdraw from any subsequent discussion.

If you fail to declare an interest that is known to the Chief Financial Officer (CFO) and/or the Chairman of the Trust Board or the chair of the local governing body, the CFO, Chairman or chair will declare that interest.

Decisions taken where a Director, Governor or Staff Member has an Interest

In the event of the board or local governing body having to decide upon a question in which a director, governor or member of staff has an interest because of a duty or loyalty (however indirect) that they owe to another organisation, they will do so by vote, with a simple majority required. The conflicted individual may be present when the matter is discussed but must not take part in the

discussion or vote on any matter relating to the discussion and a quorum must otherwise be present for the discussion and decision.

An individual will generally not have a conflict of interest or loyalty simply by virtue of the fact that he or she has been appointed or nominated to the board of directors or to the local governing body by a third party and the Trust has dealings with that third party, but if any undue influence is exerted by that third party or the individual has an interest in the matter for a reason other than mere appointment or nomination, then the circumstances will need to be reconsidered.

All decisions made where there has been a declared conflict of interest will be recorded by the Clerk and reported in the minutes of the meeting. The report will record:

- the nature and extent of the conflict;
- an outline of the discussion;
- the actions taken to manage the conflict.

Where a director benefits from the decision, this will be reported in the annual report and accounts in accordance with the current Charities SORP making reference also to any potential conflict situation recognised in this Conflicts of Interest policy.

All payments or benefits in kind to directors will be reported in the Trust's accounts and annual report, with amounts for each director listed for the year in question.

Where a member of the Trust's staff are connected to a party involved in the supply of a service or product to the Trust, this information will also be fully disclosed in the annual report and accounts again making reference also to any potential conflict situation recognised in this Conflicts of Interest policy.

Independent external moderation will be used where conflicts cannot be resolved through the usual procedures.

Managing Contracts

If you have a conflict of interest, you must not be involved in managing or monitoring a contract or transaction in which you have an interest. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

Notified Conflicts of Interest

Without prejudice to any of the obligations on individuals as expressed in this Policy, the directors have identified the following as matters where relevant individuals will have an interest in the matter and such interest has not been expressly authorised in the Articles of Association but is considered to be a matter which is in the best interest of the Trust and is authorised provided the principles of this policy are observed (particularly in relation to discussions, decisions and management of the matter where there is a genuine conflict):

The appointment or nomination of individuals by the Rochester Diocesan Board of Education (DBE) or any trustees holding any land on trust for an Academy to serve on the board of directors or a local governing body. Appointments made by the DBE of individuals serving as directors of the Trust or governors of an Academy will not create a conflict of interest in relation to any matters affecting the organisation as a whole, including the implementation of policies and advice and the following of directions issued by the DBE.

The mutual commitment and support provided to and received from the Rochester Diocesan Board of Education, including but in no way limited to the use of land and buildings owned by the Diocese (or other trustees of the Academies) by the Trust.

APPENDIX 6

TERMS OF REFERENCE FOR THE JOINT STANDARDS COMMITTEE

AMADEUS PRIMARY ACADEMIES TRUST (“the Trust”)

TERMS OF REFERENCE FOR THE JOINT STANDARDS COMMITTEE (“the Joint Standards Committee”)

[CLUSTER: []]⁵

EFFECTIVE DATE []

PURPOSE

The Trust operates in Oldham and the surrounding area, with an emphasis on grouping Academies in clusters in order to promote shared working and to build leadership capacity and expertise, with an emphasis on standards and school improvement. Each Academy is governed by a Local Governing Body to whom delegated responsibility will have been given by the Trust Board. Whilst the Local Governing Body is directly accountable to the Trust Board, a Joint Standards Committee has been established by the Trust Board to support and promote collaboration with a view particularly to the standards being attained in the Academies.

The Joint Standards Committee shall meet at least 3 times per year to agree the strategic direction for the Academies and the local priorities in so far as these relate to standards and school improvement targets. The Joint Standards Committee (whether operating across the Trust or in local clusters) will provide a forum and focus for performance benchmarking and will support the Local Governing Bodies and the Trust Board, facilitating peer to peer review. It will advise the Trust Board on the agreed strategic focus for the Academies, as well as the threats and opportunities facing the Academies.

MEMBERSHIP

The Joint Standards Committees will be formed of the Principals and Chairs of the Local Governing Bodies of the Academies in the relevant area and up to two others appointed by the Trust Board with expertise in school improvement and collaborative working. The Chief Executive Officer (or his or her delegate) will be invited to attend meetings of the Joint Standards Committees and will generally oversee and support their activities. The Joint Standards Committee

⁵ It may be helpful to have clusters of Joint Standards Committees if the spread for the Trust is too wide meaning individuals would have travel far for meetings. A clustering approach will ensure collaboration remains focussed and effective.

may appoint one of their number to chair meetings but it is not anticipated that discussions and agreement will regularly result in a formal vote as the emphasis is on collaboration and collective responsibility.

EFFECTIVE DATE

These terms of reference will be effective from the date stated above and will be reviewed on an annual basis by the Trust Board, on advice from the Chief Executive Officer. The work of the Joint Standards Committee will be judged by the success of the Academies and the sustained improvement in the standards of teaching and learning at each of the Academies.

Responsibility / Delegated Authority	Assessment
Ethos and vision	
Support the actions of the Trust Board in developing and sustaining a shared clear educational vision, ethos and strategic direction for the Academies, which is consistent with the vision and values of the Trust and which promotes collegiality between the Academies.	
Assist with the communication of the shared vision within the community of Academies, reinforcing what this means for the Local Governing Bodies and the senior leadership teams within the Academies.	
Strategic Leadership	
Provide support to the senior leadership teams within the Academies through joint working and the sharing of best practice, acknowledging the need for challenge when necessary and supporting the Trust Board when action needs to be taken.	
Provide a perspective on the wider education community locally and the challenges facing state funded schools, focussing on expansion and contraction, competition from other local schools, resourcing challenges and changes in relation to inspections.	
Support as appropriate the Trust Board with the development of a public face and external identity for the Trust, facilitating discussions with those who might be considered strategic partners for the Academies.	
Support as appropriate the Trust Board with the development of a strategic plan for each Academy which identifies agreed priorities and targets for improvement, focusing specifically on both standards and resource planning.	
Assess the performance of the Academies as a group, developing a benchmarking tool which can be used to drive further improvements, advising the Trust Board on the effectiveness of this.	
Ensure the needs of each Academy are communicated to and understood by the Trust Board.	

Responsibility / Delegated Authority	Assessment
Seek to identify areas where greater collaboration between the Academies can improve standards and outcomes.	
Curriculum and Standards	
Support the Local Governing Bodies in the implementation of a curriculum which meets each Academy's specific needs, having regard to any priorities agreed by the Joint Standards Committee.	
Advise and support the Local Governing Bodies on the fixing of appropriate targets for relevant key stages, supporting the leadership team in each Academy on action to be taken to maximise attainment and pupil progress and whilst doing so advising on the approach to the transition by pupils from one key stage to the next, supporting if appropriate the development of a personalised learning plan for each pupil.	
With the assistance of the Chief Executive Officer, carry out periodic reviews of the standards of teaching and learning in each of the Academies, reporting on best practice as well as areas of weakness and then facilitating the sharing of best practice and the development of a training programme which draws on the strengths of the Academies and secures additional resources which meet needs.	
Provide a forum for discussion on the merits of any change to the curriculum and the impact of developments regionally and nationally in the testing of pupils.	
Resources	
Identify efficiencies through collaborative working.	
Provide support to the Academy's senior leadership team and any resource and recruitment committees.	
Support the Trust Board in the development of suitable HR policies and practices noting the need to achieve consistency across all Academies.	
Facilitate discussion with staff representative bodies, including the unions.	

APPENDIX 6

TERMS OF REFERENCE FOR THE TRANSITION BOARD

AMADEUS PRIMARY ACADEMIES TRUST (“the Trust”)

TERMS OF REFERENCE FOR THE [TRANSITION/INTERVENTION] BOARD (“the Transition Board”)

[NAME OF ACADEMY] (the “Academy”)

EFFECTIVE DATE [] REVIEW DATE []

PURPOSE

The Transition Board’s primary role is to support the rapid turnaround of the Academy and to facilitate the establishment of a Local Governing Body to whom delegated responsibility can be given. The Transition Board has been established by the Trust Board [and may have been appointed before the School joined the Trust in order to support the conversion of the School]. The Transition Board shall meet at least twice a term, more if necessary.

The Transition Board will ensure that the Strategic Plan for the Academy is being implemented and will advise on the development and review of the Plan, focussing on 4 key areas of action; leadership & governance, teaching & learning, facilities & resources and finance.

The Transition Board will report to the Chief Executive Officer and to the Trust Board on progress, recommending further action as necessary.

MEMBERSHIP

Members of the Transition Board have been drawn from the local community and have been appointed by the Trust Board, who will ensure the members have both the capacity and skills to work intensively within the Academy, providing support and challenge to the Academy’s staff and building on existing links with the community. Board members must be able to demonstrate an understanding of the ethos and values of the Trust and a commitment to fulfilling the Trust’s mission and objectives for the Academy, drawing on specialist skills where required. Whilst there is no limit on the numbers expected to serve on the Board, in most cases it is not anticipated that there will be more than 3, one of whom will be the [Chief Executive Officer] [Director of Standards].

REVIEW

Operating with a Transition Board is not intended to be a long term arrangement and a target date has been identified for the review of the arrangement. Any initial period will not be greater than 12 months.

Responsibility / Delegated Authority	Assessment
Ethos and vision	
Support the actions of the Trust Board in developing and sustaining a clear educational vision, ethos and direction for the Trust and the Academy, which promotes learning and the moral, social and cultural development of pupils.	
Assist with the communication of the Trust's vision within the Academy's community, reinforcing the Academy's identity as a school within the family of schools run by the Trust.	
Establish systems and procedures in the Academy which recognise and prioritise collaborative working within the Trust where possible.	
Support the Trust Board in the formulation of policies and practices which reinforce the Trust's overall vision and aims as well as recognise the uniqueness of the Academy and the contribution it makes to the Trust and to the community.	
Compliance and Leadership	
Take the lead in the development of a strategic plan for the Academy which is consistent with the Trust's overall strategic objectives and identifies appropriate priorities for the Academy, targets for improvement and specific actions to be taken.	
Advise and report to the Chief Executive Officer on the implementation of the strategic plan, identifying any financial, educational and organisational threats and weaknesses as well as opportunities for growth and improvement.	
Support the Chief Executive Officer and the Trust Board, as well as the leadership team within the Academy, ensuring that there is sufficient challenge and feedback so that continuous improvements can be made and preparing the leadership team for the transition to full delegated responsibility.	
Promote the establishment in due course of a full governing body for the Academy, carrying out a skills and capacity audit of any existing governors.	
Encourage and facilitate the coming forward of individuals who can serve on a full governing body, supporting the training of governors and leaders as appropriate and ensuring there is sufficient diversity of skills, appropriate experience and capacity to provide meaningful support to the Trust Board and the Academy's leadership team.	
Have regard to the public sector equality duty in the performance of any duty.	

Responsibility / Delegated Authority	Assessment
Act in accordance with the terms of the Trust's Master and Supplemental Funding Agreements, the Trust's Articles of Association and the current EFA Academy Financial Handbook in the performance of any duty.	
Ensure that at all times the Academy is meeting any legal requirements and duties.	
Finance and Risk Management	
Ensure that at all times any funds delegated to the Academy or otherwise held on behalf of the Academy are safeguarded, having regard to the duty of the Trust Board Directors as trustees of charitable assets and as recipients of public money.	
Monitor, review and control the budget, expenditure and income of the Academy, acknowledging any amounts to be set aside for central costs and reserves, contributing to any discussions initiated either by the Trust Board or the Chief Executive Officer in relation to the budget of the Academy and the appropriate use of all funds available to the Academy.	
Support and introduce the systems of financial and risk reporting in respect of the Academy to the Chief Executive Officer and the Trust Board, reporting as required (including to any internal audit committee or to the external auditors) highlighting any specific risks which might jeopardise the fulfilment of the strategic plan for the Academy.	
Implement any Trust policy for the approval and signing of contracts, ensuring all contracts to be entered into by the Academy are appropriate, have been authorised (or are within delegated authority) and do not expose either the Trust or the Academy to undue risk.	
Curriculum and Standards	
<p>Advise the Chief Executive Officer and the Trust Board on the development of a curriculum which meets the Academy's specific needs and has regard to:</p> <ul style="list-style-type: none"> • any nationally recognised curriculum priorities and initiatives • the obligation to provide religious education, sex education and physical education • special educational needs • national testing and attainment targets, and • any teaching objectives and priorities adopted by the Trust Board for all Academies. 	

Responsibility / Delegated Authority	Assessment
Advise and report to [the Chief Executive Officer and] the Trust Board on the targets for relevant Key Stages in the Academy, supporting the leadership team in the Academy on action to be taken to maximise attainment and pupil progress and advising on the transition by pupils from one key stage to the next supporting the development of a personalised learning plan for each pupil.	
Carry out regular reviews of the standards of teaching and learning in the Academy and agree with the leadership team specific actions to be taken to address areas of weakness, facilitating the sharing of best practice and the development of a training programme for staff which draws on the strengths of the Academy and secures additional resources which meet needs.	
Pupil Behaviour and Attendance	
Formulate and implement a pupil behaviour policy in accordance with guidance produced by the Department for Education and as advised by the Chief Executive Officer.	
Staff Recruitment	
In conjunction with the Chief Executive Officer and the Trust Board (but having regard to the advice of the Academy's leadership team), develop a staffing structure for the Academy, identifying the number of staff required to be employed at the Academy, the levels of the posts and the role responsibilities of all staff employed and supporting, where appropriate, the sharing of resources between the Academies.	
Ensure the implementation of the HR policies adopted by the Trust Board.	
Having regard to any advice of the Chief Executive Officer [and the Trust Board], appoint all staff to work in the Academy, establishing an appointments committee in respect of the appointment of a Principal/Headteacher and such other key leadership appointments as advised by the Chief Executive Officer and/or the Trust Board which includes the Chief Executive Officer.	
Staff Appraisal and Performance Management	
Evaluate the standards of teaching and learning in the Academy and ensure that proper standards of professional performance are established and maintained.	
Implement any pay policy and performance management policy for all teaching and non-teaching staff employed at the Academy put in place by the Trust Board, ensuring all affected staff of the Academy are kept informed and consulted if necessary.	
Implement any written policy for the appraisal of all teaching and non-teaching staff who work in the Academy put in place by the Trust Board, having regard to the objectives of the Academy's strategic plan and ensuring all staff of the Academy are kept informed and consulted if necessary.	

Responsibility / Delegated Authority	Assessment
Carry out the performance management and appraisal of the Principal/Headteacher, any deputies and other key leadership appointments in the Academy, supporting the Academy's leadership team in the performance management of all other staff, advising the Chief Executive Officer of any areas of weakness or where additional support and/or training is required.	
Advise the Chief Executive Officer on an appropriate programme for the training and professional development of all staff in the Academy, supporting and working with any Trust programme for the development of Principals/Headteachers and other key leadership appointments.	
Implement any written policy for staff disciplinary and grievance procedures put in place by the Trust Board and where appropriate advise on and support the Academy's leadership team on the implementation of the same.	
Undertake any disciplinary or grievance procedure for the Principal/Headteacher and other members of the Academy's leadership team, reporting to the Chief Executive Officer and noting any right of appeal to the Trust Board.	
Facilitate discussion with staff representative bodies, including the unions, at both Trust Board level and within the Academy.	
Premises And Resources	
Formulate, implement and keep under review a policy for health and safety at the Academy, having regard to any advice issued by the Chief Executive Officer from time to time.	
Provide such advice and information as may be required to enable the Trust Board to take out and review the level of insurance cover for the Academy and at the request of the Trust Board undertake appropriate and regular risk assessments.	
Advise and report to the Chief Executive Officer on any estate management strategy for the premises and facilities used by the Academy, identifying any planned maintenance and any need for substantial works to meet the strategic aims of the Academy, including considering the availability of funding or the need to secure funding.	
No significant capital works will be undertaken or commissioned by the Transition Board without the express written consent of the Chief Executive Officer and the Trust Board.	
Ensure any works to the premises are carried out by appropriately qualified workmen, notifying the Trust's insurers as appropriate.	
Ensure any use of premises or facilities for community or income generating purposes are carried out in compliance with any policy issued by the Trust Board in relation to such matters (including any prepared on the advice of the Trust's accountants) and keeping a separate account of any income received so that this can be identified separately in the Academy's accounts.	

Responsibility / Delegated Authority	Assessment
Delegation	
The Transition Board may delegate any powers and responsibilities to the Principal/Headteacher of the Academy, subject to any requirements of the Trust Board. The Transition Board will ensure the gradual transfer of responsibility to the Principal/Headteacher, the leadership team and the full governing body is done sensitively to help successfully deliver the Academy's long term strategic plan.	

APPENDIX 7

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

AMADEUS PRIMARY ACADEMIES TRUST (“the Trust”)

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE (“the Audit Committee”)

EFFECTIVE DATE []

Responsibility / Delegated Authority	Assessment
Ethos and vision	
Support the actions of the Directors to develop and sustain a clear vision for the Trust.	
Advise and report to the Directors in relation any organisational risks which might impede the development and implementation of a long term strategy for the success of the Trust. The Directors shall consider any such advice given by the Audit Committee.	
Support the Directors in developing an organisational structure which reflects the Trust’s values and enables the management systems, structures and processes to work effectively in line with legal requirements and to ensure sound financial management.	
Compliance and General Duties	
The Audit Committee shall meet at least once a term.	
Have regard to and advise the Directors on their duties as trustees and their responsibility to preserve charitable assets and safeguard public money.	
Act in accordance with the terms of the Master and Supplemental Funding Agreements, the Academies Financial Handbook, any account directions issued by the Education Funding Agency, the Trust’s Articles of Association and the resolutions of the Trust in effect from time to time when fulfilling duties.	
Ensure that at all times the Trust is meeting any legal requirements and duties in relation to the management of public money.	

Responsibility / Delegated Authority	Assessment
Support the Directors in the formulation of financial and risk management policies for the Trust and the Academies for achieving the aims and objectives set out in the Trust's Development Plan or long term strategic vision.	
Advise the Directors on the adequacy and effectiveness of the Trust's systems of internal control and its arrangements for risk management, control and governance processes and securing economy, efficiency and effectiveness (value for money).	
Regularly review the statement on internal control and make appropriate recommendation to the Directors and when appropriate communicate messages and advice to the governing bodies of the Academies, liaising as necessary with any responsible officer appointed by the governing body to be responsible for financial oversight and risk management of the Academy's activities.	
Review the Audit Committee's membership and effectiveness on an annual basis to ensure that it has appropriate skills and relevant experience.	
Support (and challenge when necessary) the chief executive officer to ensure he or she satisfies his or her duty as accounting officer to: <ul style="list-style-type: none"> • Ensuring value for money; • Ensuring regularity and propriety; • Ensuring prudent and economical administration; • Avoiding waste and extravagance; • Ensuring the efficient and effective use of resources; • Keeping proper accounts; 	
Finance and Risk Management	
Establish and implement a system of financial and risk reporting by the Academies to the Directors and to oversee that reporting to ensure that such a system complies with the Trust's legal obligations.	
Review any financial and risk report submitted by the Academies and advising the Directors on any issues arising from it as well as making recommendations for future reports to sustain the integrity of the financial and risk management systems.	
Advise on the formulation and implementation of a policy for the approval and signing of contracts, ensuring all contracts to be entered into by the Academy are appropriate, have been authorised (or are within delegated authority) and do not expose the Academy to undue risk.	
Advise the Directors on the appointment, reappointment, dismissal and remuneration of auditors (both external auditors and internal audit).	
Monitor the effectiveness of auditors, including the use of auditor performance indicators.	

Responsibility / Delegated Authority	Assessment
Ensure effective coordination between auditors ensuring that a consistent method of audit is adopted across all Academies.	
Ensure that additional services undertaken by auditors is compatible with the audit independence and objectivity.	
Agree the work programme of internal audit including the checking of financial controls, systems, transactions and risks.	
Consider the reports of the auditors and, when appropriate, advise the Directors and the Academies of material control issues.	
Monitor the implementation of agreed audit recommendations.	
Advise on policies for the securing of the funds and assets of the Trust including by the prevention of loss through fraud and irregularity.	
Ensure that all allegations of fraud and irregularity are appropriately investigated and control weaknesses addressed, working with the Directors, the chief executive officer and the principals of the Academies, as appropriate.	
Recommend the annual financial statements to the Directors for approval.	