



# **All Saints Multi Academy Trust Governance Arrangements & Scheme of Delegation**

## **September 2023**

<b>Review Period</b>	Annually
<b>Governing Committee</b>	Trust Board
<b>Date of Trustees Approval</b>	July 2023
<b>Date of in year amendments</b>	
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## **I. Principles of this Scheme of Delegation**

All Saint's Multi Academy Trust is currently a group of three academies with one shared vision, one Board and one Scheme of Delegation.

All-Saints Trust's model of governance is to recognise:

- The overall accountability of the Board for the performance of the Trust, supported by its committees.
- The responsibility of Chief Executive Officer for the line management of Headteachers and Senior Trust Leaders
- The responsibility of Local Academy Council's is ensuring that the academy is always delivering the Trust's vision and ethos. Holding the Headteacher to account for performance against its financial targets (set centrally in consultation with Headteachers) and supporting the academy in becoming the academy of choice in the local community.

All governance flows from the All-Saints board of directors. The Trust is a company limited by guarantee and an exempt charity, whose principal regulator is the Secretary of State for Education. The Trust's governance must comply and operate within the framework of the following documents:

- All-Saints Trust Master Funding Agreement
- All-Saints Trust Articles of Association
- DFE Academy Trust Handbook
- DFE Governance Handbook
- DFE Constitution of Governing Bodies
- NGA Competency Framework for Governance

All-Saints Trust will ensure that it is always compliant with all statutory obligations as prescribed by the Department for Education (DfE), Education and Skills Funding Agency (ESFA), and Charity and Company Law as well as other applicable laws and regulations.

As a single employer, All-Saints Trust is committed to ensuring that it operates within UK employment legislation, recognising the relevant unions where appropriate.

Academies within the All-Saints Trust work closely with the Trust's central team to make decisions in the best interest of the communities and students that they serve, in line with the Trust's vision.

Each academy has its own identity but is clearly identifiable as an All-Saints Trust academy, and shares common values, aspirations, and approaches. Our vision statement:

*All Saints Multi Academy Trusts' Vision is inspired by the ecumenical work of Bishop David Sheppard and Archbishop Derek Warlock in Liverpool in the 1980's which focussed on breaking down barriers that may stand in the way of progression, but that ultimately communities and groups are 'stronger together'. Our aim is to create a Multi Academy Trust of exceptional and distinctive Christian academies which deliver outstanding education and learning, who share best practice to raise standards and build aspiration for the children and members of its community, maintaining the positive diversity and choice for parents. 'Each of you should use whatever gift you have received to serve others, as faithful stewards of God's grace in its various forms. If anyone speaks, they should do as one who speaks the very words of God. If anyone serves, they should do so with the strength God provides' 1 Peter 4:10-11 Community is at the heart of our academies. Together we challenge social inequality and enhance social mobility, as our partnerships of school's act as the springboard from which ambition is cultivated and our students thrive. This vision will be achieved through the Trusts commitment, to the following Values.*

*“Community is at the heart of our academies. Together we challenge social inequality and enhance social mobility, as our partnerships act as the springboard from which ambition is cultivated and our students thrive. Through partnership and collaboration, our academies are places where academic success is achieved, belief is inspired, and opportunities are created. With God’s love, our student’s will go on to become the change makers in their communities, as they “aspire to reach the new horizons”.*

The All-Saints Trust board acknowledges the moral and statutory responsibility to safeguard and promote the welfare of all students and endeavours to provide a safe and welcoming environment where children are respected and valued. The Trust is alert to the signs of abuse and neglect and will follow the set procedures to ensure that children receive effective support, protection, and justice.

Each academy is committed to enabling children and students to become effective, aspirational learners with a broad and enriched understanding of, and commitment to, their communities and the wider world.

Each academy is relentless in its pursuit of ‘World Class’ in terms of its academic performance, teaching, leadership, behaviour, enrichment and pastoral support, and committed to achieving common standards of excellence across the Trust.

## **2. Trust Governance**

All-Saints Trust board provides a framework in which the Trust's Members, Directors and Governors can fulfil their roles. Everyone in governance should be aware of and accept 'The 7 Principles of Public Life' as set out by Lord Nolan:

- **Selflessness** – Holders of public office should act solely in terms of the public interest.
- **Integrity** – Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions to gain financial or material benefits for themselves, their families, or their friends. They must declare and resolve any interests and relationships.
- **Objectivity** – Holders of public office must act and taken decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **Accountability** – Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- **Openness** – Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
- **Honesty** – Holders of public office should be truthful.
- **Leadership** – Holders of public office should exhibit these principles in their behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

### **Purpose of Governance**

The purpose of Governance is to provide confident and strong strategic leadership which leads to robust accountability, oversight, and assurance for educational and financial performance.

The Trust Governance has three core functions:

- Ensuring clarity of vision, ethos, and strategic direction
- Holding executive leaders to account for the educational performance of the Trust and its students, and the effective and efficient performance management of staff, and
- Overseeing the financial performance of the Trust and making sure its money is well spent.

### **Effective Governance**

Boards must be ambitious for all children and infused with a passion for education and a commitment to continuous academy improvement that enable the best possible outcomes.

Effective governance is based on a foundation principle supported by seven further principles.

### **Foundation Principle**

The Academy Trust's Directors are aware of and meet 'The 7 principles of public life', understand the legal, regulatory and contractual obligations they must meet, and adhere to the statutory guidance published by the Department for Education (DfE) or any of its agencies or agents, such as the Education and Skills Funding Agency or the DfE Regional Director

- Delivering the Academy Trust Charitable objects – Board is clear about its aims and ensures that they are being delivered effectively and sustainably.

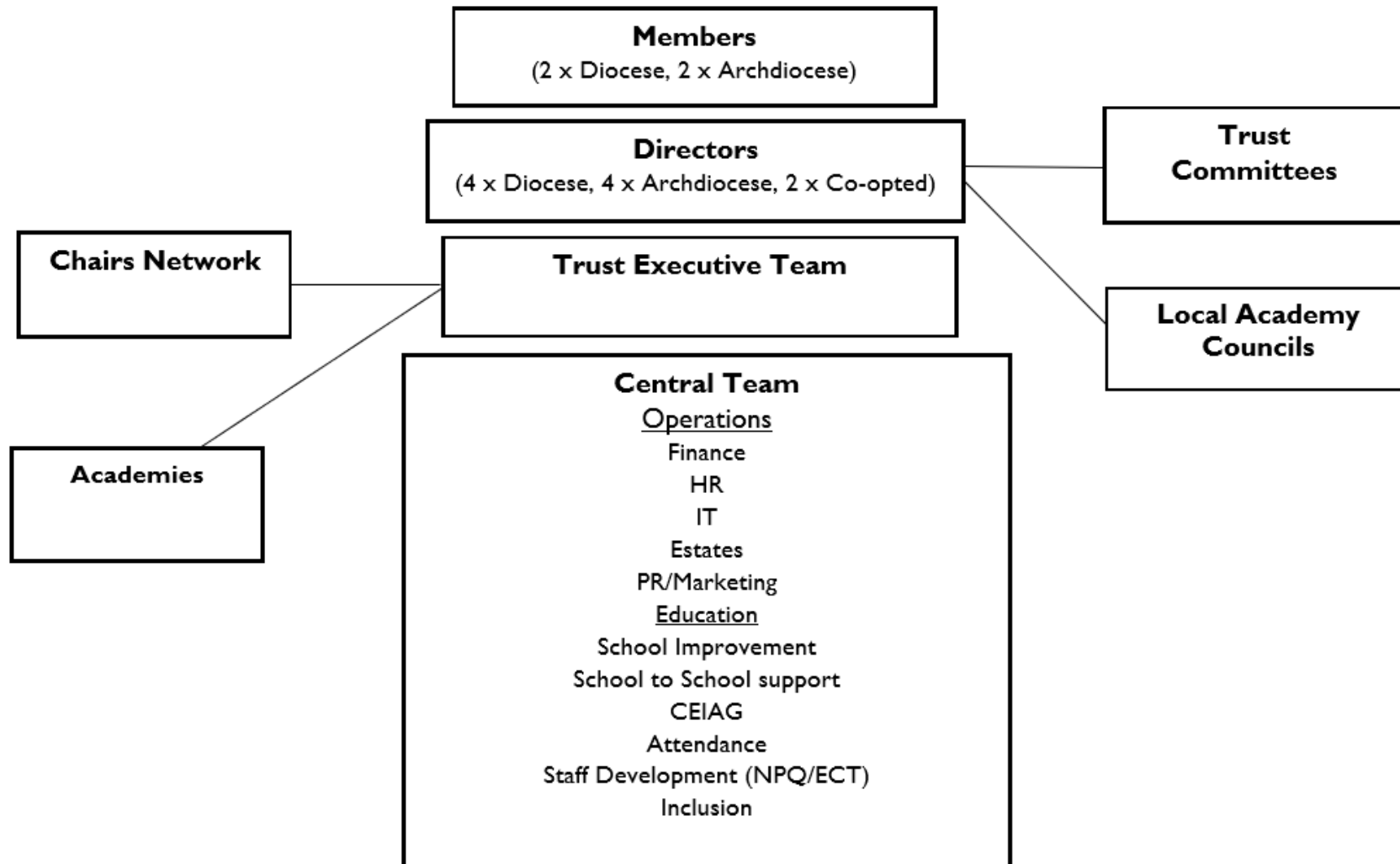
- Leadership – strategic governance in line with the aims and values of the Academy Trust and engages effectively with its members.
- Integrity – Adopting values and creating a culture which helps achieve the Academy Trust’s objectives. The Board is aware of importance of public confidence and trust in the Academy Trust and their schools, and the board undertakes its duties accordingly.
- Decision making, risk and control - The Board ensures that its decision-making processes are evidence informed, rigorous and timely and that effective delegation, control and risk assessment and management systems are set up and monitored. There is effective reporting at all levels of Academy Trust governance to ensure decisions are taken at the 6 correct level in accordance with the Articles of Association and Scheme of Delegation
- Board effectiveness - The Board works as an effective team, using the appropriate balance of knowledge, skills, experiences and backgrounds to make informed decisions.
- Equality, diversity and inclusion - In ensuring the effective achievement of the Academy Trust’s Objects, the Board has a clear, agreed and effective approach to advancing equality, diversity and inclusion throughout the Academy Trust.
- Openness and accountability - The Board leads the Academy Trust in being transparent and accountable. The Academy Trust is open in its work, unless there is good reason for it not to be.

Every Academy is ultimately governed by the Board of Directors. The Trust has established a clear organisational structure with identified lines of accountability and reporting for all its operations. This includes defining the responsibilities of the Trust Board and those responsibilities delegated to its committees and officers within the Trust. The diagram on page 9 shows how the structure works in practice.

The Board of Directors sets out clearly what they expect of individuals, particularly when they first join the Trust Governance Team. A code of conduct is maintained and communicated to all prospective appointees to the Board of Directors and Local Academy Councils, to set clear expectations of their role and behaviour.

The Board of Directors may withdraw all/or part of any delegated authority to a committee or individual or group at any time.

### All Saints Multi Academy Trust Structure



#### **4. Members Board**

Our members are the equivalent of shareholders in a commercial limited company. They are responsible for the Trust's constitution, determining the principles of the Trust's governance structure and providing oversight and challenge of the Directors to ensure the charitable objects of the Trust are being fulfilled.

The Members are distinct from the Directors and are appointed in accordance with the Trust's Articles of Association. Members have an overview of the governance arrangements of the Trust and have the power to appoint and remove Directors.

Members: The Trust currently has four members:

- Joan McCarthy
- Stuart Harrison
- Anne Pontifex
- Jude Padfield

The members of a Trust are the guardians of the governance of the Trust, this means they sit right at the top of the governance structure. They have a limited and distinct role which needs to be clearly defined in the Articles of Association and in the Trust's Scheme of Delegation. The need for members is a result of the Companies Act 2006, as all academy trusts are set up as charitable companies, they too must have members.

The Articles of Association set out the Trust's charitable objectives – the purpose of the organisation.

The role of the members is:

- To sign the memorandum and Articles of Association of the Trust
- Ensuring the academy's Trust charitable objective – advancing education for the public benefit
- Members determine the name of the Trust.
- Members appoint other members and appoint the Directors of the Board
- Members appoint and remove the independent Auditors.
- Assess and hold the Trust Board to account for effective governance and the success of the Trust.
- Ensuring that the purpose of the Trust is being met and its charitable objective is being fulfilled.
- To remove Directors of the Board if they are failing to carry out their governance function.
- Members do not tell the Directors how to run the trust. The business of the trust is primarily conducted by the Board of Directors
- Receiving the Trust's Annual Audited Accounts and appointing and dismissing the independent Auditors



## **5. Terms of Reference for Members Board**

### **Purpose**

Ensure effective governance of the Trust by the member's board.

### **Terms of Reference**

Establish arrangements for:

- Signing the memorandum and Articles of Association of the Trust
- Amending by special resolution the Articles of Association, subject to any restriction created by the Trust's Funding Agreement or Charities Law
- Ensuring the academy's Trust charitable objective – advancing education for the public benefit
- Ensuring that the purpose of the Trust is being met and its charitable objective is being fulfilled.
- Appointing, by special resolution (which requires 75% of Members to agree) new members or removing existing members.
- Appointing the Board of Directors as set out in the Trust's Articles of Association.
- Assessing and holding the Board of Directors to account for effective governance and the success of the Trust
- Issuing, by special resolution, direction to the directors to take specific action.
- Removing Directors of the Board if they are failing to carry out their governance function.
- Receiving the Trust's Annual Audited Accounts and appointing and dismissing the independent Auditors.
- Responsibility for determine the name of the Trust.
- Dissolving the Trust

### **Membership**

There are to be no less than 4 members, with an equal membership for both the Archdiocese and Diocese

### **Chair of Members Board**

This is currently alternated between Stuart Harrison and Joan McCarthy. Future appointments to Chair of Members Board will be determined by the Members voting.

### **Terms of Office**

a Member who is a Member by virtue of his post ceases to hold the relevant post provided that if automatic termination in this instance would result in the number of Members being less than four, the Member shall remain a Member until a further Member is appointed (which the remaining three Members shall be free to make without the approval of the retiring Member notwithstanding the provisions of Article 16) at which time the membership of the retiring Member shall terminate.

4 years. A Member may be re-elected for a further 4 years. To a maximum term of office of 12 years.

### **Organisation of Meetings**

To meet twice per year and additionally if required. Meeting schedule and agenda items are set by Chair of Members supported by the Chief Executive officer.

### **Attendance**

It is a requirement of the Members Terms of Office that members attend all meetings. Chair of the Trust may be invited to attend to discuss agenda items, but they do not have voting rights.

### **Notices:**

To be sent out at least 7 calendar days before each meeting except in the case of an emergency.

### **Quorum**

3 Members

**Disqualification**

Employees of the Trust

**Professional Advisers**

To be decided by the Members

## 6. Board of Directors

The All-Saints Trust Board oversees the management and administration of the Trust and the academies run by the Trust.

The Trust Board consists of the following members (September 2023) who are appointed by the members, see below.

<b>Name</b>	<b>Position</b>	<b>Appointed</b>
Mr Matt Elliot	Chair of Directors	April 2021
Mrs Angela Holden	Director	June 2021
Mr Stuart Haynes	Director	September 2020
Ms Jane Griffiths	Director	June 2021
Ms Elaine Rees	Director (co-opted)	April 2022
Mr Paul Cronin	Director	July 2022
Mrs Sue Cronin	Director	June 23
Mrs Eno Akinyande	Director (co-opted)	June 23
2 x Vacancies (Archdiocese and Diocese)		

Appointments are made by the Members Board, following a skills audit and recruitment process to ensure that the Board of Directors continues to have the breadth and depth of experience and expertise to expertly fulfil all the functions of governance and for the Board to develop financially, strategically, and educationally.

The Board of Directors will deliver the following core functions namely:

- Ensuring clarity of vision, ethos and strategic direction.
- Holding the Chief Executive Officer to account for the educational performance of the academies, their students, and the appraisal of its staff.
- Overseeing the financial performance of the Trust and the academies within, ensuring financial probity.
- Ensuring that functions relating to the conduct of the Trust and academies are exercised with a view to safeguarding and promoting the welfare of children.
- Appointing non-Trust Board members to its sub-committees based on skills need.

Ultimately, the Board of Directors holds each academy to account for its performance through the Chief Executive Officer.

Directors collectively have a broad range of backgrounds, professions, and expertise. Continued professional development opportunities are necessary to ensure that the Directors' knowledge and expertise is kept up to date, for them to be equipped to fulfil their role.

### Chair of the Board of Directors – Role Overview

#### Aim

This section specifies the key responsibilities of the Chair of the Board of Directors. The clear expectations and requirements set out in this section will also help individual Directors to decide whether they have the appropriate skills and expertise to be appointed to the position of Chair.

#### Role

The Chair is responsible for ensuring the effective functioning of the Board of Directors and has a vital role in setting the highest of expectations for professional standards of governance. It is the Chair's role to give the board clear leadership and direction, keeping it focused on its core functions.

The Chair should encourage the Board of Directors to work together as an effective team, building its skills, knowledge and experience. The Chair needs to ensure that everyone is actively contributing relevant skills and experience, participating constructively in meetings, and being actively involved in the work of any committees. It is the Chair's role to make sure everyone understands what is expected of them and receives appropriate induction, training, and development. It is for the Chair to have honest conversations, as necessary, if anyone appears not to be committed or is ineffective in their role.

The Chair must not exercise as an individual any of the functions of the Board of Directors except where this has been sanctioned by the Board of Directors or is explicitly covered by the Scheme of Delegation.

### **Specific Elements of the Role of Chair**

Ensure effective and efficient conduct of the Directors' business in particular:

- Agree with the Chief Executive Officer and Governance Professional the agenda for all the Board's meetings.
- Invite members of staff and professional advisors to Board meetings to comment and advise on Board of Directors business as appropriate.
- Guide each meeting through the items on the agenda.
- Give immediate rulings on complaints and queries relating to the procedure and conduct of the meeting (the Chair's decision being final).
- Ensure that all Directors are given the opportunity to express their views before any decisions are taken and to ensure that only those who are entitled to speak (e.g., those without a conflict of interest) are invited to do so.
- Determine at Board of Directors meetings whether any late items will be accepted onto the agenda.
- Establish a constructive relationship between the Board of Directors, its committees, the Chief Executive Officer, and in particular:
  - Liaise with the Chief Executive Officer to keep an overview of the organisation's affairs and to provide support as appropriate.
  - Attend meetings with the Chief Executive Officer on a sufficiently regular basis.
  - Review and appraise the performance of and deal with disciplinary and any other personal matters concerning the Chief Executive Officer.
  - Ensure when a vacancy arises that the Chief Executive Officer is replaced in a timely and orderly fashion.
  - Represent the All-Saints Trust at public occasions and make comments on behalf of the Trust to the press and other media as appropriate.

## **7. Terms of Reference for the Board of Directors**

The Term Director is used throughout the document to encompass the role of Director of the Company

### **Purpose**

Ensure the Trust's compliance with Charity and Company Law, its Memorandum and Articles of Association, all other applicable legislation, and DfE and ESFA requirements relating to the Trust and its Academies.

Ensure proper and regular use of public funds and compliance with the Funding Agreement and ESFA Academies Trust Handbook.

Ensure the Trust is solvent, well run and meets the needs of Students and Staff in its academies and users of any additional service provision.

Ensure the Trust acts in accordance with its constitution and powers, promotes the success of the Trust, and exercises sound judgement and diligence in all its affairs.

Ensure all Directors are skilled in understanding, interpreting, and comparing academy performance data, and at least one has an in-depth knowledge and understanding, and are kept fully always apprised of the performance of each academy. Ensure all Directors have the skills, knowledge, and information to assess the Trust's financial performance, and at least one has an in-depth knowledge and understanding. Ensure an effective training programme is in place for Directors and Academy Governors to develop their skills.

Ensure the Chief Executive Officer (CEO) and all senior staff have skills, knowledge, and experience to run the Trust and its individual academy and to effectively manage its financial, human resources and physical resources and assets.

### **Terms of Reference**

- Decide and approve the Trust's mission, vision, strategy, and long-term business plan.
- Set key performance indicators and targets for the Trust and its academies, monitor the Trust's performance against approved plans and key performance indicators and targets.
- Decide the Trust's approach to, and approval of Trust wide policies and procedures for the operations and performance of all academies within the Trust and ensure compliance.
- Working within the roles, responsibilities and ethics of the Governors Code of Conduct
- Decide constitutional matters, including procedures where the Board of Directors has discretion.
- Decide which functions of the Board of Directors will be delegated to committees, including Local Academy Councils, the Chief Executive Officer (CEO), Headteachers and other groups/individuals.
- Decide whether delegation should be withdrawn from a committee or individual or group at any time.
- Decide whether an EIB needs to be set up to support the academy following the removal of delegation.

- Establish, sub-committees of the Board including the Local Academy Councils and determine their terms of reference.

#### **Establish arrangements and procedures for:**

- The recruitment and appointment of the CEO
- The appointment of Directors to Board Sub-Committees
- The appointment of Governance Professional to the Board
- On formation of a Local Academy Council the board will appoint the Chair
- The identification of a director to take leadership responsibility for Financial Management
- The maintenance and publishing of a Business/Pecuniary Register of Members, Directors, Governors, and Senior Leaders/Finance Staff of their business and other interests and putting in place measures for avoiding conflicts of interest.
- The notification to the DfE of any changes to Members, Directors and Governors
- Reviewing annually the effectiveness of the Trust's governance structure and arrangements
- Receiving reports from any sub-committee including the Local Academy Councils or individual groups to whom a decision/project has been delegated and to consider whether any further action by the Board of Directors is necessary.

#### **Education & Achievement**

Establish the Trust's overall approach to and arrangements and procedures for:

- Monitoring and evaluating academy performance and improvement including Sixth Form
- Providing support and challenge, holding the Chief Executive Officer and Headteachers to account
- Act to secure improvement/pace of improvement in academics including obtaining external academy improvement partners to provide support and/or an independent review and evaluation of the performance of the Chief Executive Officer and Headteachers
- Monitoring and evaluating the performance and standards of the Trust's academies to include:
  - Data requirements to inform Local Academy Council and the Board of Directors
  - Setting KPI's and challenging targets for each academy in the Trust
  - Trust wide leadership and management arrangements

Establish the Trust's overall approach to and approve policies and procedures for:

- Publication of information about the Trust and its academies on the Trust's and academy's websites
- Trust wide student/education/curriculum policies and procedures as needed.
- Managing Complaints

- Admission Policy and oversubscription criteria for each academy
- Securing independent admission appeals and independent review panels for exclusions.

### **Financial Planning and Controls**

- Ensure the Trust develops effective and efficient systems and procedures for financial planning, internal controls, identifying and managing risk, monitoring and management propriety, audit and for observance and compliance with all financial regulations, ESFA guidance and the Academies Trust Handbook. Receive a report, annually, on the Trust's accountability framework from the Chief Executive Officer in response to the ESFA's annual letter to the Accounting Officer
- Set up the Trust's Banking arrangements – Appoint the Trust's Banker
- Approve the Financial Scheme of Delegation and Financial authorities for the Chief Executive Officer, Chief Finance and Operations officer and Headteachers.
- Approve the 3-year Financial Plan. Approve an annual budget for each academy and central trust team based on recommendations from the Finance and Business Committee
- Approve the Trust's annual audited accounts and ensure their submission to the Members, ESFA and publication on the Trust's website
- Establish the Trust's overall approach to and approve financial policies and procedures for the procurement of goods, works, services and lettings for the Trust as a whole and for the individual academy within the Trust.
- Develop Trust wide financial policies/procedures as needed.
- Approve all capital spend.
- Ensure the Trust maintains an up-to-date list of contracts and assets and an inventory of all furniture, equipment, machinery, vehicles and plant throughout the Trust and its academies.
- Receive reports and recommendations from the Finance and Business Committee

### **Human Resources**

Ensure the Trust complies with all legislation and develops and implements sound policies and procedures relating to the recruitment and employment of staff.

Establish arrangements and a scheme of delegation for all matters relating to the recruitment and employment of staff, to include the development of policies, procedures, and plans:

- Develop trust wide HR/Staff Policies/procedures as needed.
- To recruit (in compliance with safeguarding requirements), remunerate, retain, performance manage, and develop all staff.
- To establish a single central record of recruitment and vetting checks
- To establish trust wide salary, pensions, and severance records and terms and conditions of employment, policies, and procedures
- For conduct, discipline, capability, grievance procedures

- For allegations of abuse against staff procedures
- For equalities information and objectives for publication – relating to the Trust’s employees.
- For accessibility
- For workforce succession planning

Establish a staffing structure for the Central Services Team including recruitment, appointment, and the remuneration and performance management of the Chief Executive Officer, Chief Finance and Operating Officer, Central Support Staff and Academy Headteachers.

### **Premises, Health & Safety and ICT**

Establish arrangements for developing, approving, implementing and reviewing.

- Improvement and maintenance plans (capital projects) for the Trust’s buildings, sites, and ICT
- Premises management policy and plans
- Plans for the purchase or disposal of any freehold property, and for granting or taking up of leasehold or tenancy of land or buildings.
- Ancillary and additional services e.g., catering, cleaning, property management etc.

Establish arrangements for ensuring full compliance with all Health & Safety legislation and for developing, approving, implementing, and reviewing policies and procedures for:

- Health & Safety
- Security
- CCTV
- Freedom of Information
- Data Protection
- Academy Food Standards
- Other Trust wide policies/procedures as needed.

Establish arrangements for ensuring that Health & Safety issues are appropriately prioritised for action and staff are appropriately trained.

### **Significant Risk Management**

Establish arrangements for developing and managing a register of significant risks. Delegate the management of significant risks to relevant committees. Review the significant risks at Board meetings and ensure that mitigating actions are being taken to minimise risks to the Trust.

### **Board of Directors Terms of Office**

A Director’s term of office is 4 years. The Chief Executive Officer holds office ex-officio if he/she is in post. Any Director can be re-elected or re-appointed for a further 4 years. Maximum terms of office 12 years.

### **Organisation**

To meet 4 times per year and additionally when required as determined by the Board of Directors. Three Directors may requisition a meeting. One vote per Director and the Chair has the casting vote.



**Attendance**

It is a requirement of the Board of Directors Terms of Office that Directors attend all meetings.

**Notices**

To be sent out at least 7 calendar days before each meeting except in the case of an emergency.

**Disqualification**

The CEO who is employed by the Trust may not be the Chair.

**Professional Advisers to the Board of Directors**

The Chief Executive Officer, Chief Finance and Operations Officer and any other staff with Trust wide responsibilities, and any other additional advisers as the Board determine.

**Delegated Powers**

The Chief Executive Officer has delegated powers and duties in respect of the overall leadership, management and achievement of the Trust and responsibility for ensuring the implementation of agreed policy.

## **8. Terms of Reference for the Trust Board Sub Committee - Finance & Business**

### **Specific Elements of the Role of Chair of Finance & Business Sub-Committee**

Ensure effective and efficient conduct of the Committee's business, in particular:

- Agree with the Chief Executive Officer, Chief Finance and Operating Officer and Chair of Trust Board the agenda for all the Committee's meetings.
- Invite members of staff and professional advisors to Committee meetings to comment/advise on Committee business as appropriate.
- Guide each meeting through the items on the agenda.
- Give definitive rulings on complaints and queries relating to the procedure and conduct of the meeting (the Committee Chair's decision being final).
- Ensure that all members are given the opportunity to express their views before decisions are taken and to ensure that only those who are entitled to speak (e.g., those without a conflict of interest) are invited to do so.
- Determine at Committee meetings whether any late items will be accepted on to the agenda.
- Establish a constructive relationship with the Chair of Trust, Chief Executive Officer, and other appropriate Senior Leadership Members:
- Liaise with the CEO, and the appropriate Senior Leader to keep an overview of the affairs related to the terms of reference of the Committee as appropriate.
- Report back to Directors at Trust Board meetings the key themes of discussion at Committee meetings together with any issues arising or decisions required.

#### **Composition:**

The Committee shall be appointed by the Board of Directors. All members of the Committee shall be Directors, where deemed necessary additional expertise may be recruited to the Finance & Business Committee by the Board of Directors or the Chair of the Sub-Committee and shall consist of not less than three members.

#### **Chair of Committee:**

The Chair of the Committee shall be appointed by the Trust Board from amongst the Directors. The Chair should have the necessary background, knowledge, experience and/or qualifications to undertake the role effectively.

The Chair of the Sub-Committee shall not be the Chair of the Board of Directors.

#### **Terms of Office**

Chair of Committee's term of office is 4 years. Chair can be re-elected or re-appointed for a further 4 years. Maximum terms of office 12 years.

#### **Quorum:**

A quorum shall be 3 members.

**Frequency of Meetings:**

Meetings shall be held 5 times per year.

**Attendance at Meetings**

It is a requirement of the Terms of Office those members of Board Sub-Committees shall attend all meetings.

The Chief Executive and Chief Finance and Operating Officer shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Board of Directors and other Directors may attend subject to appropriate management of any conflicts of interest.

**Notices**

To be sent out at least 7 calendar days before each meeting except in the case of an emergency.

**Reporting**

The Chair and Governance Professional are to ensure that minutes are submitted to all members of the Board of Directors (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy.

The Chair of the Committee shall report to the next available meeting of the Board of Directors.

**Authority**

The Finance & Business Committee is an advisory body with no executive powers. However, it is authorised by the Board of Directors to investigate any activity within its responsibilities outlined in the Terms of Reference or specifically delegated to it by the Board of Directors. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board of Directors to obtain outside legal or other independent professional advice and to secure the attendance of any person at the Committee meeting with relevant experience and expertise if it considers this necessary.

**Delegated Responsibilities:**

The duties of the Committee shall be:

**Financial Management & Reporting**

- Ensure that the provision of non-audit services does not impair the External Auditors' independence or objectivity.
- Discuss with the External Auditors the nature and scope of each forthcoming audit and to ensure that the External Auditor receives the fullest co-operation.
- Review the External Auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response.
- Review the reports and recommendations of the Internal Auditor, together with the appropriateness of management's response.
- Monitor the implementation of action agreed by management in response to reports from the External Auditor and Internal Auditor.
- Ensure that the Trust's audit services comply with the standards specified in the Academies Trust Handbook, complies in all other respects with these guidelines and meets the agreed level of service.

- Keep under review the Trust's financial management and reporting arrangements, providing constructive challenge (where necessary) to the actions and judgements of management in relation to the interim management and financial accounts, statements and reports and the annual accounts and financial statements, prior to submission to the Trust Board, paying particular attention to:
  - Critical accounting policies and practices, and any changes in them.
  - Decisions requiring a major element of judgement.
  - The extent to which the financial statements are affected by any unusual or complex transactions in the year and how they are disclosed.
  - The clarity and transparency of disclosures.
  - Significant adjustments resulting from the audit.
  - The going concern assumption; compliance with accounting standards.
  - Compliance with Department for Education and legal requirements.

### **Monitoring, Oversight and Scrutiny**

- Consider the Trust's allocated funding and to assess the implications for the Trust's academies (including the likely impact of student numbers/characteristics), and financial decisions underpinning the Strategic Plan, Asset Management Plan, Financial Strategy, and stated priorities (long and short term), making recommendations and drawing any matters of significance or concern to the attention of the Board of Directors, including the preferred funding allocation methodology.
- Reviewing the above in light of the Trust's indicative funding, notified annually by the Education and Skills Funding Agency, and to assess the implications for the Trust in advance of the financial year, drawing any matters of significance or concern to the attention of the Board of Directors with strategies to resolve them, including the decision around budget allocation methodology to be used by the Trust and academies.
- Monitor and review income and expenditure and cash flows throughout the year for each academy and the central trust team, ensuring compliance with the financial plan, trust financial regulations, drawing any matters of concern to the attention of the Board of Directors.
- Monitor and review the funding, reserves, investments, cash and balance sheet positions of the Trust and assess ongoing financial sustainability, drawing any matters of concern to the attention of the Board of Directors.
- Review any significant (financial or reputational), non-routine or particularly judgmental financial transactions or matters which have occurred or are anticipated, drawing any matters of significance or concern to the attention of the Board of Directors.
- Review the strategic risks, and the adequacy and delivery of any mitigating actions, in relation to the areas delegated to the Committee.
- Review and evaluation of delegated individual academy budgets, in line with the GAG pooling policy.
- Review and evaluation of value for money impact of the allocation of funding, procurement strategies, and significant procurement and partnership ventures considering relevant reports and making recommendations to the Board of Directors.
- Ensuring the maintenance of proper accounting records informed by any Audit reports.
- Maintaining an overview of the rollout of the Trust's Asset Management Plan and related capital bids and grant applications, making recommendations for future guidelines to the Board of Directors, as needed.

- Monitoring and keeping under review, on a regular basis the appropriateness and effectiveness of levels of delegation and protocols, including the implementation of bank accounts, and the investment portfolio, where appropriate, making recommendations for improvement.
- To produce, review and finalise the annual report and accounts for the Trust. It is expected that the Committee will, circulate the draft annual report to the Board of Directors prior to their approval.

### **Whistleblowing, Fraud, Bribery and Corruption**

- Ensure that any significant losses are investigated and reported to the DfE where required.
- Receive reports on the outcome of investigations of suspected or alleged impropriety.

### **Risk Management and Internal Control**

- Review the adequacy and robustness of the financial risk register.
- Keep under review the adequacy and effectiveness of the Trust's governance, risk management and internal control arrangements, as well as its arrangements for securing value for money, through reports and assurances received from management, the external Auditor and any other relevant independent assurances or reports.
- Review or investigate any other matters referred to the Committee by the Trust Board.

### **Approval**

Approve proposed changes during the year to the initial budget, in line with the authority delegated to the Committee under the Scheme of Delegation.

### **Escalation to the Trust Board**

- Recommend a 3-year financial plan and 1-year annual budget in advance of each financial year for approval by the Board of Directors.
- Report on financial performance throughout the year to the Board of Directors via monthly financial report, promptly notifying the Board of Directors of those financial matters of which the Committee has knowledge which may materially affect the current or future position of the Trust.
- Review and recommend to the Board for approval the Trust's policy and procedures for:
  - Manual of financial procedures
  - Handling allegations from whistle blowers
  - Handling allegations of fraud, bribery, and corruption
  - Conflicts of interest and gifts and hospitality policies
- Review the Trust's annual accounts and financial statements before they are submitted to the Board of Directors for approval.
- Oversee the tender process for appointment of the Internal Auditor and External Auditor and to recommend to the Board of Directors and to the Members the appointment/re-appointment of the External Auditor.
- Consider and recommend the audit fees to the Board of Directors.
- Review all risk and control related disclosure statements, in particular the Trust's annual Governance Statement, Statement on Regularity, Propriety and Compliance and Value for Money Statement, together with any associated reports and opinions from management, the External Auditor prior to endorsement by the Board of Directors.

- Draw any significant recommendations and matters of concern to the attention of the Board of Directors, and in cases of urgent matters directly to members of the Board of Directors.

### **Statutory, Legal and Policy Duties**

- Ensure that the ESFA is notified as and when required in relation to budgetary matters.
- Ensure that the Trust can articulate its adherence to its public duties in relation to Value for Money, Pupil Premium, etc.
- Ensure that the Trust is operating in line with its own financial policies and the Academy Trust Handbook, and that the Chief Executive Officer is operating in line with the Accounting Officer duties.
- Review the adequacy of policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.

### **Review**

- Report to the Board of Directors on the discharge of the above duties.
- Review, on a regular basis, its own performance, constitution, and terms of reference to ensure it is operating at maximum effectiveness.

## **9. Terms of Reference for the Remuneration Committee**

### **Specific Elements of the Role of the Chair of the Remuneration Committee**

The Chair of the Trust Board is ex-officio of the Remuneration Committee.

The Chair must ensure effective and efficient conduct of the Committee's business, in particular:

- Agree with the Chief Executive Officer, Chief Finance and Operating Officer the agenda for all the Committee's meetings.
- Invite members of staff and professional advisors to Committee meetings to comment/advise on Committee business as appropriate.
- Guide each meeting through the items on the agenda.
- Give definitive rulings on complaints and queries relating to the procedure and conduct of the meeting (the Committee Chair's decision being final).
- Ensure that all members are given the opportunity to express their views before decisions are taken and to ensure that only those who are entitled to speak (e.g., those without a conflict of interest) are invited to do so.
- Determine at Committee meetings whether any late items will be accepted on to the agenda.
- Establish a constructive relationship with the Chief Executive Officer, and other appropriate Senior Leadership Members:
- Liaise with the CEO, and the appropriate Senior Leader to keep an overview of the affairs related to the terms of reference of the Committee as appropriate.
- Report back to Directors at Trust Board meetings the key themes of discussion at Committee meetings together with any issues arising or decisions required.

### **Composition:**

The Remuneration Committee will consist of the following members: Chair of the Trust Board, Trustee lead for HR and an additional trustee. The Chief Executive Officer, Chief Finance and Operations officer and Head of HR will be invited to attend. Headteachers may also be invited to attend.

Teachers and Staff Governors are not eligible to sit on this committee.

### **Terms of Office**

Chair of Committee's term of office is 4 years. Chair can be re-elected or re-appointed for a further 4 years. Maximum terms of office 12 years.

### **Quorum:**

A quorum shall be 2 members.

**Frequency of Meetings:**

Meetings shall be held 2 times per year.

**Attendance at Meetings**

It is a requirement of the Terms of Office those members of Board Sub-Committees shall attend all meetings.

The Chief Executive and Chief Finance and Operating Officer shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Board of Directors and other Directors may attend subject to appropriate management of any conflicts of interest.

**Notices**

To be sent out at least 7 calendar days before each meeting except in the case of an emergency.

**Reporting**

The Chair and Governance Professional are to ensure that minutes are submitted to all members of the Board of Directors (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy.

Minutes will be reported to the next meeting of the Trust Board as a confidential item without comment, detail, or discussion so that any appeal that may be made is not prejudiced.

**Delegated Responsibilities:**

The duties of the Committee shall be:

The Remuneration Committee is responsible for monitoring and implementing the Trust's Pay Policy with fully delegated powers from the Trust Board. The responsibilities of the Remuneration Committee are to:

- Review the Pay Policy annually as approved by the Trust Board.
- Determine the policy in relation to discretionary payments and identify criteria for their award.
- Set and monitor delegation of functions under the Pay Policy to the Chief Executive Officer and Headteachers.
- Ensure that statutory and contractual obligations for pay of teachers and support staff are provided for and met in a fair and consistent manner.
- Review and recommend to the LAC the appropriate individual Academy Range.
- To make payroll and pension arrangements for all Trust staff.
- To recruit and appoint the Chief Executive Officer/Executive Headteacher.
- To carry out the statutory appraisal of the CEO and to determine pay progression.
- To recruit and appoint the Headteacher.
- To carry out and manage the pay progression of Headteachers.
- To recruit and appoint members of the Academy Leadership Team.
- To recruit and appoint Central staff members.



- To carry out and manage pay progression of Central Staff.
- Disciplinary of Central staff.
- Managing the appeal process of disciplinary of central staff.
- Determine the dismissal payment/early retirement of central staff.
- To approve newly created posts across the Trust.

## **10. Terms of Reference for the Education & Standards Committee**

### **Specific Elements of the Role of the Chair of the Education & Standards Committee**

Ensure effective and efficient conduct of the Committee's business in particular.

The Chair must ensure effective and efficient conduct of the Committee's business, in particular:

- Agree with the Chief Executive Officer, Chief Finance and Operating Officer the agenda for all the Committee's meetings.
- Invite members of staff and professional advisors to Committee meetings to comment/advise on Committee business as appropriate.
- Guide each meeting through the items on the agenda.
- Give definitive rulings on complaints and queries relating to the procedure and conduct of the meeting (the Committee Chair's decision being final).
- Ensure that all members are given the opportunity to express their views before decisions are taken and to ensure that only those who are entitled to speak (e.g., those without a conflict of interest) are invited to do so.
- Determine at Committee meetings whether any late items will be accepted on to the agenda.
- Establish a constructive relationship with the Chief Executive Officer, and other appropriate Senior Leadership Members:
- Liaise with the CEO, and the appropriate Senior Leader to keep an overview of the affairs related to the terms of reference of the Committee as appropriate.
- Report back to Directors at Trust Board meetings the key themes of discussion at Committee meetings together with any issues arising or decisions required.

#### **Composition:**

The Committee shall be appointed by the Board of Directors. All members of the Committee shall be Directors, where deemed necessary additional expertise may be recruited to the Education & Standards Committee by the Board of Directors or the Chair of the Sub-Committee and shall consist of not less than three members.

#### **Chair of Committee:**

The Chair of the Committee shall be appointed by the Trust Board from amongst the Directors. The Chair should have the necessary background, knowledge, experience and/or qualifications to undertake the role effectively.

#### **Terms of Office**

Chair of Committee's term of office is 4 years. Chair can be re-elected or re-appointed for a further 4 years. Maximum terms of office 12 years.

#### **Quorum:**

A quorum shall be 2 members.

**Frequency of Meetings:**

Meetings shall be held 3 times per year.

**Attendance at Meetings**

It is a requirement of the Terms of Office those members of Board Sub-Committees shall attend all meetings.

The Chief Executive and Directors of Education (Primary and Secondary) shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Board of Directors and other Directors may attend subject to appropriate management of any conflicts of interest.

**Notices**

To be sent out at least 7 calendar days before each meeting except in the case of an emergency.

**Reporting**

The Chair and Governance Professional are to ensure that minutes are submitted to all members of the Board of Directors (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy.

The Chair of the Committee shall report to the next available meeting of the Board of Directors.

**Purpose**

The Education & Standards Committee is to maintain full oversight of:

The monitoring and evaluation of pupil progress and attainment, and the quality of teaching.  
ensuring the Trust provides a consistently high-quality learning experience and delivers a broad and balanced curriculum in keeping with the trust's aims and vision.  
all pupil needs and legal requirements.

The Education & Standards Committee is a sub - committee of the Board and is authorised to investigate any activity either within its terms of reference, or specifically delegated to it by the board.

**Delegated Responsibilities:**

The duties of the committee shall be:

- To hold leaders to account on the adequacy and effectiveness of the areas highlighted within the purpose.
- To take appropriate action on any relevant matter referred by the board.
- To report or make recommendations to the board on the effectiveness and impact of the Academy Improvement / Development Plans.
- To monitor and review and scrutinise attendance at each academy and over the Trust.
- To have oversight and representation on the Trust Attendance Challenge Board.
- To review and evaluate the learning experience of all learners.
- To monitor arrangements for, and the success of, meeting all learners' needs.

- To advise and recommend annual progress and attainment targets to the Board. Monitor the achievement of all groups and the impact of initiatives to improve their performance.
- To monitor and evaluate actual performance against local and national data.
- To have oversight of the Academy Improvement / Development Plans, identify any training needs and monitor outcomes.
- To have oversight of the establishment of effective monitoring and evaluation processes and to alert the board of a potential significant drop in outcomes.
- To monitor appropriateness and effectiveness of actions to rectify issues of concern.
- To monitor the breadth and effectiveness curriculum.
- To monitor the quality of teaching via internal data and external review.
- To report to the board after each meeting by including the minutes (whether confirmed or not) on each agenda.

## **11 Terms of Reference for the Safeguarding Committee**

### **Specific Elements of the Role of the Chair of the Safeguarding Committee**

Ensure effective and efficient conduct of the Committee's business in particular.

The Chair must ensure effective and efficient conduct of the Committee's business, in particular:

- Agree with the Chief Executive Officer, Chief Finance and Operating Officer the agenda for all the Committee's meetings.
- Invite members of staff and professional advisors to Committee meetings to comment/advise on Committee business as appropriate.
- Guide each meeting through the items on the agenda.
- Give definitive rulings on complaints and queries relating to the procedure and conduct of the meeting (the Committee Chair's decision being final).
- Ensure that all members are given the opportunity to express their views before decisions are taken and to ensure that only those who are entitled to speak (e.g., those without a conflict of interest) are invited to do so.
- Determine at Committee meetings whether any late items will be accepted on to the agenda.
- Establish a constructive relationship with the Chief Executive Officer, and other appropriate Senior Leadership Members:
- Liaise with the CEO, and the appropriate Senior Leader to keep an overview of the affairs related to the terms of reference of the Committee as appropriate.
- Report back to Directors at Trust Board meetings the key themes of discussion at Committee meetings together with any issues arising or decisions required.

#### **Composition:**

The Committee shall be appointed by the Board of Directors. All members of the Committee shall be Directors, where deemed necessary additional expertise may be recruited to the Safeguarding Committee by the Board of Directors or the Chair of the Sub-Committee and shall consist of not less than three members.

#### **Chair of Committee:**

The Chair of the Committee shall be appointed by the Trust Board from amongst the Directors. The Chair should have the necessary background, knowledge, experience and/or qualifications to undertake the role effectively.

#### **Terms of Office**

Chair of Committee's term of office is 4 years. Chair can be re-elected or re-appointed for a further 4 years. Maximum terms of office 12 years.

#### **Quorum:**

A quorum shall be 2 members.

**Frequency of Meetings:**

Meetings shall be held 3 times per year.

**Attendance at Meetings**

It is a requirement of the Terms of Office those members of Board Sub-Committees shall attend all meetings.

The Chief Executive and Chief Finance and Trust lead for Safeguarding shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Board of Directors and other Directors may attend subject to appropriate management of any conflicts of interest.

**Notices**

To be sent out at least 7 calendar days before each meeting except in the case of an emergency.

**Reporting**

The Chair and Governance Professional are to ensure that minutes are submitted to all members of the Board of Directors (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy.

The Chair of the Committee shall report to the next available meeting of the Board of Directors.

**Purpose**

The role of the Safeguarding Committee is to provide appropriate challenge and support to the CEO and the Trust lead for Safeguarding to ensure that they are satisfied that the trust is fulfilling its safeguarding duties identified in the statutory guidance 'Keeping Children Safe in Education (2023).

The Safeguarding Committee is a sub - committee of the Board and is authorised to investigate any activity either within its terms of reference, or specifically delegated to it by the board.

**Delegated Responsibilities:**

The duties of the committee shall be:

- Complete and maintain a Single Central Record (SCR) including compliance checks for ASMAT central team employees and Trustee Board
- Ensure the Trust has centrally appointed and appropriately trained designated safeguarding lead (DSL) including LAC/CLA and Post LAC/ Care-experienced and a centrally appointed deputy DSL
- Ensure all linked safeguarding policies are in place in each academy and are compliant with statutory guidance e.g. behaviour, SEND, RHE, PSHE
  
- Ensure an annual academy safeguarding audit is completed
- Ensure academy staff including central team and trust board receive regular and appropriate safeguarding training
- Ensure that child protection records are well organised and held/ shared securely



## **13. Local Academy Councils**

### **Local Academy Council**

Every academy is ultimately governed by the Board of Directors which has accountability for standards of performance and financial security across all academies in the MAT.

The Board of Directors has established the Local Academy Council with the purpose of ensuring that there is a common ethos, vision and strategy across all its academies and that the Academy Governors and Headteachers are held to account for the achievement of the Trust's priorities and targets.

The Board of Directors acknowledges that whilst it plays the leading role in statutory decision-making on behalf of the Trust, the Local Academy Council can provide a level and regularity of local challenge and scrutiny that the Trust Board cannot.

Those serving on Local Academy Councils are known as 'Governors'. Membership of the Local Academy Council includes the Headteacher, members of staff, parents, and other members of the community. Together, the Board of Directors and Local Academy Council, work within the Trust's Scheme of Delegation, to provide strong governance for the Trust's activities.

### **Visiting the Academy**

In the main, this section covers the structured visits for monitoring and evaluating. However, Directors and governors may also visit informally to attend or participate in assemblies, sports days, celebration events, academy council meetings or assisting in areas in which they may be skilled e.g., reading. These visits will be arranged via an invitation. In all cases governors should make it clear when visiting if they are there as a visitor, parent, helper etc.

The Guide to the Law states that; 'Individual governors do not have an automatic right to enter the academy whenever they wish. But they need to be able to visit from time to time to develop their understanding of the academy to enable them to fulfil their statutory responsibility for the conduct of the academy.'

Governors should arrange their visits with the Headteacher, who has responsibility for the day-to-day management of the academy. It is often useful to draw up a policy on governors visits to cover things such as giving notice, constructive feedback, and handling concerns. The LAC should plan visits to cover a wide range of academy work and each visit should have a clear purpose.

Visits by governors can be useful and informative. They do not replace professional inspection, or the monitoring and evaluation carried out by the Headteacher.

Make sure that staff members understand the purpose of the visit.

Academies are a working environment and very busy and it is likely it is very different from when governors themselves were at academy! Whilst staff will welcome the interest of governors' and fully understand their statutory responsibilities, governors must be careful not to interrupt the fundamental business of the academy and the children's education, and finally, remember that teachers often work to a strict timetable and may not always have time to talk to a governor when they are teaching.



## **Process for Electing Chair and Vice Chair of Local Academy Council**

This section identifies the process for electing Chairs to the Local Academy Council

### **Terms of Office**

On formation, of a Local Academy Council the first Chair of the LAC will be appointed by the Board of Directors from among the Trust Community of Governors.

Subsequent Chair appointments are elected by the members of the LAC, from among the Local Academy Council. However, because of the vital link and the importance of maintaining a strong and effective relationship between the LAC and the Board of Directors, the appointment following election is subject to the approval of the Board of Directors.

At any time, the Directors reserve the right to remove the existing Chair and appoint a Chair where it would be in the interests of the future success of the academy and the Trust.

The Local Academy Council terms of office will normally run from September to August. However, the Board can choose when in the year elections take place.

### **Who can, and can't stand?**

The Chair and Vice Chair must be a Governor first and be officially appointed or elected by the other members of the Academy Governing Board. This also means that a Chair or Vice-Chair will cease to hold office if that person ceases to be a member of the Governing Board.

An employee who has a contract of employment with the Trust cannot stand as Chair or Vice Chair.

A Chair or Vice-Chair will cease to hold office if they become employed by the Trust during their term of office.

### **Nominating Candidates**

The Local Academy Council determine the procedure for nominations. For example, they decide whether:

- Nominations need to be made in advance and how this can be done.
- Candidates can self-nominate or whether they must be proposed by other Governors.
- Nominees must be present at the meeting in which the elections take place.

### **Voting**

All Academy Governors on the Board can vote in the election, including staff governors, the Headteacher and candidates.

The only restriction from voting is if a member has a financial or pecuniary interest in the outcome.

Associated members cannot vote because they are not governors.

When voting the Governors must take into consideration:

- If seeking re-election, details of the candidate's contribution to the work of the LAC during their previous term of office and how they plan to contribute to the future work of the LAC.
- What skills and knowledge the candidate can bring to the role?
- Does, the candidate have good inter-personal skills, and appropriate literacy and numeracy skills.
- Will, the candidate be willing to learn and develop in their role.
- Has, the candidate demonstrated the personal qualities to be able to lead and direct the governing board.

- Does the candidate have the capacity to undertake the role and have a strong commitment to improving outcomes for children.

### **Tied Votes**

A decision must be made by a majority vote of the Governors present, even if there is only one nominee, they should be elected by a majority vote.

If the vote is tied, ask the nominees to speak again before holding another vote. Ideally the current Chair shouldn't use their casting vote to break the tie in an election. The LAC should attempt to reach an agreement on who should be the Chair rather than defer to one governor's choice.

## **Chair of Local Academy Council - Role Overview**

### **The Chair's specific duties are to:**

- Provide a clear lead and direction for the LAC, promoting delivery of the Trust's vision and ethos and aims.
- Build an effective team, attracting individuals to the LAC with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to driving academy improvement and supporting their development to maximise the benefit of their contribution.
- Work closely with the Headteacher and the Trust Senior Lead appointed to the LAC to ensure there is proper challenge, support and encouragement.
- Ensure that academy improvement is the focus of all policy and strategy for the academy, reminding the members of the LAC of this as often as necessary.
- Hold the members of the LAC to account, ensuring the business of the Local Academy Council is conducted efficiently and effectively, chairing meetings ensuring all members can contribute and are listened to with clear decisions being made when necessary.
- Set the agenda in liaison with the Headteacher and clerk to the governors to ensure the agenda is fit for purpose and pertinent to academy business and the attached agenda templates.
- Guide each meeting through the items on the agenda. Determine at LAC meetings whether any late items will be accepted on to the agenda.
- Review minutes to ensure they accurately reflect the discussion and action points prior to circulation to Governors for approval.
- Invite members of staff and professional advisors to LAC meetings to comment and advice on LAC business as appropriate.
- Give definitive rulings on complaints and queries relating to the procedure and conduct of the meeting (the LAC Chair's decision being final).
- Ensure that all members are given the opportunity to express their views before decisions are taken and to ensure that only those who are entitled to speak (e.g., those without a conflict of interest) are invited to do so.

- Establish a constructive relationship with the Vice-Chair, Directors, Chief Executive Officer, Headteacher and other appropriate Senior Leadership Members:
- Liaise with the CEO, and the appropriate Senior Leader to keep an overview of the affairs related to the terms of reference of the LAC as appropriate.
- Provide CEO with copies of the minutes one week after the Local Academy Council meeting.
- Report back at Chairs network meetings the key themes of discussion at LAC meetings together with any issues arising or decisions required.

**The responsibilities of the Vice-Chair include the following:**

- To deputise for the Chair in his or her absence.
- To set the agenda for meetings of the LAC with the Chair, if requested.

**Specific Elements of the Role of Chair**

Ensure effective and efficient conduct of the Committee’s business, in particular:

**Appointment of Local Community Governors**

The Local Community Governors of the LAC shall be appointed by the Chair of the LAC following completion of an open application process with a focus on securing specific skills gaps within the LAC. The Local Community Governors should include two parent governors. Specialist recruitment agencies may be utilised, and individuals identified with specific skills and experience may be approached.

**Appointment of Staff Governors**

The Staff Governors of the AC shall be elected by the staff at the relevant academy in accordance with the process set out below:

- When a vacancy arises, the LAC will write to all staff at the academy seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Staff Governor and their background and experience that makes them suitable for the role.
- If there is only one nominee, the LAC can but is not required to appoint the person nominated.
- If there are more nominees than places available, the LAC will write to all staff at the academy asking them to vote for their preferred candidate.
- The Staff Governor's role is not to represent staff, nor to stand alongside the Headteacher in being held to account by the Governing Body, but to operate as part of the Governing Body to provide strategic leadership and to hold the Headteacher to account.

**Appointment of Parent Governors**

Parent Governors form part of the total for local community governors and be elected in accordance with the process set out below:

- When a vacancy arises, the LAC will write to all parents of students at the academy seeking nominees for the vacancy. The process must include the exact criteria/skills required for the post and details of what the role

of academy governor entails. The Trust is very keen to appoint parents with the right skills set that compliments the LAC. An appointment and recruitment process will be implemented in line with the Trust's process and policy for appointing Governors.

- A Parent Governor should be a parent, guardian, or carer of a registered student at the relevant academy.
- The responsibilities of the Parent Governor are to help reflect the interests and opinions of the parent body of the academy to the LAC and to act in accordance with the other Governors in the best interests of the academy.

## **14. Terms of Reference for the Local Academy Council (LAC)**

### **Introduction**

The role of the LAC is an important one. The LAC's role is to monitor, support and advise and ensure that the academy is always delivering the Trust's ethos, vision and strategy, and that the Headteacher is held to account for achievement of the Trust's priorities and targets including becoming the academy of choice in the local community.

The LAC is to provide focused governance for academy improvement at a local level. The LAC monitors the academy's key performance indicators and acts as advisor to the Headteacher, providing challenge where appropriate. The LAC carries out their functions in relation to their respective academy on behalf of the Trust Board and in accordance with policies and processes determined by the Board of Directors.

### **Role and Responsibilities of the Local Academy Council (LAC)**

The Trust is responsible for establishing an LAC for an Academy if there is not one already in place, in this instance the Board of Directors are responsible for appointing the Chair of the LAC. The LAC will appoint governors with the skills, experience, and knowledge to ensure the academy is responsive to its community. The essential role of the LAC is to provide scrutiny and challenge. Governance is judged under leadership and management within the Ofsted framework. Ofsted will look for evidence of impact and challenge from Trust directors supported by governors. Evidence of challenge and impact on academy improvement should be clear in the minutes of LAC meetings.

### **Key responsibilities of the LAC are:**

- Membership of LAC support recruitment of new Governors by championing the Trust and the role of Governor
- Contribute to and fulfil the vision and ethos of the Trust, ensuring that the academy achieves the aims and ambitions it has for its students.
- Ensure compliance with the Register of Business/ Pecuniary Interests
- Working within the roles, responsibilities and ethics of the Governors Code of Conduct and the Academy Trust Governance code.
- Report regularly to Directors as required.
- Monitoring the adherence to academy/trust policies, ensuring policies and practices are embedded into day-to-day operations and staff have relevant skills and training to ensure compliance.
- To work within the parameters of the Trust's Scheme of Delegation
- Oversee implementation and review of the Trust Improvement strategy and focusing on the academy's performance and achieving sustained academy improvement and having regard to any locally agreed priorities identified by the Board of Directors.
- Monitor and challenge achievement of academic targets at each KPI point for all students throughout the academy, with a 'deep dive' into target groups (boys, disadvantaged, higher achieving pupils, SEN etc.).
- LAC to hold the Headteacher to account and being ready to challenge all aspects of the academy's performance, including:
- Quality of education: Review and take appropriate actions to ensure the highest quality of teaching within the academy.

- Attendance: Review attendance and pupil absences and drive improvements to achieve national average.
- Exclusions: Monitor and challenge trends in permanent and fixed term exclusions. Convene exclusions panels as required.
- Implement admissions arrangements, decisions and appeals in line with Trust policies and the law.
- Review and evaluate individual academy budget, evaluating value for money impact and effective use of resources.
- Monitor compliance with the Trust's safeguarding and child protection policies including responsibilities relating to looked after children.
- Monitor compliance with the Trust's Data Protection/GDPR Policies and procedures.
- Monitor compliance with the Trust's Complaints Policy and convene complaints panels as required.
- Participate in recruitment and disciplinary / grievance panels as required by the Trust's policies.
- Ensure that the academy is actively contributing to the development of Trust-wide initiatives, including curriculum development.
- Oversight of the delivery of key projects.
- 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 developing the academy's reputation and marketing to ensure that full capacity is achieved.
- Monitor the spend analysis and impact of the pupil premium in the academy and publication.
- Support the Trust Board in its monitoring and evaluation of delivery and value for money of any central services and functions provided or procured by the Trust for the academies, reporting any issues or concerns to the Chief Finance and Operating Officer.
- Ensure that the academy is presented in the best possible way to the community and visitors by overseeing and challenge academy estates quality and presentation.
- Monitor the academy compliance with the Trust's Health and Safety Policy and Procedures. The LAC should have an oversight of Health and Safety within the academy and ensure that the staff have the necessary skills, knowledge, and training. The role of the Health and Safety Link Governor is particularly important in ensuring that the LAC has a suitable oversight.
- Review the significant risks, and the adequacy and delivery of any mitigating actions, in relation to the areas delegated to the LAC.
- Review the use of academy premises in particular lettings and letting agreements/charges and review relevant policies and procedures.
- Monitor and report on the delivery and take-up of community use of sports and facilities, as applicable.

- Understand the Ofsted requirements for governance and ensure that the LAC members have the appropriate level of information to ensure they are properly equipped to support Directors during any inspection.
- 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 Trust is accountable.
- LAC to engage in training opportunities to continually develop the skill level and knowledge of the LAC members.

### Composition of the LAC

The recommended composition of the LAC is set out below.

**Composition of Academy Governing Board (LAC) is 9 voting members.**

Type of Member	Number	Term of Office	How they are appointed
Headteacher	1	Indefinite	
Chair	1	4 years	Trust Board to appoint the first Chair of Local Academy Council, then it is the responsibility of the governors.
Vice Chair	1	4 years	Appointed by the LAC Members
One member of staff	1 per academy	4 years	Elected by Staff
Foundation Governors	4	4 years	Appointed by Trust Board of Directors following receipt of a nomination and pen portrait from the Local Academy Council.
Members of the local community (For Faith schools a church representative must be one of the members)	2 One member of the community governors must be a parent governor.	4 years	Appointed by the LAC committee.  Parent Governors are elected by parents providing they meet the criteria of selection and have a child in school at the time of their election.

Another senior leader from within the Trust.	I	Indefinite	Appointed by the Trust Board
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**Term of Office**

The length of a Governor’s term of office shall be four years save that this time limit shall not apply to the Headteacher or any Trust senior leadership post which is held ex officio, which person may (and, in the case of the Headteacher, shall) and will therefore serve for as long as he or she remains in office.

Subject to remaining eligible to be a Governor, a Governor may be re-appointed for two further consecutive term (i.e., not exceeding 12 years in total)

**Qualifications and Disqualifications for Governors**

An LAC Governor must be aged 18 or over at the time of election or appointment. Registered students cannot be Members.

A person is disqualified or may be terminated from being an LAC Governor if:

- S/he resigns by serving written notice to the existing Governance Team, via the Chair and Governance Professional of the LAC.
- The Directors terminate his/her appointment.
- In the case of a Staff Member, his/her employment is terminated.
- S/he is absent, unless agreed otherwise, for two consecutive meetings of the Governors, in which case the Directors may remove a Governor at their discretion.
- S/he would be disqualified from acting as a charity Director by virtue of Section 178 of the Charities Act 2011.
- His/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced or if he is the subject of a bankruptcy restrictions order or an interim order.
- S/he is included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999.
- S/he is disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.
- S/he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
- S/he is has not complied with the Trust’s safeguarding/DBS policies or a material part of these Terms of Reference.
- S/he is has not complied with the Trust’s Conflicts of Interests’ policy resulting in a significant breach of trust, as determined by the Directors.



- Refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check.
- At any time, the Directors reasonably consider his or her removal to be in the interests of the Trust.

It is the philosophy of All-Saints to nominate 2 local community members with the relevant skills and experience to the LAC. There will be a diverse range of governors on the LAC, to ensure accountability and challenge.

### **Commitment of Governors**

Governors are required to:

- Prepare for and make an active contribution at meetings of the LAC.
- Champion the Trust's vision, ethos and promote the academy in the local community.
- Challenge and hold senior leaders to account for all aspects of the academy's performance. Provide support and encouragement to the leadership team.
- Familiarise themselves with Trust and Academy policies.
- Visit the academy both during academy hours (with prior arrangement with the Headteacher) and for evening events to get to know the academy and to be visible to the academy community.
- Promote the academy within the local community and contribute to the development of the academy's reputation.

Ensure that they are fully equipped with appropriate levels of information to participate in Ofsted inspections effectively.

- Undertake mandatory training for Governors and in addition attend additional training sessions for Governors, where possible.

### **Meetings of LAC**

The LAC shall meet 6 times per year.

A Clerk to governors shall be appointed by the LAC and all meetings shall be convened by the Governance Professional, who shall send to the LAC written notice of the meeting and a copy of the agenda at least 7 clear days in advance of the meeting.

A special meeting of the LAC shall be called by the Clerk to governors whenever requested by the Chair or at the request in writing of any three Governors. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair may, with the approval of the CEO and Headteacher, waive the need for 7 calendar days' notice of the meeting and substitute such notice as he thinks fit.

The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

In the absence of either the Chair or the Vice-chair at a meeting of the LAC, the LAC will agree a replacement for the meeting from among the Governors in attendance. The Clerk to governors or the Headteacher shall not Chair the meeting.

See appendix 2 for Template Agenda for Governors Meetings

## **Quorum**

A quorum must be present, being three or one third of the Governors (if greater).

If the number of Governors assembled for a meeting of the LAC does not constitute a quorum, the meeting shall not be held. If during a meeting of the LAC the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.

If for lack of a quorum a meeting cannot be held or cannot continue, the Chair shall, if he thinks fit, determine the time and date at which a further meeting shall be held and shall direct the Governance Professional to convene the meeting accordingly.

## **Decision Making and Voting**

All issues to be decided at a meeting of the LAC shall be determined by a majority of the votes of the Governors present and voting on the question. Every Governor shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

A Governor may not vote by proxy.

No resolution of the Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

A resolution in writing, signed by all the Governors shall be valid and effective as if it had been passed at a meeting of the Governors duly convened and held. Similarly, a resolution in writing signed by all the members of a committee of the Governors shall be valid and effective as if it had been passed at a meeting of that committee. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors (or the members of a committee), as the case may be).

Any Governor shall be able to participate in meetings of the Governors by telephone or Microsoft teams if he has given reasonable notice to the Governance Professional and that the Governors have access to the appropriate equipment.

## **Interests of Governors**

Governors shall complete a register of their relevant personal and business interests, which shall be reviewed annually and published in summary on the academy's website. Any Governor who has any duty or personal interest that conflicts or may conflict with his or her duties as a Governor shall:

- Disclose that fact to the LAC as soon as he or she becomes aware of it. A Governor must absent himself or herself from any discussions of the LAC in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the academy and such duty or personal interest:
- Withdraw from any meeting for that item unless expressly invited to remain to provide information.
- Not be counted in the quorum for that part of any meeting.
- Withdraw during the vote and have no vote on the matter.

## **Minutes**

Minutes must be prepared of all LAC meetings. Drafts of those minutes must be sent to the Chair no later than 7 calendar days after the date of the meeting. Final minutes, as approved by the Chair must be circulated to LAC and the CEO.

**Effectiveness of the LAC**

The Trust will monitor the effectiveness of the LAC by:

- Annual Reports from LAC Chairs
- External Reviews
- Performance against KPIs
- Analysis of LAC minutes
- LAC Effectiveness Reviews

**Review of Terms of Reference**

The Directors reserve the right to determine the Terms of Reference, membership and proceedings of any LAC as a committee of the Board of Director which may alter from the above.

As documented in the Trust's Articles of Association, the terms of reference of each LAC shall be reviewed every twelve months to ensure they are effective.

## 15. Notice of Concern

The Trust Board may issue a notice of concern to the LAC of any academy within the Trust where, in the opinion of the Chief Executive officer and the Chief Finance Officer, the academy has failed to comply with any provisions of the scheme, or where actions need to be taken to safeguard the financial position of the Trust or the Academy.

Such a notice will set out the reasons and evidence for it being made and may place on the LAC restrictions, limitations or prohibitions in relation to the management of funds delegated to it.

These may include:

- insisting that relevant staff undertake appropriate training to address any identified weaknesses in the financial management of the academy.
- insisting that an appropriately trained or qualified person attends the LAC.
- placing more stringent restrictions or conditions on the day-to-day financial management of an academy than the scheme requires for all academies, such as seek permission to spend from the Trust prior to commitment.
- insisting on regular financial monitoring meetings at the academy attended by Trust officers.
- imposing restrictions or limitations on the way an academy manages extended academy activity funded from within its delegated budget share; for example, by requiring an academy to submit income projections, financial monitoring reports on such activities, or both.

The notice will clearly state what these requirements are and the way in which and the time by which such requirements must be complied with for the notice to be withdrawn. It will also state the actions that the Trust may take where the governing body does not comply with the notice.

The purpose of this provision is to enable the Trust to set out formally any concerns it has regarding the financial management of an academy it maintains and requires a LAC to comply with any requirements it deems necessary.

The principal criterion for issuing a notice, and determining the requirements included within it, must be to safeguard the financial position of the Trust or Academy.

It should not be used in place of withdrawal of financial delegation where that is the appropriate action to take; however, it may provide a way of making the LAC aware of the Trust's concerns short of withdrawing delegation and identifying the actions a LAC should take to improve their financial management to avoid withdrawal.

## **16. Register of Business/Pecuniary Interests**

Members/ Directors/Governors complete a register of their relevant personal and business interests, which is reviewed annually and published in summary on the Trust's website. A conflict of interest may arise because of circumstances affecting a person connected with a Director/Governor. "Connected persons" would include individuals who are family members and other bodies in which family members have certain interests. Any Director/Governor who has any duty or personal interest that conflicts or may conflict with his or her duties as a Director/Governor shall:

- Disclose that fact to the Chair of Directors/Chair of Committee/Headteacher as soon as he or she becomes aware of it.
- A Director/Governor must absent himself or herself from any discussions of the Trust Board/Academy Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Trust/Academy and such duty or personal interest and must withdraw from any meeting for that item unless expressly invited to remain to provide information.
- Not be counted in the quorum for that part of any meeting; and
- Withdraw during the vote and have no vote on the matter.

## **I7 Governance Professional Service**

A Governance Professional's role is advising, guiding, and supporting the governance of the Trust as well as taking minutes.

Key aspects of the service should be:

- Assisting Chairs with creations of agendas in line with the Trust agenda framework.
- Provide advice to the Directors and Governors on governance, constitutional and procedural matters.
- Effective administration of meetings, taking minutes and managing the flow of information
- Managing membership and election processes
- To have a consistent approach to Governance Professional across the Trust
- To upload data and manage the All-Saints Governor Hub Portal

The Trust has appointed an external Governance Professional (via Judicium) who will provide a full Governance Professional service across the Trust in line with the agreed contractual terms.

## **18. Scheme of Delegation Matrix**

As the accountable body the Director Board is the key decision maker, except for certain specific tasks that fall to the Members and/or Academy Governing Board. The Executive Headteacher/CEO and/or Headteacher will be responsible for operational matter. The Board as the corporate entity remains accountable and responsible for all decisions made and executive leaders operate within the autonomy, powers and functions delegated to them by the Board of Directors.

The Scheme of Delegation Matrix lists key tasks and delegated powers using the following categories:

- Approval – Authority for making the decision and/or implementing the task.
- Management – Managing the completion and delivery of the task and communicating with all relevant parties.
- Consultation – Stakeholders/relevant parties whose opinions are sought and considered.
- Responsibility – Oversight/Monitoring compliance at local level

Further details of scheme of delegation can be found within this document and within the Trust/Academy relevant policies and procedures.

Scheme of Delegation - See Appendix I

