

# THE MANOR TRUST: GOVERNANCE STRUCTURE AND RESPONSIBILITIES

## **Key points and Summary**

This document outlines:

- a) The requirements of the Articles of Association regarding delegation
- b) The principles of decision making within The Manor Trust
- c) The scheme of delegation within The Manor Trust
- d) The respective roles of Members, Trustees, Leadership Team, Local Governing Bodies and Academy Leadership Teams
- e) The meetings of the Local Governing Bodies

Approved by: Board of Trustees

Approved: May 2021

Review: May 2023

Responsibility for review: Board of Trustees



## 1. Introduction and Statement of Intent

As a charity and company limited by guarantee, The Manor Trust (“the Trust”) is governed by a Board of Trustees (the “Trustee” or “Trustees”) who are responsible for, and oversee, the management and administration of the Trust and the academies run by the Trust. This Scheme of Delegation will apply to all academies for which the Trust is responsible (the “Academies”). Any reference to “the Academies” in this Scheme of Delegation refers to all Academies within the Trust.

The Trustees are accountable to external government agencies including the Charity Commission, Education and Skills Funding Agency and the Department for Education (including any successor bodies) for the quality of the education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.

In order to discharge these responsibilities, the Trustees appoint people to serve on a board (the “Local Governing Body” or “LGB”) alongside elected staff and parent governors which has been established to ensure the good governance of the Academies.

This Scheme of Delegation explains the ways in which the Trustees fulfil their responsibilities for the leadership and management of the Academies, the respective roles and responsibilities of the Trustees and of the Local Governing Body and the commitments to each other to ensure the success of The Manor Trust. This Scheme of Delegation has been put in place by the Trustees from the Effective Date in accordance with the provisions of the Trust’s Articles of Association (“the Articles”).

All those undertaking a governance role within the Trust are required to follow the Trust code of practice for members (appendix 7) and acknowledge this annually by signing the declaration at the end.

## 2. Ethos and Mission Statement

2.1 The Manor Trust mission statement is:

“We are ambitious for our schools, our students, their families and our local community because we believe that there is no limit to what can be achieved by anyone. We want to work together to challenge, share best practice and support each other whilst maintaining each schools’ own distinctive identity”

“Primary responsive, Secondary ready, prepared for life.”

2.2 Responsibility for the governance of the Trust is vested in:

- Members – guardians of The Manor Trust, their role is similar to that of shareholders of a limited company
- Trustees – appointed by members to oversee the business of The Trust, agreeing the overarching local direction and ensuring robust governance
- Local Governing Body - provide challenge and support to Academy Leadership Teams as the Academy implements policies and improvement plan priorities
- Academy Leadership Team – manage the day to day business of an individual academy with challenge and support from the Local Governing Body.

## 3. Scope and Applicability

This Scheme of Delegation outlines the framework for decision making within The Manor Trust. It applies to all Members, Trustees, Governors serving on the Local Governing Bodies and staff. To aid decision making a “Scheme of Delegation Matrix” is attached at Appendix 1.

#### **4. Articles of Association**

The following are the relevant clauses from the Articles of Association that outline what can, and cannot, be delegated.

- 4.1 Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Trust shall be managed by the Trustees, who may exercise all the powers of the Trust.
- 4.2 Subject to the Articles, Trustees:
  - will appoint a separate committees to be known as The Finance, Audit and Risk Committee
  - may establish other committees to ensure quality assurance and to enable the Trust to focus on local development.
- 4.3 Subject to the Articles, the constitution, membership and proceedings of the committees shall be determined by the Trustees. The establishment, terms of reference, constitution and membership of any committee of the Trustees shall be reviewed at least once in every twelve months.
- 4.4 Trustees may delegate to any Trustee, committee (including any LGB), the CEO or any other holder of an Leadership office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation shall be made subject to any conditions the Trustees may impose, and may be revoked or altered.
- 4.5 The implementation and impact of functions delegated to the LGBs will be quality assured by the Trustees.
- 4.6 A committee of Trustees, the CEO, along with at least one representative from the appropriate LGB shall appoint the Headteachers of the Academies and may delegate such powers and functions as they consider are required by the Headteachers for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Trustees and for the direction of the teaching and curriculum at the Academies).
- 4.7 The Board of Trustees cannot delegate any functions relating to the:
  - appointment or removal of the Chair and Vice-Chair of the Trustees
  - suspension or removal of Trustees
  - delegation of functions, i.e. the adoption or revision of this Scheme of Delegation
  - establishment of committees
  - dissolution of committees
  - constitution of the Trust

#### **5. Members**

- 5.1 The Trust will have a minimum of 3 Members.
- 5.2 Members are the guardians of the Trust’s 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.
- 5.3 Members will appoint and remove Trustees.
- 5.4 Members may agree to appoint/remove additional Members. No-one employed by the Trust can be appointed as a member.
- 5.5 Members appoint the trust’s external auditors and receive (but do not sign) the audited annual report and accounts (subject to the Companies Act)
- 5.6 Members will receive the Annual Report and Accounts, however signing the annual accounts will be delegated to the Board of Trustees and to are to be signed by the Chair of Trustees.

#### **6. Board of Trustees**

- 6.1 The Board of Trustees (or Trust Board) is able to exercise all of the powers of The Manor Trust. It is responsible for the performance of the Trust.
- 6.2 The Board will offer support, constructive advice, a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information, improve proposals and so seek to arrive at the best outcome for the Trust.
- 6.3 As Trustees of a charity (The Trust), Trustees have a fiduciary duty to act in good faith in the best interests of the Trust. This duty includes a responsibility to do the following:
- ensure compliance with any legal obligations
  - report on the Trust's activities (the Trust must prepare accounts in accordance with the Statement of Recommended Practice for Charities, the so called "Charity SORP" and any reporting requirements of the Education & Skills Funding Agency)
  - fulfil the charitable object of the Trust 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 Trust contained in the Articles
  - act with integrity and to avoid any personal conflicts of interest and not to misuse any charity funds or assets
  - act prudently in the financial management of the Trust, avoiding putting any assets, funds or reputation of the Trust at undue risk
  - exercise reasonable care and skill, using personal knowledge and experience to ensure the Trust is well run and efficient and
  - act responsibly, getting advice from others, including professional advisors, where appropriate.
- 6.4 Subject to any change in policy from time to time or where circumstances merit a different approach, the Trust Board will be constituted up to a maximum of 11 Trustees as follows:
- 1 CEO
  - 1 governor from each LGB
  - Trustees (appointed on the basis of a required skill set for the Trust Board)
- 6.5 The job description and person specification incorporating a code of conduct and role responsibilities for trustees is set out in Appendix 2. Specific skills may be needed if a Trustee is to take responsibility for and lead on a specific area, or to undertake the role of the Chair of the Trust. A regular skills audit will be undertaken and Trustees should expect to be able to articulate their contribution to the success of the Trust and Academies.
- 6.6 Detailed Terms of Reference for the Board of Trustees are attached at Appendix 3.

## **7. Committees and membership of the Local Governing Body (LGB) and Trust Board**

- 7.1 The Trust Board will establish a structure of committees as appropriate to include a LGB and an Finance, Audit and Risk Committee. These committees will act in an advisory capacity to the Board of Trustees except where powers have been specifically delegated to them by the Trust Board as defined in Appendix 1. Additional committees may be established if required.
- 7.2 A Local Governing Body for each academy will be established, when the Trust Board deems that there are sufficient Governors in place to ensure the committees are effective, there could be Lead Governors in some of the following areas depending on the school context and priorities:
- Safeguarding ( including Looked After Children (LAC)) - required
  - Admissions - required
  - SEND
  - Pupil Premium
  - Operational Finance
  - Headteachers Performance Management

- Schools Website
- GDPR
- Standards
- Mentor New Governors
- Additional areas as applicable

Roles and Responsibilities of a Governor and Terms of Reference for a Local Governing Body are outlined in Appendix 4 and 5 respectively.

7.3.1 In order to be functional, the composition of any LGB responsible for the academies within The Manor Trust must meet the following minimum criteria:

- Headteacher Governor, ex-officio
- 1 Staff Governor (elected by members of staff)
- 2 Parent Governor (elected by parents/carers or appointed by the LGB where no-one has stood for election)
- 4 Co-opted Governors (i.e. appointed by the LGB).

7.3.2 The maximum membership of the LGB will be:

- 1 Headteacher Governors, ex-officio
- 2 Staff Governors (elected by members of staff)
- 2 Parent Governors (elected by parents/carers or appointed by the LGB where no-one has stood for election)
- 6 Co-opted Governors to ensure a wide range of skills within the LGB.

7.3.3 A maximum of 1 governor from each Academy can be elected to the Trust board by the LGB. If no-one from the LGB wishes to undertake this role the Trustees will fulfil this function defaulting to the CEO or Trust Board Chair if no Trustees are available.

7.3.4 It would be usual for the LGB to invite members of the Leadership Team and other middle leadership staff to meetings. This will ensure that there continues to be open and transparent communication throughout the Trust.

7.3.5 The Job Description and Role Responsibilities of a Governor which incorporates the person specification for governors is set out in Appendix 4. Specific skills may be needed if an individual is to take responsibility for and lead on a specific area, or to undertake the role of the Chair of the Local Governing Body (additional role responsibilities are set out in the appended Job Description). A regular skills audit will be undertaken and Governors should expect to be able to articulate their contribution to the success of the Trust and the Academies for which they are responsible.

7.3.6 Terms of Reference for the Local Governing Body is detailed in Appendix 5.

## **8. Academy Leadership Team**

8.1 The Headteacher is responsible for the internal organisation, management and control of their Academy, for advising on and implementing all policies approved by the Trustees, for the direction of the teaching and the curriculum at the Academy.

8.2 The Headteacher will contextualise aims, objectives and policies and will report to the LGB on progress at each meeting in accordance with a schedule drawn up annually with the Chair of the LGB. The Headteacher will work closely with the Leadership team to this end.

8.3 The Headteacher and staff are accountable to the CEO and to the LGB for the Academy's performance.

8.4 The LGB and the Trustees will be prepared to explain their decisions and actions to anyone who has a legitimate interest. This may include staff, pupils and parents as well as the Secretary of State, Education and Skills Funding Agency ("ESFA") and Local Authority.

8.5 The Headteacher will comply with any reasonable direction by the CEO and LGB when acting on the Trust's behalf.

8.6 The Headteacher will agree and monitor appropriate delegations of authority with other staff.

## **9. Term of Office – Trustees and Governors**

The term of office for any person serving shall be 4 years, save that this time limit shall not apply to the CEO, Leadership Headteacher (or any Headteacher serving in an ex officio capacity), who will serve for as long as he or she remains in office.

## **10. Resignation and Removal-LGB**

- 10.1 A person serving on the Local Governing Body shall cease to hold office if he or she resigns his or her office by notice to the Local Governing Body (but only if at least three persons will remain in office when the notice of resignation is to take effect).
- 10.2 A person serving on the Local Governing Body shall cease to hold office if he is removed by the person or persons who appointed him. Any failure to uphold the values of the Trust and/or the Academies or to act in a way which is appropriate in light of this Scheme of Delegation or to comply with the role responsibilities set out in the “Job Description and Person Specification” will be taken into account. A person may also be removed by the Trustees but only after the Trustees have given due regard to any representations by the Local Governing Body. The removal of a Parent Governor will be undertaken only in exceptional circumstances.
- 10.3 If any person who serves on the Local Governing Body in his or her capacity as an employee at any of the Academies ceases to 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.
- 10.4 Where a person who serves on the Local Governing Body resigns his or her office or is removed from office, that person or, where he or she is removed from office, those removing him or her, shall give written notice thereof to the Clerk to the Local Governing Body who shall inform the Chair of the Local Governing Body, the Chair of Trustees.

## **11. Disqualification of members of the Board of Trustees/Local Governing Body**

- 11.1 No person shall be qualified to serve on the Board of Trustees/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 the Academy shall be entitled to serve on the Board of Trustees/Local Governing Body.
- 11.2 A person serving on the Board of Trustees/Local Governing Body shall cease to hold office if:
- he or she becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs
  - he or she is absent without the permission of the Chair of the Board of Trustees/Local Governing Body from all the meetings of the Board of Trustees/Local Governing Body held within a period of six months and the Board of Trustees/Local Governing Body resolves that his or her office be vacated.
- 11.3 A person shall be disqualified from serving on the Board of Trustees/Local Governing Body if:
- his or her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced
  - he or she is the subject of a bankruptcy restrictions order or an interim order
  - at any time when he or she is subject to a disqualification order or a disqualification undertaking under the Company Trustees 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)
  - he or she would cease to be a Trustee/governor by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a Trustee/governor by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)

- 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
  - at any time when he or she is included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000
  - barred from regulated activity relating to children (within the meaning of section 3 (2) of the Safeguarding Vulnerable Groups Act 2006)
  - he or she is a person in respect of whom a direction has been made under section 142 the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction
  - 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.
- 11.4 After the Academy has opened, a person shall be disqualified from serving on the Local Governing Body if he or she has not provided to the Chair of the Local Governing Body a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1977 within 3 months of their appointment. In the event that the certificate discloses any information which would in the opinion of either the Chair of the Local Governing Body or the Headteacher confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Chair of Trustees to determine the matter. The determination of the Chair of Trustees shall be final.
- 11.5 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Body or Trust Board; 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. This clause shall also apply to any member of any committee of the Local Governing Body who is not a member of the Local Governing Body.

## **12. Review of the MAT Governance Structures and the Scheme of Delegation**

- 12.1 The whole MAT Governance Structures and Responsibilities document will be Reviewed at least bi-annually.
- 12.2 This Scheme of Delegation, Appendix 1 shall operate from the effective date. The Trustees will have the absolute discretion to review this Scheme of Delegation at least on an annual basis and to alter any provisions of it.
- 12.3 In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Trustees will have regard to and give due consideration of any views of the Local Governing Body.

## **13. Meetings of the Trust Board and Local Governing Body (excluding the Audit Committee)**

- 13.1 The Trust Board shall meet 6 times in each academic year, Additional meetings can be called in exceptional circumstances. Local Governing Body shall meet at least three times in every academic year. Meetings shall be 3 functions under this Scheme of Delegation the clerk shall comply with any direction:
- given by the Trustees or the Local Governing Body; or

- given by the Chair of the Local Governing Body or, in his or her absence or where there is a vacancy in the office of the Chair, the Vice-Chair of the Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned above.
- 13.2 Any three members of the Trust Board or Local Governing Body may, by notice in writing given to the Clerk, requesting a meeting of the Trust or Local Governing Body; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable. As this circumstance would be exceptional, the reasons for the Extra-Ordinary Meeting will be included in the opening remarks of the Chair at the meeting. If more than one Extra-Ordinary Meeting was requested in an academic year then the Trust Board would need to approve the additional meetings of the governing body.
- 13.3 Each member of the Trust Board or Local Governing Body shall be given at least seven clear days before the date of a meeting:
- notice in writing thereof, signed by the Clerk, and sent to each member of the Trust Board or Local Governing Body at the address provided by each Trustee or governor from time to time; and
  - 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.
- 13.4 The convening of a meeting and the proceedings conducted there at shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
- 13.5 A resolution to rescind or vary a resolution carried at a previous meeting of the Trust Board or Local Governing Body shall not be proposed at a meeting of the Trust Board or 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.
- 13.6 A meeting of the Trust Board or Local Governing Body shall be terminated forthwith if:
- The Trust Board or the Local Governing Body so resolve or
  - The numbers present ceases to constitute a quorum for a meeting of the Trust Board or Local Governing Body.
- 13.7 Where 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.
- 13.8 Where the Trust Board or Local Governing Body resolves to adjourn a meeting before all the items of business on the agenda have been disposed of, the Trust Board or Local Governing Body shall before doing so determine the time and date on which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.
- 13.9 The quorum for a meeting of the Trust Board or Local Governing Body, and any vote on any matter thereat, shall be at least one third of existing Trustees or governors, unless otherwise specified.
- 13.10 The Trust Board or Local Governing Body may act regardless of 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.
- 13.11 The quorum for the purposes of:
- any vote on the removal of a person in accordance with this Scheme of Delegation or
  - any vote on the removal of the Chair of the Local Governing Body; 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 and the CEO – removal of the Chair of the Trust Board will need to be approved by the members.



- 13.12 Subject to this Scheme of Delegation, every matter to be decided at a meeting of the Trust Board or Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Trust Board or Local Governing Body shall have one vote.
- 13.13 Where there is an equal division of votes, the Chair of the meeting shall have a casting vote in addition to any other vote he may have. The Chair will clearly state their reasons for the casting vote.
- 13.14 The proceedings of the Trust Board or Local Governing Body shall not be invalidated by:
- any vacancy on the Trust Board or LGB or
  - any defect in the election, appointment or nomination of any person serving on the LGB.
- 13.15 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Body or of a subcommittee of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body or (as the case may be) a subcommittee 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 members of the Local Governing Body and may include an electronic communication by or on behalf of the Local Governing Body 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.
- 13.16 The Local Governing Body shall ensure that a copy of:
- the agenda for every meeting of the Local Governing Body
  - the draft minutes of every such meeting, if they have been approved by the person acting as the Chair of that meeting
  - the signed minutes of every such meeting
  - any report, document or other paper considered at any such meeting, are, as soon as is reasonably practicable, made available at each Academy to persons wishing to inspect them and will be stored at the academy.
- 13.17 There may be excluded from any item required to be made available, any material relating to:
- a named teacher or other person employed, or proposed to be employed, at the Academy
  - named pupil at, or candidate for admission to, the Academy and
  - any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.
- 13.18 Any member of the Local Governing Body shall be able to participate in meetings of the Local Governing Body by telephone or video conference provided that:
- he or she has given notice of his or her 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
  - 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.

## **14. Notices**

- 14.1 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.

### **15. Indemnity**

Subject to the provisions of the Companies Act 2006 every member of the Local Governing Body or other officer or auditor of the Company acting in relation to the Academy shall be indemnified out of the assets of the Company 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 Company.

### **16. Appendices**

Appendix 1: Scheme of Delegation - matrix

Appendix 2: Job Description and Role Responsibilities of a Trustee

Appendix 3: Terms of Reference for the Board of Trustees

Appendix 4: Job Description and Role Responsibilities of a Governor

Appendix 5: Terms of Reference for the Local Governing Body

Appendix 6: Terms of Reference for Trust Board –Finance, Audit and Risk Committee

Appendix 7: Code of Practice for Members, Trustees and Governors

## **APPENDIX 1. Scheme of Delegation – Matrix**

The matrix uses the following terms;

**Approve** – the individual/group must approve the action before it can be undertaken/com

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

**Deliver** - the individual/group that has responsibility for undertaking the particular task delegated to them and reporting on its delivery at suitable intervals. In the case of the CEO this will be at Trust level. In the case of the HT this will be at school level.

**Monitor** - the individual/group will observe, check and ensure the delivery of a particular task.

**Notify** – the individual or group will be Informed about a decision that has been made.

**Propose** - individual/group will prepare the item for approval by another group.

**Scrutinise** - the individual/groups will undertake a careful and detailed examination of a particular task to ensure compliance.

		Members	Trust Board	Finance, Audit and Risk Committee	CEO	CFO	Local Governing Body	Academy leadership team
<b>1</b>	<b>MEMBERS OVERSIGHT</b>							
1.1	Signatories to the Articles of Association	Deliver						
1.2	Appointing and removing Members	Approve	Deliver					
1.3	Changes or amendments to the Articles of Association	Approve	Propose					
1.4	New academies joining or leaving the Trust	Approve	Propose					
1.5	Appointment of external Auditors and receive statutory accounts	Approve	Propose					

		Members	Trust Board	Finance, Audit and Risk Committee	CEO	CFO	Local Governing Body	Academy leadership team
1.6	Appoint/remove trustees	Approve	Propose					
<b>2</b>	<b>STRATEGIC OVERSIGHT</b>							
2.1	Provide a perspective on the wider education community and the challenges facing state funded schools		Monitor		Monitor	Monitor	Monitor	Monitor
2.2	Set the values, vision and strategic aims for the Trust		Deliver		Deliver			
2.3	Contextualising the Trust vision for each academy				Consult		Scrutinise	Deliver
2.4	Annual Academy Development Plan				Consult		Approve	Deliver
2.5	Review schools data against national and local benchmarking data <ul style="list-style-type: none"> <li>Review, scrutinise and challenge schools on Financial benchmarking</li> <li>Review, scrutinise and challenge schools on Academic benchmarking</li> </ul>		Monitor	Scrutinise		Deliver	Scrutinise	Deliver
2.6	Appointing & removing the Clerks to the Trust		Deliver					
2.7	Appointing & removing Co-Opted Governors to the Local Governing Body  Parent and staff governors elected by vote of peers, can be removed by Trust Board (in exceptional circumstances)		Approve				Propose	Deliver

		Members	Trust Board	Finance, Audit and Risk Committee	CEO	CFO	Local Governing Body	Academy leadership team
2.8	Setting the committee structure for the Trust board		Deliver		Consult			
2.9	Generating Terms of Reference for all committees & reviewing periodically		Approve		Propose			
2.10	Admissions Policy		Monitor				Approve	Propose
2.11	Complaints coming in across the Trust		Monitor		Monitor		Scrutinise	Deliver
2.12	Code of Practice for Trust Board, Finance, Audit and Risk committee and Local Governing Bodies		Approve		Propose			
2.13	Significant changes to Academy's (including, but not limited to, name, gender, age range, admissions criteria including PAN)	Notify	Approve				Scrutinise	Deliver
2.14	Intervene in the management of an Academy where necessary		Approve	Propose	Propose/Deliver	Propose/Deliver	Propose	Propose
3	<b>STAFFING</b>							
	<b>Strategic role</b>							
3.1	Performance Management Process for Academy staff		Approve		Consult			Propose

3.2	HR policies (including Disciplinary and Grievance procedures) and contracts to be used by all Academies		Approve		Consult		Consult	Propose
		Members	Trust Board	Finance, Audit and Risk Committee	CEO	CFO	Local Governing Body	Academy leadership team
3.3	Recruiting, appointing and removing CEO	Notify	Deliver					
3.4	Performance management of CEO		Deliver					
3.5	Recruiting, appointing and removing CFO	Notify	Approve	Deliver	Deliver			
3.6	Performance management of CFO (including pay recommendations)		Monitor	Deliver	Deliver			
3.7	Suspend or dismiss Headteachers	Notify	Deliver				Consult	
3.8	Offer of leaving payments (redundancy, dismissal, early retirement) in accordance with Academy policy		Approve	Consult	Consult			Propose
	<b>Operational oversight</b>							
3.9	Establish staffing structure for Academies				Consult		Approve	Propose
3.10	Recruiting and appointing Headteachers		Consult		Deliver		Deliver	
3.11	Performance management of the Headteachers				Deliver		Deliver	
3.12	Recommendations re teachers' performance management in each Academy						Approve	Propose
3.13.	Cost of living pay rises for all staff salaries		Approve	Scrutinise		Propose		

		Members	Trust Board	Finance, Audit and Risk Committee	CEO	CFO	Local Governing Body	Academy leadership team
3.14	Dismiss teachers and support staff (this will require a disciplinary panel and governors from either Academy or Trust Board members can sit on this if required)		Notify		Consult		Approve	Propose
3.15	Facilitate discussion with staff representative bodies, including the Unions at both Trust Board level and within the Academy				Deliver			Deliver
<b>4</b>	<b>POLICIES</b>							
4.1	Statutory policies for use across the Trust		Approve and Monitor	Approve	Deliver	Propose		Propose
4.2	Statutory annual Academy Safeguarding Audit				Consult		Approve	Propose
4.3	Compliant with requirements of GDPR				Monitor		Monitor	Deliver
<b>5</b>	<b>FINANCE</b>							
	<b>Strategic role</b>							
5.1	Financial procedures accord with legal, ESFA, DFE requirements and best practice			Approve		Propose		

5.2	Reserves policy for Academies (reviewed at least annually)		Approve	Scrutinise		Propose		
		Members	Trust Board	Finance, Audit and Risk Committee	CEO	CFO	Local Governing Body	Academy leadership team
5.4	Central lettings policy with appropriate costings			Approve		Deliver		
5.5	Procedures for effective audit in place and accord with legal, ESFA and DFE requirements			Approve		Deliver		
5.6	Receiving reports from internal and external audit inspections and the resulting Action Plan		Monitor	Scrutinise		Deliver		
5.7	Challenge spending in designated areas for each Academy as agreed by the Trust (see Financial scrutiny document Appendix 8)		Monitor	Deliver			Deliver	
5.8	Trust's central financial costs		Notify	Approve	Monitor	Deliver		
5.9	To produce the first formal budget plan for the financial year in accordance with DFE timeframes		Notify	Approve	Monitor	Deliver		Consult
5.10	Monthly management accounts (chair of LGB and trust board to receive monthly) and termly forecast reports		Monitor	Scrutinise	Consult	Deliver	Monitor	Consult
5.11	Prepare mid-year budget review for EFA BFRO		Notify	Approve	Monitor	Deliver		Consult



5.12	Treasury (investment) arrangements		Notify	Approve		Deliver		
		Members	Trust Board	Finance, Audit and Risk Committee	CEO	CFO	Local Governing Body	Academy leadership team
	<b>Operational oversight</b>							
5.13	Accurate, reconciled and up to date records to provide financial and statistical information			Monitor		Deliver		Consult
5.14	Transfers between budget headings (viraments), up to agreed levels, comply with the financial procedures			Approve		Deliver		Consult
5.15	Disposal of capitalised items			Approve		Propose		Consult
5.16	Register of pecuniary and business interests of board members, governors and staff maintained			Monitor		Deliver		
5.17	Appropriate insurance arrangements in accordance with financial procedures			Monitor		Deliver		Consult
5.18	Establishing and implementing procedures for staff, Trustees and Board members to claim expenses			Approve		Deliver		
5.19	Ensure that writing off debts complies with the financial procedures			Approve		Deliver		

5.20	Ensure compliance with VAT and CIT regulations and submission of appropriate forms			Monitor		Deliver		
<b>6</b>	<b>RISK MANAGEMENT</b>							
		Members	Trust Board	Finance, Audit and Risk Committee	CEO	CFO	Local Governing Body	Academy leadership team
	<b>Strategic Role</b>							
6.1	Risk Management Policy and register		Approve	Monitor	Deliver			
6.2	Internal audit process in place			Approve		Deliver		
6.3	Compliance with Health and Safety requirements and monitor the role of the competent officer		Monitor	Scrutinise	Monitor		Approve	Deliver
	<b>Operational Oversight</b>							
6.4	Risk Assessments are in place				Monitor		Scrutinise	Deliver
6.5	Emergency recovery planning in place for each Academy		Notify		Monitor		Scrutinise	Deliver
6.6	The Trust and Academies' website is compliant, relevant and up to date		Notify	Monitor	Deliver	Deliver	Monitor	Deliver
<b>7</b>	<b>PUPILS/STUDENTS and ACADEMIC OUTCOMES</b>							
	<b>Strategic Role</b>							

7.1	Safeguarding arrangements		Monitor				Scrutinise and Approve	Deliver
7.2	Improve academic outcomes		Monitor				Scrutinise	Deliver
7.3	Track pupil/student progress and outcomes (including key groups)		Monitor				Scrutinise	Deliver
		Members	Trust Board	Finance, Audit and Risk Committee	CEO	CFO	Local Governing Body	Academy leadership team
	<b>Operational Oversight</b>							
7.3	Implement PPG strategy/PE grant/yr 7 catchup						Approve	Deliver
7.4	Act as the initial decider for any exclusions by Headteachers						Approve	Deliver
<b>8</b>	<b>PREMISES</b>							
8.1	Estates Management Plan		Approve	Monitor	Deliver	Consult	Monitor	Consult
8.2	Academy Premises development plans				Consult		Scrutinise	Deliver
8.3	Bid for external premises funding streams (e.g. CIF)		Approve	Scrutinise		Deliver		Propose
8.4	Health and Safety reports						Scrutinise	Deliver
<b>9</b>	<b>SELF REVIEW</b>							
9.1	To review the performance of the Trustees annually		Deliver		Consult			

9.2	To review the performance of the Finance, Audit and Risk Committee annually		Monitor	Deliver				
9.3	To review the performance of the LGB annually		Monitor				Deliver	
9.4	Update the Trust Board and LGB skills audit		Monitor		Deliver		Monitor	

**APPENDIX 2. Job Description and Role Responsibilities of a Trustee:  
Job Description and Person Specification Incorporating a Code of Conduct and Role Responsibilities for Trustees**

<b>Job title:</b>	Trustee
<b>Hours:</b>	A minimum of 6 Board meetings a year Remote involvement via email/telephone Regular review of reports and documentation
<b>Term of office:</b>	Four years
<b>Salary range:</b>	Voluntary

**Job purpose:** The Trustees oversee the management and administration of the Trust and the Academies run by the Trust. Elected members of political parties are not eligible to become The Manor Trust Trustees, due to potential conflicts of interests.

**Job Description**

**Governance**

The corporate management and Trustee responsibility for the Trust is vested in the Trustees, who will also be the company directors registered with Companies House. The Trustees are personally responsible for the actions of the Trust and the Academies and are accountable to the Members of the Trust, 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 Trustees 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.

**Specific responsibilities of the Trust Board and the Trustees**

The role of the Trust Board and the Trustees collectively is to:

- determine the Local vision and overarching Local plan of the Trust
- approve the Governance structure and responsibilities
- appoint the Trust’s CEO and CFO
- provide Local leadership and governance
- develop effective links within the Academy’s community, communicating openly and frequently as appropriate and ensuring that the Academies meet their responsibilities to the community and serve the community’s needs in relation to the safeguarding and education of its pupils
- provide challenge and support to senior leaders including the CEO
- Ensure local and statutory policies are developed and reviewed
- facilitate collaboration between the Academies to actively seek opportunities for the Academies to work together either with the aim of improving economic efficiencies within the Trust or identifying and implementing best practice across all Academies
- encourage and oversee shared services and resources

- oversee the implementation of Academy action plans focusing on Academy improvement
- set and monitor performance benchmarks
- determine curriculum priorities
- set the overall Trust budget and approve of Academy budgets
- monitor expenditure in accordance with appropriate authorisations
- develop and implement a risk management strategy
- ensure the Trust and the Academies comply with their legal obligations
- determine the Trust's reserves/contingency policy
- ensure appropriate insurance or risk cover is put in place
- undertake recruitment and performance management of the CEO
- ensure staff training programmes and opportunities for professional development
- support the development and building of leadership and governance capacity at Academy level
- approve of site and asset management strategies
- oversee any significant capital expenditure and building projects
- approve of all funding applications
- act as decision maker for all appeals
- refer to the Decision Matrix in Appendix 1 in the Scheme of Delegation for the comprehensive list of responsibilities defined under Trust Board

### **Core Competencies**

The following core competencies and skills expected of the Trustees are that they will:

- work as a team
- attend meetings and be prepared to contribute to discussions and commit to agreed actions
- be respectful of the views of others and to be open to new ideas and thoughts
- treat all confidential information confidentially
- act with integrity, avoiding any personal conflicts of interest and complying with the Trust's Conflict of Interest policy
- 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
- understand the policies and procedures of the Trust and how these flow down to the Academies
- support the Trust in public and act as an ambassador of the Trust and the Academies
- commit to training and skills development
- be ready to ask questions
- be focused on problem solving and be ready to learn from past experiences
- adhere to the Nolan Principles in their conduct
- Evidence the values of Academy Trust in communications and actions

### **Person Specification**

#### **Personal qualities and values – to have:**

- desire to create positive change for young people
- commitment to the aims and objectives of the Academy Trust
- willingness to devote time and effort
- ability to work effectively as a team while contributing an independent perspective

- ability to build productive and supportive professional relationships
- commitment to the Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership
- commitment to equal opportunities and anti-discriminatory practice
- commitment to safeguarding young people.

**Education and training —~~to have~~:**

- A level of education and commitment to training in order to discharge responsibilities in a professional and responsible manner.

**Experience of:**

- Driving positive change
- Leadership and management
- Senior level Professional experience in relevant sector.

**Knowledge:**

- understand and accept legal duties, responsibilities and liabilities of Trusteeship
- understand of the use of attainment and other data to assess the progress, strengths and weaknesses of an educational environment
- understand of financial and workforce data.

**Skills:**

- An ability to think creatively and logically
- Good, independent judgement
- An ability to use financial and workforce data to inform decision-making.

**Legal Requirements:**

Individuals who are not able to make the following declarations may not serve as a Trustee:

- I am not disqualified from acting as a charity Trustee
- I have not been convicted of an offence involving deception or dishonesty (or any such conviction is legally regarded as “spent”)
- I have not been involved in tax fraud or other fraudulent behaviour including misrepresentation and/or identity theft
- I have not used a tax avoidance scheme featuring charitable reliefs or using a charity to facilitate the avoidance
- I am not an undischarged bankrupt
- I have not made compositions or arrangements with my creditors from which I have not been discharged
- I have not been removed from serving as a charity Trustee, or been stopped from acting in a management position within a charity
- I have not been disqualified from serving as a company Trustee
- I am not included in the list kept by the Secretary of State for Education under s1 of the Protection of Children Act 1999 (or equivalent) or have ever been disqualified from working with children or serving on a governing body of a school

I am able to provide a valid Disclosure and Barring Service Certificate under the Protection of Freedoms Act 2012 which does not disclose any reason why I should be unsuitable for working with children.

## **APPENDIX 3.**

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

#### **PURPOSE**

The Trustees of the Trust have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of Academies, but have delegated some of the governance responsibility to Local governing bodies, who will support the work of the Trust and promote the success of the Academies. The day to day management and responsibility for the running of the Academies has been delegated to the CEO (also a Trustee), who will be supported by both a central management team (where appropriate) and leadership teams in each of the Academies, including the Headteachers appointed in respect of the Academies. The role and responsibilities of the Trustees and those serving on a Local governing body are set out in the Scheme of Delegation.

The Trustees fulfil their responsibilities through Local planning and by the setting of policy and standards as well as taking responsibility for the oversight and management of risk. The Trustees have the power to direct change where required. The Trustees 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 persons to serve on the Trust Board. The Trustees are accountable to the Secretary of State for Education and to the communities that they serve. The Trustees, whilst in certain circumstances possibly also sitting on a Local governing body, are responsible for all the Academies run by the Trust and are expected to use their skills and experience in undertaking a role on the Trust Board.

#### **MEMBERSHIP**

The composition and powers of the Trust Board are (subject to charity and company law) determined by the Articles of Association and in any conflict between these Terms of Reference and the Articles, the Articles shall prevail. 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.

The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) and not more than 11.

#### **QUORUM**

The quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any three Trustees, or where greater, any one third (rounded down to a whole number) of the total number of Trustees holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

#### **RESPONSIBILITIES**

Responsibilities of the Trustees are specified within the Scheme of Delegation in Appendix 1 and the Job description and Responsibilities of a Trustee in Appendix 2.

#### **Review**

In accordance with best practice, the Trust Board will carry out a regular review of the skills and experience available on the Trust Board and will seek to develop additional capacity and skills where required. Except in relation to posts held in an ex officio capacity and otherwise only in exceptional circumstances, Trustees will not seek reappointment beyond the usual 3 terms of office, a standard term of office being 4 years from the date the MAT is established.

#### **The General Equality Duty**

The Trust must have due regard to the need to:



- Eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by the Act
- Advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it
- Foster good relations between persons who share a relevant protected characteristic and persons who do not share it.

**Protected characteristics**

- Age (not pupils)
- Disability
- Ethnicity and race
- Gender
- Gender reassignment
- Marriage and civil partnership
- Pregnancy and maternity
- Religion and Belief
- Sexual identity and orientation.

## APPENDIX 4.

### Job Description and Role Responsibilities of a Governor

### Role Description and Person Specification Incorporating a Code of Conduct and Role Responsibilities for Governors (Including Specific Responsibilities of the Chair)

<b>Job title:</b>	Governor serving on a Local Governing Body
<b>Location:</b>	Local Governing Body meetings to be held at the relevant Academies Site visits to local Academies as necessary
<b>Hours:</b>	A minimum of 3 Local Governing Body meetings a year Remote involvement via email/telephone Regular review of reports and documentation
<b>Salary range:</b>	Voluntary
<b>Term of office:</b>	Four years

**Job purpose:** The Local Governing Body for an Academy plays an active part in challenging and supporting the Head Teacher of the Academy, liaising as appropriate with the Trust's CEO and the Trust Board more generally in relation to the oversight of the Academies and the Academies' senior leadership teams.

Appointments to the Local Governing Body will be made by the Local Governing Body itself but must be ratified by the Trust Board.

Recommendations to appoint may be put forward by either the Head Teachers or by the Trustees. Elected members of political parties are not eligible to become governors, due to potential conflicts of interest.

### Job Description

#### Governance Support and Local Accountability

The role of those serving on a Local Body is an important one, ensuring there is local accountability for the performance of the Trust and the Academies and that the Academies serve their communities. Those serving on a Local Governing Body are accountable to the Trust Board and must ensure that at all times they act in good faith and in the best interests of the Academies and the Trust, exercising reasonable care and skill having particular regard to personal knowledge and experience.

#### Specific responsibilities of Governors

The specific tasks and responsibilities of Governors are as follows, to:

- ensure implementation of the Local vision of the Trust and the Academies in particular
- support the Trust Board in developing and maintaining effective links within the Academies' communities, communicating openly and frequently as appropriate and ensuring that the Academies meet their responsibilities to the community and serves the community's needs in relation to the safeguarding and education of its pupils
- support and challenge the Academy's leadership team in regard to:
  - academy works within its delegated budget and implements the Trust's risk and financial management policies
  - manage budget categories delegated by the Trust Board

- understand student and pupils data and undertake and review benchmark analyses
- development and review of an appropriate staffing structure
- work with the Leadership team for the recruitment of senior Leaders and the performance management of academy based staff
- to curriculum and budgeting priorities, determining any local priorities
- monitoring pupil progress and analysing performance data, having regard to the performance benchmarks determined by the Trust across all Academies.
- promote collaboration with the other Trust Academies, actively seeking opportunities for the Academies to work together either with the aim of improving economic efficiencies within the Trust or identifying and implementing best practice across all Academies
- review delegated local Academy policies (e.g. admissions, pupil behaviour, safeguarding and health and safety)
- provide advice and feedback to the Trustees and reporting on all matters, responsibility for which has been passed to the Local Governing Body
- ensure the implementation of any Academy plan, focusing particularly on Academy performance targets
- in particular become familiar with the academy development plan and priorities and monitor expected academic progress
- undertake all and any appropriate community consultation
- provide a point of contact for parents, carers and other members of the local community but not to make decisions on behalf of the local governing body
- maintain effective links with the local community
- refer to the Decision Matrix in Appendix 1 in the Scheme of Delegation for the comprehensive list of responsibilities defined under Local Governing Body.

### **Core Competencies**

The following core competencies and skills expected of Governors are to:

- work as a team
- attend meetings and be prepared to contribute to discussions and commit to agreed actions
- be respectful of the views of others and to be open to new ideas and thoughts
- treat all confidential information confidentially
- act with integrity, avoiding any personal conflicts of interest and complying with the Trust's Conflict of Interest policy
- 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
- understand the policies and procedures of the Trust and how these flow down to the Academies
- support the Trust in public and act as an ambassador of the Trust and the Academies
- commit to training and skills development
- be ready to provide challenge
- be focused on problem solving and be ready to learn from past experiences
- act in accordance with any authority delegated to him or her, including complying with any regulation or requirement of those from whom delegated authority is received
- adhere to the Nolan Principles in their conduct
- Evidence the values of Academy Trust in communications and actions.

### **Person Specification**

To be same as Trustee.

**Legal Requirements:**

Individuals who are not able to make the following declarations may not serve on the Local Governing Body:

- I am not disqualified from acting as a charity Trustee
- I have not been convicted of an offence involving deception or dishonesty (or any such conviction is legally regarded as “spent”)
- I have not been involved in tax fraud or other fraudulent behaviour including misrepresentation and/or identity theft
- I have not used a tax avoidance scheme featuring charitable reliefs or using a charity to facilitate the avoidance
- I am not an undischarged bankrupt
- I have not made compositions or arrangements with my creditors from which I have not been discharged

**Additional Responsibilities of the Chair of LGB**

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 Trust Board, the appointment following election is subject to the approval of the CEO, on behalf of the Trust Board. The Chair must be approachable, readily accessible and ready to take issues and ideas raised by Governors seriously.

The Chair’s specific duties are to:

- Provide a clear lead and direction for the Governors, understanding the aims of the Academies, the roles played by all those involved and the vision of the Trust in relation to its Academies;
- 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
- Work closely with the Headteachers and the Leadership Team to ensure there is proper challenge and encouragement whilst respecting the professional expertise and knowledge of the academy’s leaders, and the personal accountability of the individuals within the leadership team
- Participate in the Headteacher’s performance management
- Ensure that Academy improvement is the focus of all policy and strategy for the Academies, reminding Governors of this as often as necessary
- 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.

## **APPENDIX 5**

### **Terms of Reference for the Local Governing Body**

#### **PURPOSE**

Each Academy is accountable to and must serve its community. All children deserve and should expect to receive a high standard of education. Whilst the Trustees of the Trust have overall responsibility and ultimate decision making authority for all the work of the Trust, and the standards achieved by the pupils and students of the Academies, a Local Governing Body has been set up to ensure the vision of the Trust is fulfilled. The Local Governing Body is focused on the day to day life of the Academies for which it has responsibility and is there to ensure the staff working in the Academies are supported and challenged, when necessary, and the needs of the pupils and students are met.

The Local Governing Body represents the community and is responsible for all engagement with parents and the wider community. The Local Governing Body will assist the Trustees in the development of policy and strategy; advising on standards and target setting as well as daily life within the Academy and working with the Trust's CEO and the senior leadership teams in the Academies to secure the long term success of the Academy.

#### **MEETINGS**

The Local Governing Body shall meet at least once a term.

#### **QUORUM**

The quorum for a meeting of the Local Governing Body is any three of the members of the Local Governing Body, or, where greater, any one third (rounded down to a whole number) of the total number of persons holding office on the Local Governing Body at the date of the meeting. The quorum for the purposes of: appointing a parent member; any vote on the removal of a person in accordance with this Scheme of Delegation; any vote on the removal of the chairman of the Local Governing Body; 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.

#### **RESPONSIBILITIES**

Responsibilities of Governors are specified within the Scheme of Delegation Matrix in Appendix 1 under Local Governing Body and Appendix 4, Job Description and Role Responsibilities of a Governor.

#### **MEMBERSHIP**

The role of those serving on the Local Governing Body is an important one, fulfilling the Trust's mission and providing feedback to the Trustees of the Trust. Those serving on the Local Governing Body must act independently and in the best interest of the Academies and the Trust. They will act as ambassadors of the Academies and the Trust and 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 Academies, using their skills and experience and drawing on specialist skills where required.

Specific skills may be needed if a member of the Local Governing Body is to take responsibility for and lead on a specific area as part of a working party or when invited to serve on any of the Trust's committees looking at finances, audit and risk management, premises, resources, standards and continuous school improvement across the Trust. A regular skills audit will be undertaken and those serving on the Local Governing Body should expect to be able to articulate their contribution to the success of the Academies.

The Local Governing Body will comply with any guidance issued from time to time by the Trust Board as to the composition of the Local Governing Body, the carrying out elections and any other

matter affecting the functioning of the Local Governing Body, including the holding of meetings and the removal of Governors. Minutes of all meetings will be sent to the CEO. Minutes from Local Governing meetings will be sent to trustees.

## **REVIEW**

In accordance with best practice, the Local Governing Body will carry out a regular review of the skills and experience available on the board and will seek to develop additional capacity and skills where required. The Trust Board will review these Terms of Reference on a regular basis and will support the work of the Local Governing Body.

## **THE GENERAL EQUALITY DUTY**

The Academies must have due regard to the need to:

- Eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by the Act
- Advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it
- Foster good relations between persons who share a relevant protected characteristic and persons who do not share it.

### **Protected characteristics**

- Age (not pupils)
- Disability
- Ethnicity and race
- Gender
- Gender reassignment
- Marriage and civil partnership
- Pregnancy and maternity
- Religion and Belief
- Sexual identity and orientation.

## **APPENDIX 6.**

### **Terms of Reference for Trust Board - Finance, Audit and Risk Committee**

#### **Membership**

3 members from the Board of trustees

It is preferable that the Chair of the Committee has substantial financial and/or audit experience together with a knowledge of governance. The Chair will be appointed by the Board of Trustees. In addition, a Clerk will be appointed to assist with the administration of the Committee. The CEO, CFO and members of the Leadership Management Team will be required to attend via invitation, along with other staff as the need arises.

#### **2. Period of Office**

The members of the Committee shall serve for a period of three years, and are eligible for re-election.

Membership shall cease by:

- mutual agreement
- resignation as either a Trust Trustee or Trust Employee.

#### **3. Meetings**

The Committee will meet at least four times per year, usually at least two weeks prior to the Trust Board meeting.

#### **4. Quorum**

At least one member of FARC and the Chair.

#### **5. Authority**

The Finance, Audit and Risk Committee is a Committee of the Board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee, external audit, internal audit or other assurance provider. The Committee is authorised to obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and Chair of the Board of Trustees. However Committee may not incur expenditure in excess of £3,000 in any single financial year without the prior approval of the Board of Trustees.

#### **6. Purpose**

With regard to the Trust, the Finance, Audit and Risk Committee is to maintain oversight of:

- Governance and statutory compliance
- Risk management
- Estates management monitoring
- Financial management and value for money
- External audit
- Internal audit
- Financial management statements, budgets and forecasts and annual statutory accounts.
- Treasury arrangements
- Health and Safety reports from the Competent Officers

In addition, the Committee will operate a Pay Review function to receive, review and make decisions on the remuneration of staff working across the Trust, with the exception of the CEO. The remuneration of the CEO will be considered by a pay review panel, with a recommendation, as appropriate made to the Board of Trustees.

## **7. Duties**

The duties of the Finance, Audit and Risk Committee are to:

- 7.1 Advise the Board of Trustees and the Accounting Officer on the adequacy and effectiveness of the areas highlighted within section 6. This advice will take the form of a verbal report accompanied by meeting minutes to the Board of Trustees.
- 7.2 Make recommendations to the Members of the Trust with regard to the appointment, re-appointment, dismissal and remuneration of the external auditor and internal auditor to enable the Trust Board Chair and CEO to sign the corporate governance statement in the annual accounts. This decision will be notified to the Board of Trustees.
- 7.3 Advise the Board of Trustees on an appropriate programme of work to be delivered by independent assurance provider, Internal Auditors. The programme of work will be derived from the Finance, Audit and Risk Committee's review of the key risks facing the Trust, the assurance framework and its duty to report to the Board.
- 7.4 Review the external auditor's annual planning document and approve the planned audit approach.
- 7.5 Receive reports from external auditor, internal auditor and other bodies, for example the Education, Skills and Funding Agency, and consider any issues raised, the associated management response and action plans. Where appropriate, reports should be referred to the Trust Board for action.
- 7.6 Regular monitoring of outstanding actions raising from both Internal and External Audit providers, ensuring any delays in implementing recommendations are reasonable.
- 7.7 Review the Trust Financial Regulations Handbook and in particular the financial procedures and scheme of delegation in line with Academies Financial Handbook, Accounts Direction and other ESFA guidance.
- 7.8 Review the Fraud Policy and ensure that all allegations of fraud or irregularity are investigated appropriately.
- 7.9 Consider any additional services delivered by the external auditor or other assurance provider and ensure appropriate independence is maintained.
- 7.10 Review the high level processes and procedures in place to manage the financial management within each Academy and Trust wide.
- 7.11 Refer to the Decision Matrix in Appendix 1 in the Scheme of Delegation for the comprehensive list of responsibilities defined under Finance, Audit and Risk Committee. To include approving the budget, virements, and disposal of assets.
- 7.12 To approve placement of existing funds on term deposits.
- 7.13 To review the Risk Register and devise suitable course of action.
- 7.14 Approve statutory policies.
- 7.15 To scrutinise the approve the Trust's central cost functions and cost allocation.

## **8. Administration**

The Finance, Audit and Risk Committee will meet at least four times usually at least two weeks in advance of the Board of Trustees. In addition, the following requirements will be met:

- The Chair of the Finance, Audit and Risk Committee will be a Trustee of the Trust
- The Accounting Officer, Chief Finance and Operations Officer and any other paid staff will have no voting rights and cannot Chair the Committee
- Agendas will be agreed in advance by the Chair of Finance, Audit and Risk Committee, with all required papers and reports circulated at least five working days in advance of the meeting.



## **APPENDIX 7.**

### **CODE OF PRACTICE FOR MEMBERS, TRUSTEES AND GOVERNORS**

- No trustee or governor can act on her/his own without proper authority from the full trust board or governing body;
- All trustees and governors carry equal responsibility for decisions made by their board, and
- Although appointed through different routes (e.g. co-opted, parent or member appointed), the overriding concern of all trustees and governors has to be the welfare of the trust as a whole.

#### **General**

- We understand the purpose of governance to ensure;
  - Clarity of vision, ethos and strategic direction
  - Hold the headteachers to account for the educational performance of the schools, their pupils, and the performance management of staff
  - Oversee the financial performance of the school and make sure its money is well spent
- We are aware of and accept the Nolan seven principles of public life (listed below).
- We accept that we have no legal authority to act individually, except when given the delegated authority to do so, and therefore we will only speak individually when we have been specifically authorised to do so.
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer.
- We will encourage open government and will act appropriately.
- We accept collective responsibility for all decisions made by the members, trust board and the local governing body or its delegated agents. This means that we will not speak against majority decisions outside the governing body meeting.
- We will consider carefully how our decisions may affect the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our trust, our actions will reflect this.
- We will strive to uphold the Trust's reputation in our private communications (including social media).
- In making or responding to criticism or complaints affecting the trust we will follow the procedures established by the trust.

#### **Commitment**

- We acknowledge that accepting office in a governance role involves the commitment of significant amounts of time and energy.
- If acting as directors, we will not go beyond our duties or act outside of the powers of authority conveyed on us, and acknowledge that were we to do so we could be held liable to the school and/or third parties.
- If acting as trustees, we accept that we may be held responsible up to the limit in the articles of association, were the school/trust to go bankrupt.
- We will make full efforts to attend all relevant meetings and where we cannot attend explain in advance in full why we are unable to.
- We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocols.
- We will get to know the trust well and respond to opportunities to involve ourselves in academy activities.
- Any visits to academies will be arranged in advance with the staff and undertaken within the framework established by the trust and agreed with the Headteacher.
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training
- We are committed to actively supporting and challenging the Headteachers.

## **Relationships**

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other governors.
- We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times.
- We are prepared to answer queries from other governors in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We recognise that the roles of members, trustees, governors, staff member and volunteers in academies are different. Where I am also a staff member and/or volunteer in school I will maintain the separation of my roles.
- We will seek to develop effective working relationships with the Headteacher, staff and parents, the local authority and other relevant agencies and the community.

## **Confidentiality**

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside the academies.
- We will exercise the greatest prudence at all times when discussions regarding school business arise outside a governing body meeting.
- We will not reveal the details of any governing body vote.
- We will ensure confidential papers are held and disposed of appropriately.
- We will maintain confidentiality even after we leave office.

## **Conflicts of interest**

- We will record any pecuniary or other business interest that we have in connection with any aspect of the trust in the Register of Business Interests (that will be published on the website).
- We will declare any pecuniary interest - or a personal interest which could be perceived as a conflict of interest - in a matter under discussion at a meeting and offer to leave the meeting for the appropriate length of time.
- We will act in the best interests of the trust as a whole and not as a representative of any group.
- We accept that in the interests of open governance, our full names, dates of appointments, terms of office, role on the trust or local governing bodies, attendance records, relevant business and pecuniary interests, category of governor /trustee and the body responsible for appointing us will be published on the website.
- We accept that information relating to board/local governing body members will be collected and recorded on the DfE's national database of governors/trustees (Get information about schools), some of which will be publicly available.

## **Breach of this code of practice**

- If we believe this code has been breached, we will raise this issue with the chair and the chair will investigate; the trust board or governing body should seek to resolve any difficulties or disputes constructively.
- Should it be the chair that we believe has breached this code, another trustee or governor, such as the vice chair will investigate.
- We understand that any allegation of a material breach of this code of practice by any trustee or governor shall be raised at a meeting of the trust board or governing body, and, if agreed to be substantiated by a majority of governors, shall be minuted and can lead to consideration of suspension or in some circumstances removal from the governing body.

## **The Seven Principles of Public Life**

*(Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations.)*

### **1. Selflessness**

Holders of public office should act solely in terms of the public interest.

### **2. 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 in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

### **3. Objectivity**

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

### **4. 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.

### **5. 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.

### **6. Honesty**

Holders of public office should be truthful.

### **7. Leadership**

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Trustees and governors will sign the Code at the first meeting of each school year.

### **Undertaking:**

As part of the governance of the trust I will always have the well-being of the children and the reputation of the school at heart; I will do all I can to be an ambassador for the academies and the

trust, publicly supporting their aims, values and ethos; I will never say or do anything publicly that would embarrass the Trust or the Academies.

Signed .....

Printed name .....

Date: .....