

EAST MIDLANDS ACADEMY TRUST

SCHEME OF DELEGATION AND TERMS OF REFERENCE

Introduction

East Midlands Academy Trust (“the Trust”) operates a family of schools¹. It is a company limited by guarantee and is an exempt charity which means that although it has the responsibilities that are placed upon charities it is not required to be registered with the Charity Commission or file documents there. The Trust is constituted under Articles of Association which set out the purposes (“Objects”) and powers of the Trust and how these are to be exercised. The Objects cannot be changed although they can be added to with the approval of the Secretary of State and the Charity Commission. The Objects are:-

to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum (“the mainstream Academies”) or educational institutions which are principally concerned with providing full-time or part-time education for children of compulsory school age who, by reason of illness, exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them (“the alternative provision Academies”) or 16 to 19

Academies offering a curriculum appropriate to the needs of its students (“the 16 to 19 Academies”) or schools specially organised to make special educational provision for pupils with Special Educational Needs (“the Special Academies”)

As a company limited by guarantee and to meet the requirements of company law the Trust has a dual governance level. It has

1. Members, the equivalent of shareholders in a commercial limited company, and
2. Trustees² who are the directors of the company and who together comprise the Trust Board (“TB”) and who report and are accountable to the Members. The TB has overall responsibility for the operation of the schools. It delegates functions that are specific to the individual schools to committees constituted as Local Governing Boards as prescribed by the Articles but described and referred to in this Scheme as Local Advisory Boards (“LAB”) and it delegates certain of its functions that relate to the Trust as a whole to other committees of the TB. The Chief Executive Officer (CEO) has delegated responsibility for the day to day operation of the Trust. The Chief Financial Officer (“CFO”) – who has the job title of Finance and Operations Director – has delegated responsibility for all financial matters subject to any direction from the CEO. Each school has a Headteacher (“HT”) who reports to the CEO and has delegated responsibility for the operation of the individual school.
3. An LAB may, but need not, have Trustees as members and the power of the TB to appoint LAB members (who have full voting powers) is unrestricted. In addition, the TB may appoint additional

¹ All schools within the Trust, including any free schools that may be formed, are academies but the Trust uses the term “school” rather than “academy”

2

² Trustees are the equivalent of governors in stand-alone maintained schools.

members (“AM”) of other committees on such terms as it thinks appropriate. Such members may be permitted to vote but no vote may be taken unless a majority of those attending the meeting at which the vote is taken are Trustees.

The Trust intends to operate on the basis that the LAB of schools that are graded Good or better by Ofsted will report directly to the CEO and the TB while schools that are graded below Good will normally be supported by an Academy Improvement Team (“AIT”) working under the overall direction of the CEO and the LAB will work with and report via the AIT. As and when further schools join the Trust their capacity will be assessed and where the school is graded below Good by Ofsted or the CEO acting reasonably considers that, if currently inspected, the school would not achieve a grade of Good or better an AIT will be set up. The existence of an AIT will be monitored at least annually and changes will be made where perceived to be necessary.

This document sets how those various responsibilities are delegated and how the various constituent parts of the Trust are required to operate. Appendix One shows the delegation process for a range of decisions that arise, Appendix Two identifies the policies that the Trust maintains, Appendix Three sets out the general requirements in relation to calling and attending meetings and voting, Appendix Four summarises the position relating to conflicts of interest and sets out the Nolan Principles and Appendix Five gives outline guidance on organisational aspects of governance.

Members

The Members have overall nominal responsibility for the Trust but they exercise their functions through the TB. Each Member guarantees to contribute £10 if the Trust were to become insolvent and be wound up – that is the “guarantee” implied by the term “company limited by guarantee”.

The main powers and duties of the Members in broad terms are:

1. To appoint and remove Trustees taking account of the competencies required by the DfE Competency Framework accessible at
<https://www.gov.uk/government/publications/governance-handbook>
2. Through a collaborative process to monitor and evaluate the performance of the TB
3. To maintain the Membership and to appoint Members
4. To approve any proposed changes to the Articles of Association
5. To receive the annual accounts of the Trust

Trustees

The Trustees are the directors of the trust and have a similar role to governors in a local authority-maintained school. As company directors their duties are to:-

act within their powers;

promote the success of the company;

- exercise independent judgment;
- exercise reasonable care, skill and diligence;
- avoid conflicts of interest;
- not to accept benefits from third parties; and
- declare any interest in proposed transactions or arrangements

Appendix Four sets out the Nolan Principles of public life and what is required of Trustees and Local Governors in relation to conflicts of interest.

Trust Board

The TB focuses on the three core functions of governance:

1. Ensuring clarity of vision, ethos and strategic direction;
2. Holding the CEO to account for the educational performance of the schools and their pupils, and the performance management of staff; and
3. Overseeing the financial performance of the Trust and making sure its money is well spent.

Composition:

Up to 12 Trustees appointed by the Members,

The CEO if the Members appoint and the CEO agrees to act. It has, however, been decided that the CEO will not be appointed as a Trustee but will be entitled to attend and speak at all meetings of the TB and of every committee (including every LAB)

Any Trustees co-opted by those Trustees who are not themselves co-opted Trustees.

Elected Parent Trustees (if any) as determined by the Members In certain circumstances³

Quorum: One-third of the total number of Trustees in post or 3 if higher

Meetings: At least three each year convened on seven clear days' notice except in emergency as determined by the Chair

Responsibilities retained by the TB

Deciding upon major strategic and legal aspects such as:

- Establishing a new school
- Discontinuing or merging existing ones

³ Namely, if there are no LABs or each LAB does not have provision for at least two parent local governors. Then the TB must contain at least 2 elected parent Trustees

- Disposal of land otherwise than for operational letting or hire purposes
- Recommending amendments to the Articles of Association

Adopting the strategic plan for the Trust which will include individual strategic plans for each school

General oversight of strategic and operational risk identification and management

Procurement requiring the publication of OJEU advertisements

Approving the overall budget for the Trust and its devolution to each academy

Approving the annual accounts of the Trust

Ensuring that all regulatory requirements are met

Recommending appointment of Members, Trustees and members of LAB and co-opting additional Trustees including conducting skills audits as required

Securing that all Trustees and members of LAB are appropriately trained

Approving all policies that the Trust by law is required to maintain. All policies originate from the CEO. A schedule of policies is attached as Appendix Two and shows where detailed consideration of each takes place and with whom consultation takes place

Determining each year the scheme of delegation and terms of reference including approving the membership of all committees

Determining admission arrangements for each school

Ensuring and monitoring compliance with Admissions Code

Establishing arrangements for independent appeals against refusals to admit pupils to an school

Establishing arrangements for independent review panels to review permanent exclusions

Appointment of:

- CEO
- CFO
- HT

Appointment of a Company Secretary or equivalent person having regard to the DfE Clerking Competency Framework accessible at

<https://www.gov.uk/government/publications/governance-handbook>

Chair's Emergency Powers

The Chair, or in the absence of the Chair the Vice-Chair, may take such action as the Chair may think fit to protect the interests of the Trust, any school within the Trust, any student or employee of the Trust or any other member of the school community in circumstances where in the opinion of the Chair it would not be reasonably possible to convene a meeting of the TB or a relevant Committee or LAB in the time necessary to protect such interests

Finance Committee

Composition: as determined by the TB

Quorum: as determined by the TB

Meetings: as determined by the TB

Delegated responsibilities:

Detailed consideration of the annual budget including consideration of

- The extent to which funds are retained for central services not directly related to individual schools
- The allocation of central funds for the purposes of each individual school, which will normally be based mainly but not solely on pupil numbers
- The allocation of funds to each individual school to be applied at the discretion of the HT

Monitoring the financial performance of the Trust and holding the CFO to account for this

Approving the Trust Financial Procedures Manual

Monitoring the use of the pupil premium and other earmarked or dedicated funds

Dealing with all aspects of premises other than in relation to personnel save to the extent that these may be delegated to a LAB

Detailed consideration of those policies within its remit

Audit and Risk Committee

Composition: as determined by the Trust Board but to include non-Trustee members

Quorum: as determined by the Trust Board

Meetings: as determined by the Trust Board

Delegated responsibilities:

To provide assurances to the TB that all risks are being adequately identified and managed with particular regard to

- Reviewing the risks to internal financial control

- o Agreeing a programme of work to address, and provide assurance on, those risks

To ensure that information submitted to DfE and ESFA that affects funding, including pupil number returns and funding claims completed by the trust and by constituent schools, is accurate and in compliance with funding criteria.

To secure that the outcome of the committee's work informs the governance statement that accompanies the trust's annual accounts and, so far as is possible, provides assurance to external auditors.

to consider the appointment of the external auditor, the audit fee and any questions of resignation or dismissal;

to discuss with the external auditor before the audit commences the nature and scope of the audit;

to develop and keep under review risk management and measurement strategies across the Academy Trust together with the procedures for monitoring the adequacy and effectiveness of those processes;

to review the action and implementation of risk management policy across the Academy Trust;

to consider the Academy Trust's risk profile relative to current and future Academy Trust strategy and identifying any such trends, concentrations or exposures and any requirement for policy change;

to receive and review risk management and relevant regulatory information and reports

to consider material breaches of the agreed risk limits, review the actions taken in response and to prevent a repeat occurrence;

HR Committee

Composition: as determined by the TB

Quorum: as determined by the TB

Meetings: as determined by the TB

Delegated responsibilities:

Monitoring all Human Resource aspects

Determination of staff pay and conditions

Performance management of CEO and CFO

Disciplinary, capability and grievance aspects relating to CEO and CFO and relating to other staff to the extent if at all provided for in relevant policies and procedures

Standards and Performance Committee

Composition: as determined by the Trust Board

Quorum: as determined by the Trust Board

Meetings: as determined by the Trust Board

Delegated responsibilities:

All aspects of the curriculum and curriculum delivery

Dealing with formal complaints to the extent provided for in the Trust complaints policy

Monitoring systems for assessing the quality of teaching

Monitoring student issues including behaviour and exclusions

Monitoring all aspects of SEN

Monitoring all aspects of safeguarding including British Values and the operation of the Prevent strategy

Monitoring educational outcomes including ASP

Monitoring all equality aspects including the Public Sector Equality Duty

Detailed consideration of those policies within its remit

CEO

Provide strategic and operational leadership of the Trust

Considering strategic risk elements and advising the TB

Performing the function of Accounting Officer in accordance with the Academies Financial Handbook

Responsible for the internal organisation management and control of each of the schools and specifically:

- Development of Trust-wide strategies and strategies for individual schools for Trust Board approval
- Determining and implementing curriculum provision and assessment
- Performance management (including progression) of all staff at HT level or below
- Appointment of all teaching staff at HT level or below
- Disciplinary, capability and grievance aspects relating to all staff other than CFO to the extent provided for in relevant policies and procedures

- Securing compliance with the Master Funding Agreement and each Supplemental Funding Agreement
- Ensuring the proper discharge of all statutory functions including in relation to admission appeals and reviews of permanent exclusion
- Ensuring that staff and local governors engage effectively with their local community and that the effectiveness of such engagement is reported to the Trust Board
- Appointing, managing and directing any Academy Interim Board established in relation to one or more schools

Reporting termly to the Trust Board and otherwise as required by the Trust Board

Subject to any requirement to withdraw where a conflict of interest arises the CEO is entitled to attend every meeting of the Trust Board, any committee of the Trust Board and any LAB and committee of any LAB

CFO

Provide financial leadership of the Trust

Secure financial probity and value for money including compliance with the Academies Financial Handbook

Prepare and maintain the Trust's Financial Procedures Manual

Prepare and maintain the Risk Register

Prepare budget for the Trust, including allocation of funds for centrally-maintained services, determining envelope of funding allocated to individual schools and determining sums to be delegated to each LAB for local spending, for Trust Board approval

Appointment of all non-teaching staff

Reporting termly to Finance Committee

Subject to any requirement to withdraw where a conflict of interest arises the CFO is entitled to attend every meeting of the Trust Board, any committee of the Trust Board and any LAB and committee of any LAB

HT

Responsible for the internal organisation management and control of the specific school

Management of any element of the budget delegated to the specific school

Such other duties as may be delegated by the CEO

Subject to any requirement to withdraw where a conflict of interest arises the HT is entitled to attend every meeting of the LAB and committee of any LAB relating to the specific school

Academy Improvement Team (AIT)

The decision to create an AIT for any school or groups of schools will be a decision of the TB. Any AIT will be set up by the CEO, who will consult with the TB in relation to its membership, and will have such responsibilities as the CEO may determine. The terms of engagement of members, including any remuneration, will be determined by the TB acting through the Finance and HR committees as appropriate. The AIT will report to the CEO as the CEO may require and the Chair of the AIT will report personally to the TB as the TB may direct.

In addition to any responsibilities delegated by the CEO an AIT will be responsible for the following:-

In collaboration with the HT and CEO

Monitoring and reporting to the Trust Board on the overall performance of the school and progress against the SDP

Monitoring of educational outcomes in the school

Monitoring all aspects of safeguarding, SEN, equality and student welfare

Monitoring all aspects of risk in relation to the school

Advising the CEO and TB of any local concerns or issues likely to affect the performance, reputation or public perception of the school

Liaising with the Trust Board, CEO and CFO on all aspects of policy setting as they may respectively require

Responding as necessary to any consultation by the TB, CEO and CFO

Local Advisory Boards

Note: all decisions taken under delegated authority MUST be reported to the next available Trust Board meeting. This should routinely be done by way of a minute of the decision or of the meeting at which the decision was taken.

Composition: unless otherwise determined by the TB, two elected parent local governors, one elected staff local governor, up to five members appointed by the TB and up to two local governors co-opted by those local governors who are not themselves co-opted local governors. No co-opted local governor shall be a member of the SLT of any school within the Trust

Quorum: as determined by the TB

Meetings: as determined by the TB

Delegated responsibilities:

Reporting to the Trust Board on the overall performance of the school

Determination of the annual spend of any part of the Trust budget delegated to be managed by the school

Monitoring of educational outcomes in the school

Monitoring all aspects of safeguarding, SEN, equality and student welfare

Monitoring and managing all aspects of risk in relation to the school in collaboration with the HT and CFO

Dealing with the regulatory requirements of admissions and exclusions through designated committees of the LAB

Liaising with the Trust Board, CEO and CFO on all aspects of policy setting as they may respectively require

Arranging election of elected members of the LAB in accordance with the Articles of Association

Standards and Performance Sub-Committee of the LAB

Composition: as determined by the TB but the LAB may appoint up to two additional members who are not employees of the Trust.

Quorum: as determined by the TB

Meetings: as determined by the TB

Delegated responsibilities in relation to the specific school:

All aspects of the curriculum and curriculum delivery

Dealing with formal complaints to the extent provided for in the Trust complaints policy

Monitoring systems for assessing the quality of teaching

Monitoring student issues including behaviour and exclusions

Monitoring all aspects of SEN

Monitoring all aspects of safeguarding including British Values and the operation of the Prevent strategy

Monitoring educational outcomes including ASP

Monitoring all equality aspects including the Public Sector Equality Duty

Detailed consideration of those policies within its remit

Admissions Sub-Committee of the LAB

Composition: All LAB members and such others as may be appointed by the Trust Board

Quorum: 2 for decisions on individual admission applications, 3 for all other meetings

Meetings: As required on seven days' notice other than meetings to determine individual admission applications which may be convened without notice

Outline of responsibilities:

To advise the Trust Board on any aspects of admissions and the admission arrangements for the school that may be relevant including reporting on admission patterns and matters of concern

To respond when required by the Trust Board to any proposal to amend the admission arrangements

To manage any local consultation required in relation to any proposed amendment to the admission arrangements or otherwise to secure compliance with the Admissions Code

To consider and decide upon each application for a place at the school in question including reviewing and confirming the ranking of applications as advised by the local authority at the points of normal entry to the school, i.e. (depending on the school) at Year R, Year 3, Year 7 and Year 12

Pupil Exclusions Sub-Committee of the LAB

Composition: All LAB members other than employees of the Trust and such others as may be appointed by the Trust Board

Quorum: 3

Meetings: In accordance with statutory requirements

Outline of responsibilities:

To consider all parental representations in relation to any pupil exclusion

To meet to review all fixed period exclusions individually or in aggregate in excess of five days and all permanent exclusions whether or not parents make representations or exercise the right to attend

General Power to Sub-delegate

The LAB may sub-delegate any of its other functions to a sub-committee of the LAB or to an individual local governor or to the HT

Appendix One**TABLE OF DELEGATION****Part one****Decisions always reserved to Trust Board or Members of the Senior Executive Team**

Key:

M: Members

TB: Trust Board

TBC: Trust Board Committee. The letter in the relevant column indicates the TB committee in question, namely

F = Finance Committee

AR = Audit and Risk Committee

HR = HR Committee

SP = Standards and Performance Committee

CEO: Chief Executive Officer ("CEO")

CFO: Chief Financial Officer ("CFO")

C: Clerk ("C")

COLUMN MARKED Action to be undertaken at this level. Where more than one column is marked, the decision is taken at the higher level following consultation at the other marked levels

Key Function	Task	M	TB	TBC	CEO	CFO	C
Governance	Approve changes to the Governance structure, Terms of Reference, Schemes of Delegation		X				
	Approve changes to the Articles or Funding Agreement (with EFA approval sought)	X					

Key Function	Task	M	TB	TBC	CEO	CFO	C
	Appoint and remove the Chair and Vice Chair of the Board		X				
	Establish Trust committees		X				
	Establish LAB committees		X				
	Appoint and remove the Chairs of Committees		X				
	Appoint and remove the Chairs of Local Governing Bodies		X				
	Appoint and remove Trust Board members including carrying out Trust Board skills audit	X					
	Approve the appointment of Clerk		X				
	Review performance of the Board	X	X				
	Review performance of Board committees and LGBs		X				
	Review committee membership to ensure each have a diverse and appropriate skill set		X				
	Ensure access to training for TB and LAB members and monitor take-up		X				
	Change of Trust name	X					

Key Function	Task	M	TB	TBC	CEO	CFO	C
Finance	Approve Financial Scheme		X				
	Scrutinise all schools' budgets for the financial year					X	
	Approve the overall Trust budget for financial year		X				
	Review the Trust budget throughout the financial year			F			
	Review all schools' budgets throughout the financial year			F			
	Allocation of budgets to each school			F			
Staff & Performance Management	Local spend decisions					X	
	Appoint the CEO		X				
	Appoint HT				X		
	Appoint other staff				X	X	
	Performance review of CEO			HR			

Key Function	Task	M	TB	TBC	CEO	CFO	C
	Suspend the CEO, CFO or HT (in accordance with policies and procedures)		X ⁴				
	End the suspension of the CEO, CFO or HT (in accordance with policies and procedures)		X				
	Dismiss the CEO, CFO or HT (in accordance with policies and procedures)		X				
	Appointment/dismissal of other staff (in accordance with policies and procedures)				X	X	
	Propose staff, HR, pay, performance and disciplinary policies				X	X	
	Implementation of capability policy (in accordance with policies and procedures)				X	X	
	Approve staff, HR, pay, performance and disciplinary policies			HR			
	Approve changes to school staffing structures including recruitment and terms and conditions (within agreed budget)				X	X	
	Approve changes to school staffing structures including recruitment and terms and conditions (outside of agreed budget)			F and HR			
	Approve redundancies and staff restructures			HR			

⁴ Acting by the Chair of Trustees, if necessary in accordance with emergency powers

Key Function	Task	M	TB	TBC	CEO	CFO	C
Performance & Curriculum	Approve appointments of central Trust posts				x	x	
	Propose Trust and School Development Plans				x		
	Approve Trust and School Development Plans			SP			
	Review progress against Trust Development Plan			SP			
	Review progress across against all School Development Plans			SP			
	Propose Trust 3 year Strategic Plan				x		
	Approve Trust 3 year Strategic Plan		x				
	Propose the Trust 1 year business plan				x	x	
	Approve the Trust 1 year business plan		x				
	Approve school curriculum plans			SP			
Pupil Welfare,	Monitor all aspects of pupil welfare and safeguarding across the Trust			SP			
Safeguarding Discipline	Approve pupil behaviour policies			SP			

Key Function	Task	M	TB	TBC	CEO	CFO	C
and Exclusions	Monitor implementation of pupil behaviour policies			SP			
	Review of exclusions in accordance with statutory requirements (via LAB exclusions sub-committee)		X				
	Establish Independent Review Panels for permanent exclusions		X				
	Review permanent exclusion on reference from Independent Review Panel (via LAB exclusions sub-committee)	X					
Admissions	Approve admissions policy		X				
	Admissions application decisions (via LAB admissions sub-committee)		X				
	Establish Independent Admission Appeal Panels		X				
Premises & Insurance	Propose premises-related policies					X	
	Approve premises-related policies		X				
	Propose school premises & capital strategy				X	X	
	Approve a school premises & capital strategy		X				

Key Function	Task	M	TB	TBC	CEO	CFO	C
Health & Safety	Approve appropriate insurance cover for all schools in the Trust				X	X	
	Propose Health & Safety Policy for the Trust to include all schools				X	X	
	Approve Health & Safety Policy for the each individual school						
	Monitor implementation of H&S Policies				X		
	Develop Risk Management Plan for the Trust				X	X	
	Approve Risk Management Plan for the Trust			AR			
	Develop Risk Management Plan for each individual school				X	X	
	Approve Risk Management Plan for each individual school			AR			
	Report on Risks to Board			AR			
	Develop Asset Management policy and plan for the Trust				X	X	
Approve Asset Management policy and plan for the Trust			F				
Develop Asset Management policy and plan for each individual school				X	X		

Key Function	Task	M	TB	TBC	CEO	CFO	C
School Organisation	Approve Asset Management policy and plan each individual school			F			
	Approve times of school day and dates of school terms and holidays				X		
	Extended services on site					X	
	School uniform				X		
	Trust website						X
	School website						X
Policies	Propose all policies listed in Appendix Two not referred to previously				X		
	Approve all policies listed in Appendix Two not referred to previously		X				
	Establish all operational policies				X		

Part Two

Decisions that may be delegated to Local Advisory Boards or reserved to the Trust Board or a Committee of the Trust Board

Note that this table includes all decisions other than those which should always be reserved to the Trust Board.

Key:

TB: Trust Board

TBC: Trust Board Committee. The letter in the relevant column indicates the TB committee in question, namely

F = Finance Committee

AR = Audit and Risk Committee

HR = HR Committee

SP = Standards and Performance Committee

LAB: Local Advisory Board

CEO: Chief Executive Officer (“CEO”)

CFO: Chief Financial Officer (“CFO”)

HT: School Headteacher (“HT”)

COLUMN TICKED: Action to be undertaken at this level. Where more than one column is marked, the decision is taken by whichever is the higher of the TB Committee, the CEO or the CFO as the case may be following consultation at the other marked levels

Key Function	Task	TB	TBC	LAB	CEO	CFO	HT
Finance	Local spend decisions			X		X	X
Staffing	Participate in appointment of school leadership			X	X		X

Key Function	Task	TB	TBC	LAB	CEO	CFO	HT
Performance & Curriculum	Participate in appointment of other staff (as required by CEO)			X	X	X	X
	Review progress against School Development Plan			X			X
	Propose the school curriculum plan			X	X		X
	Approve the school curriculum plan		SP	X			X
	Propose pupil premium plan			X	X		X
	Approve pupil premium plan		SP	X	X		X
	Monitor application of pupil premium plan			X	X		X
	Review pupil premium plan		SP	X	X		X
Pupil Welfare, Safeguarding Discipline and Exclusions	Propose pupil behaviour policies			X	X		X
	Monitor implementation of pupil behaviour policies			X	X		X
	Monitor all aspects of safeguarding and pupil welfare including safer recruitment			X	X		X
	Monitor all aspects of SEN						

Key Function	Task	TB	TBC	LAB	CEO	CFO	HT
	Review of exclusions in accordance with statutory requirements (via LAB exclusions sub-committee)			X			
	Review permanent exclusion on reference from Independent Review Panel (via LAB exclusions sub-committee)			X			
Admissions	Consult annually before setting an Admissions Policy			X			
	Propose admissions policy			X	X		
	Admissions application decisions (via LAB admissions sub-committee)			X			
Health & Safety	Propose school-specific aspects of the Trust Health & Safety Policy			X	X	X	X
	Monitor implementation of H&S Policy			X		X	X
	Monitor Risk Management Plan for the school			X	X	X	X

Part Three

The Trust Financial Procedures Manual

Appendix Two

Policies maintained by the Academy Trust requiring Trust review and adoption

Note: all required policies are initiated by CEO at the direction of CEO. All policies are to be reviewed every three years unless shown otherwise or a change of legislation, DfE requirements or policy requires a sooner review. The Trust Board will set a review timetable to secure a rolling cycle of review.

This Appendix only specifies policies that are required under statute or are referenced in statutory guidance or the Academies Financial Handbook. The Trust will maintain other operational policies as determined from time to time by the TB or CEO

CURRICULUM AND PUPIL-RELATED POLICIES

Admissions arrangements

Review frequency: Arrangements to be determined annually. Any changes must be consulted on and where no changes are made, consultation is required at least every seven years

Charging and remissions

Child welfare and safeguarding policy and procedures

Review frequency: Annually

Pupil Premium

School behaviour including exclusions

Sex education

Special educational needs

Review frequency: The SEN Information Report should be updated annually and any changes to the information occurring during the year should be updated as soon as possible

Supporting pupils with medical conditions

STAFFING POLICIES

Allegations of abuse against staff

Restructuring and redundancy

Staff discipline, conduct and grievance

Whistle-blowing

Central Record of Recruitment and Vetting Checks

FINANCE AND RELATED POLICIES

Accessibility plan

Asset Management

Health and safety

GOVERNANCE POLICIES

Complaints

Data Protection

Equality information and objectives (public sector equality duty) statement for publication

Review frequency: Every four years and publish information annually

Freedom of Information

Register of business interests

Review frequency: Ongoing requirement to keep updated

Scheme of Delegation and Terms of Reference

Review frequency: Annually

School information published on a website

Review frequency: Live – must be updated as soon as possible after a change and at least annually

APPENDIX THREE

Provisions relating to meetings and voting

NB. The Articles contain very detailed provisions regarding the calling of meetings, how they are conducted and voting. What follows is a brief summary and reference should be made to the Articles if particular questions arise.

Calling meetings

Meetings of Members and of Trustees are convened by the Clerk.

Meetings of Members

Members must hold an Annual General Meeting each year. The Trustees decide when and where the meeting is to take place and the Trustees may also call a General Meeting if required. This would normally be to decide on the appointment or removal of Trustees or the amendment of the Articles. The Trustees must call a General Meeting if the Members require them to do so.

14 clear days' notice must be given, i.e. for a meeting to be held on a Thursday notice must be given on or before the Wednesday two weeks before. However, shorter notice can be given if agreed to by a majority of Members having at least 90% of the right to attend and vote. That means that unless there are 10 Members, a meeting can only be called on short notice if all agree.

The notice of the meeting must state time and place of the meeting and should indicate in general terms what business is to be discussed. It should also state to right to appoint a proxy.

There must be a quorum present – normally specified in the Articles as two people entitled to attend and vote. Although all Trustees are entitled to attend and speak at any Members' meeting they are not entitled to vote and therefore those Trustees who are not also Members do not count in the quorum.

The Members present appoint the chair of the meeting. There is no formal position of Chair of the Members.

Meetings of Trustees

The Trustees must meet at least three times in each school year.

The Chair (or vice-Chair in the absence of the Chair) and any three Trustees may require the Clerk to convene a meeting at any time and the Clerk must convene it as soon as reasonably practicable.

Seven clear days' notice, together with the agenda, must be given i.e. for a meeting to be held on a Thursday notice must be given on or before the Wednesday one week before, but the Chair (or vice-Chair in the absence of the Chair) can direct shorter notice on the grounds of urgency.

There must be a quorum present which is normally whichever is the greater of three Trustees or one-third (rounded up) of the total number of Trustees holding office at the time – i.e. don't count

vacant positions. The quorum required for a vote to remove a Trustee or to remove the chair is two-thirds of those present and entitled to vote. Note that there are special procedures set out in the Articles that have to be followed to remove the chair or vice-chair from office.

What is a Meeting?

Under the Articles, the definition of a meeting covers not just the situation when all are present but also a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation and telephone conferencing. In other words, a meeting can be convened with people taking part remotely. That covers meetings of the Members (which usually will only rarely be needed) and the more regular meetings of the Trust Board. Members may also “attend” Members’ meetings by giving another person a proxy vote but Trustees and LAB members cannot do this.

The condition for being entitled to attend remotely is that the person concerned has given notice of the intention to do so by giving appropriate contact details at least 48 hours before the meeting. Of course, this also depends on having the necessary equipment! Note that this is a right that an individual Trustee has. The other Trustees can agree not to insist on the 48 hours’ notice.

There is also a provision under which a resolution of the Trustees that all Trustees agree with can be passed by getting each Trustee to sign a copy of the resolution and without having to hold a physical meeting – you can have several copies as long as, in total, every Trustee has signed.

Note that there is no provision for making decisions by email or by separate telephone conversations.

Generally

So far as LABs are concerned, the Trust Board can specify the procedures to be adopted. Normal good practice indicates that LABs should follow the same rules. Again, as a matter of good practice all meetings of Members, Trustees, LABs and their respective committees should be clerked. This is especially important in relation to exclusion reviews.

All meetings should be minuted. Minutes should be concise and impersonal. They should record the topics discussed, the main points raised, the conclusions reached and, briefly if appropriate, the reasons for decisions. Where questions and answers need to be minuted as evidence of challenge, it is better practice that the questioner is not identified but the respondent should be.

Reporting back should be by way of tabled minutes. All decisions taken under delegated authority (which **does not** extend to internal organisation management or control of the AT or any constituent school) must be reported also to the next Trust Board meeting. Minutes of those decisions should, therefore, be reported to the Clerk who will ensure that they are tabled for the AT.

APPENDIX FOUR

Conflicts of Interest and The Nolan Principles

Conflicts of Interest

Trustees and all who have delegated responsibility are required to ensure that no conflict of interest arises. They are required to disclose and declare any business interests. The current Articles provide:-

“Any [Trustee] who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a [Trustee] shall disclose that fact to the [Trustees] as soon as he becomes aware of it. A [Trustee] must absent himself from any discussions of the [Trustees] in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).”

A “Personal Financial Interest” is defined in Articles 6.5 to 6.9 and is widely drafted to include companies in which the Trustee has an interest as well as interests of family members and those with whom the Trustee has business or other close relationships

The Nolan Principles

All Trustees and those with delegated responsibility are required to observe the Nolan Principles which are:-

1. Selflessness

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

2. Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

3. Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

4. Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

5. Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

6. Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

7. Leadership

Holders of public office should promote and support these principles by leadership and example.

GOVERNANCE ORGANISATION AND FUNCTIONALITY

Good governance depends on efficient organisation and systematised reporting. Key to this is a properly qualified Company Secretary or equivalent who has overall responsibility for organising meetings and arranging the clerking of all governance levels from Member meetings to LAB sub- committees. The function of anyone clerking a meeting is to provide impartial advice on legal and procedural aspects that arise at the meeting or to procure such advice from the Trust's advisors and report accordingly. Clerks at all levels, therefore, need to have appropriate skills in accordance with the DfE Clerking Competency Framework.

The following principles should be followed:-

1. This Scheme of Delegation must be reviewed annually at the first TB meeting of the academic year and all committee and LAB appointments confirmed. Decisions are not validly taken unless the delegation chain is clear.
2. A programme of meetings at all levels should be set for the whole academic year. The timing of meetings should take into account
 - a. When and by whom time-bound decisions, e.g. budget-setting, approval of accounts, setting of admission arrangements, determination of pay, need to be made
 - b. Sufficient time for consideration of reports by those to whom decisions are to be reported
 - c. Sufficient time for preparation of papers for decision-makers to consider.
3. Due notice of meetings should be given with an agenda and accompanying papers. The tabling of papers at a meeting is poor practice and should be avoided except in emergency. It is the responsibility of professional staff whose function includes reporting to Trustees or Local Governors to ensure that papers produced by them are available for circulation in good time
4. All meetings should be minuted. Minutes
 - a. Should not be verbatim
 - b. Except in relation to professional staff, should not identify individuals unless that is necessary in the context of the discussion that is noted
 - c. Should be concise, setting out the subject of the discussion, the main points raised, the responses to challenge where that is material, the decision reached and, where relevant, a brief note of the reasons
 - d. Should be written up in draft and submitted to the chair of the meeting within 10 working days of each meeting
 - e. Should be approved by the chair within 5 working days whenever practicable
 - f. Should be sent once approved by the chair by way of report to the chair of the TB or the chair of the relevant TB committee according to where the reporting line is.

- g. Should be formally approved at the next meeting of the TB or committee in question and any amendments noted.
- 5. Minutes of meetings of committees form part of the paperwork of the body to which the committee reports and must be circulated to all members of that body. Where that body meets before the minutes in question have been formally approved under 4 g. above, they should be clearly marked as drafts and the approved version should be circulated subsequently if material changes have been made.
- 6. It is the responsibility of the Clerk to ensure that all publication requirements are met