



EMPOWER

LEARNING ACADEMY TRUST

SCHEME OF DELEGATION

EFFECTIVE DATE: 1st SEPTEMBER 2017

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1. INTRODUCTION

- 1.1 **Empower Learning Academy Trust** (referred to herein as the “**Trust**”) was established on 12 July 2011. The Trust is a multi-academy trust capable of operating and maintaining a number of academies (each an “**Academy**” and together the “**Academies**”).
- 1.2 The Trust is both a company limited by guarantee and an exempt charity, regulated by the Secretary of State for Education, who acts as the principal regulator.
- 1.3 The Trust’s constitution and its charitable objective is set out in its Memorandum and Articles of Association (“**Articles**”).
- 1.4 Trustees have an overriding duty to act freely and in the best interest of the Trust and the Academies at all times.
- 1.5 The purpose of this Scheme of Delegation is to provide operating clarity as to the roles, responsibilities and authority of those who contribute to the governance and oversight of the Academies and the Trust itself. This Scheme of Delegation is subsidiary to the Articles, the Funding Agreement(s) and all schools/academies legislation.
- 1.6 The Trustees reserve the right (in their absolute discretion) to review and alter this Scheme of Delegation and the level of delegated responsibility at any time, and will be formally reviewed for its effectiveness at least every two years.
- 1.7 In so far as the Trustees are able they agree to abide by the provisions of it and will consult with those herein affected on any significant changes.
- 1.8 The Effective Date of this Scheme of Delegation is [1st September 2017].

2. VISION AND VALUES

2.1 Vision

2.1.1 The Trustees are responsible for setting the vision of the Trust.

2.1.2 The Trust's vision will be set and reviewed following wide consultation within the Trust and with other stakeholders. The vision will be reviewed at least every three years. Each Academy will set its own vision, which will be specific to its own circumstances and will build upon the vision of the Trust.

2.1.3 The current vision of the Trust is available on the Trust's website and displayed and available at each Academy within the Trust.

2.2 Values

2.2.1 The Trustees are responsible for setting the values of the Trust.

2.2.2 Each Academy can set its own values, which will be more specific to its own circumstances but will embrace the values of the Trust.

2.2.3 The values of the Trust are available on the Trust's website and displayed and available at each Academy within the Trust.

3. ACCOUNTABILITY: GOVERNANCE AND MANAGEMENT STRUCTURES

3.1 Overall Structure

- 3.1.1 The Trust is a company limited by guarantee. It has no shareholders,
- 3.1.2 The highest tier of oversight is provided by the “**Members**” who, through general meetings, are the guardians of the Trust, its purpose and welfare. Each Member’s liability is limited to £10 and, in view of the limited liability and therefore scope for accountability, they have limited governance and no day to day management responsibilities. The Members will generally comprise of a maximum of 2 Trustees on the Trust Board and 3 further independent appointments, i.e. not individuals who are also Trustees.
- 3.1.3 The next tier of oversight is provided by the “**Trustees**”. Trustees are appointed/ratified by the Members to whom they report. They are trustees for charity law purposes and also 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, 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 Agreement(s) to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Trust. The Trustees meet as a board of Trustees, generally known as the “**Trust Board**”. All Trustees have the same responsibility to act in the best interests of the Trust and the Academies, irrespective of any other role they may undertake within the Academy.
- 3.1.4 The Trust Board will oversee the management and administration of the Trust and the Academies run by the Trust and herein delegates authority and responsibility to others.
- 3.1.5 The main delegation will be:
- 3.1.5.1 to the “**Chief Executive Officer**”, who will be responsible for the day to day management of the Trust and the Academies. The Chief Executive Officer will be appointed by the Trust Board and report directly to it.
 - 3.1.5.2 to “**Trust Board Committees**” or “**Working Groups**” of the Trust Board, who will act either in a permanent capacity (the permanent committee structure (Appendix 1) and main terms of reference are laid out in Appendices 4-7). or a temporary capacity where the terms of delegation will be determined by the Trustee Board on an ad hoc basis.
 - 3.1.5.3 to a “**Local Governance Committee**” for each Academy to undertake elements of the Trustee Board’s role of strategic direction and oversight at a

local level. Each Local Governance Committee is accountable to the Trust Board in relation to any matter delegated to it. The duties, responsibilities and authorities of each Local Governance Committee may vary between Academies as determined by the Trust Board in consultation with the Chief Executive Officer.

3.1.5.4 to a “**Headteacher**” through the formal delegation of powers from the Trust Board through the Chief Executive Officer. The operation of each Academy will be managed by a Headteacher. The duties, responsibilities and authorities of a Headteacher may vary as between Academies as determined by the Chief Executive Officer in consultation with the Trust Board. A Headteacher will report directly to the Chief Executive Officer.

3.2 **Role of the Members**

3.2.1 The role of the Members is laid out in the Articles and in company law. Their role is that of guardians of the constitution, ensuring the charitable object is fulfilled and to conduct oversight of the Trust Board. Members have limited governance and no day to day management responsibilities.

3.2.2 The Members’ key responsibilities are:

3.2.2.1 to ensure the Objects of the Trust are met;

3.2.2.2 to receive the Annual Report (prepared by the Trustees) at a General Meeting of the Trust;

3.2.2.3 to appoint the Trusts’ auditors

3.2.2.4 to determine the Trust’s constitution by adopting the company’s Articles; and

3.2.2.5 to exercise either a direct power under the Articles or a statutory power under the Companies Act 2006 to appoint and remove Trustees (noting any powers delegated by the Members to the Trust Board to make such appointments and removals).

3.2.3 Notwithstanding any provision of the Articles, the Members have formally delegated to the Trustees a power and responsibility to appoint and remove Trustees, and such appointments will be ratified at the next General Meeting of the Members. Any removal by the Trust Board of a Trustee appointed or ratified by the Members can only be undertaken by majority vote in general meeting or by written resolution of a majority of the Members.

3.3 **Role of the Trustees and the Trust Board**

- 3.3.1 The Trustees have overall responsibility and ultimate decision making authority for all the work of the Trust.
- 3.3.2 The Trust Board will set the strategic direction of the Trust, maintain legal oversight, monitor all activities, assess the performance of the Academies and establish & review material policies and practices governing the life of the Academies.
- 3.3.3 The specific tasks and responsibilities of the Trust Board are as follows:
 - 3.3.3.1 to determine the vision and ethos of the Trust whilst acknowledging the uniqueness of each individual Academy and the needs of the communities they serve;
 - 3.3.3.2 to, in conjunction with the Chief Executive Officer, develop a strategic plan for the Trust and to ensure the effective communication of that plan so it can be implemented across the Trust and in all the Academies;
 - 3.3.3.3 to establish and maintain the Academies (including considering expansion of the Trust by taking existing schools into the Trust or opening new schools).
 - 3.3.3.4 to determine and ensure the implementation of material policies and procedures which it is intended will achieve a consistently high standard of education and financial prudence across all areas of the Trust;
 - 3.3.3.5 to make or ratify suitable appointments of individuals who serve or will serve on the Local Governance Committees, including removing such individuals who fail to fulfil the expectations of the role;
 - 3.3.3.6 to approve the overall Trust budget and the budgets of each Academy, having regard to any recommendations of the **Finance and Audit Committee** who will be responsible for conducting a thorough review of all budget proposals;
 - 3.3.3.7 to formally appoint the Chief Executive Officer and, unless otherwise delegated, any principal, headteacher or deputy headteacher of an Academy;
 - 3.3.3.8 to provide challenge and support to the Chief Executive Officer, the Local Governance Committee, Headteachers and the leaders of the functions delivered by the educational Services Team;
 - 3.3.3.9 to set goals and undertake the performance management of the Chief Executive Officer;

- 3.3.3.10 to ensure that the Chief Executive Officer is effectively overseeing the objectives and outcomes of each of the Academies;
- 3.3.3.11 to ensure appropriate performance management systems are in place and are effective across the Trust and are accompanied by relevant programmes for the professional development of all staff;
- 3.3.3.12 to approve the vision, ethos and strategic plan of each Academy;
- 3.3.3.13 to receive regular written reports from Local Governance Committees;
- 3.3.3.14 to oversee the delivery of the benefits that collaborative working, common approaches and common systems will bring across the Academies;
- 3.3.3.15 to ensure that the Trust operates effective health & safety systems and procedures (including safeguarding);
- 3.3.3.16 to ensure there are robust financial systems and procedures in place that are adhered to by the Trust and each Academy (using periodic internal audits to provide such assurance);
- 3.3.3.17 to oversee the performance and delivery of any service provided by the Trust to the Academies;
- 3.3.3.18 to act as the ultimate decision maker in relation to any appeals by staff following disciplinary or grievance procedures;
- 3.3.3.19 to ensure proper advice is available to the Trust in relation to legal and compliance matters;
- 3.3.3.20 to ensure a comprehensive risk management framework and appropriate risk management strategies are put in place and maintained across the Trust.

3.3.4 The **Role Profile and Code of Conduct and Role Responsibilities for Trustees** are set out in Appendices 3 & 4.. 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. An annual skills audit will be undertaken in which Trustees will be asked to articulate their contribution to the success of the Trust and the Academies during the period of review.

3.3.5 The organisation of the Trust Board is set out in the Articles of Association which determine the minimum meeting frequency, quorum and the process for appointment of a Chairman and Vice-Chairman of the Trust Board. In summary, the Trust Board is required to meet at least 3 times a year and the quorum for any meeting is the greater of 3 or a third of the Trustees appointed at any one time.

3.4 **The Role of the Chairman of the Trust Board**

- 3.4.1 The Chairman of the Trust Board (“**Chairman**”) has a fundamental role in leading the business of the Trust and as a fulcrum between the Trustee Board and the Chief Executive Officer.
- 3.4.2 The Chairman is first amongst equals but has no defined individual power (except in an emergency).
- 3.4.3 The specific tasks and responsibilities of the Chairman are as follows:
 - 3.4.3.1 to ensure the Trust Board provides a strategic focus to the Trust and its Academies;
 - 3.4.3.2 to manage the business of the Trust Board to ensure it undertakes its duties efficiently and effectively in and between board meetings;
 - 3.4.3.3 to build, develop and meld the Trustees into an effective team, taking account of recruitment, succession and the professional development needs of the Trustee Board;
 - 3.4.3.4 to work in partnership with the Chief Executive, developing a professional relationship, providing appropriate encouragement, challenge and support;
 - 3.4.3.5 to promote a culture of robust evaluation and continuous improvement across the Trust striving to drive up standards everywhere;
 - 3.4.3.6 to ensure the Trustee Board meets all its legal requirements by working closely with the clerk/secretary to the Trustee Board;
 - 3.4.3.7 to represent the Trust to key external partners, the media and the public on matters of governance and oversight.

3.5 **Role of the Chief Executive Officer**

- 3.5.1 The Chief Executive Officer will be responsible for managing the Trust and its Academies on a day to day basis
- 3.5.2 The role, function, responsibility and authority of the Chief Executive Officer are delegated by the Trust Board and are set out in Appendix 12 and may be varied at its sole discretion.
- 3.5.3 The specific tasks and responsibilities of the Chief Executive Officer are as follows:
 - 3.5.3.1 to support the Trustee Board in the formulation and development of its strategy;

- 3.5.3.2 to ensure that all decisions made by the Board are implemented in a timely and effective manner;
- 3.5.3.3 to actively promote the values of the Trust through actions, policies and procedures;
- 3.5.3.4 to ensure striving for outstanding educational performance is embodied across the Trust;
- 3.5.3.5 to provide direction and oversight to all of the Trust's operations;
- 3.5.3.6 to line manage various staff members including each Headteacher and other staff who lead functional delivery areas that form part of the delivery of the Educational Services Team;
- 3.5.3.7 to manage the central operations of the Trust and the delivery of the key objectives of the functions delivered by the Educational Services Team;
- 3.5.3.8 to provide strong and effective leadership to the Trust staff to achieve the highest levels of performance and ensure a culture of continuous improvement;
- 3.5.3.9 to work effectively with the range of external stakeholders, including communities, parents, government, funding and regulatory bodies;
- 3.5.3.10 to ensure the highest standards of safeguarding and child protection are maintained across the Trust and in each Academy;
- 3.5.3.11 to oversee the effective management of risk within the Trust;
- 3.5.3.12 to ensure, as Accounting Officer, robust financial systems are in place so that the Trust's funds are used properly, efficiently and effectively;
- 3.5.3.13 to ensure the Trust's internal communications with staff, pupils, parents and governors. are effective;
- 3.5.3.14 to develop the relationship that the Trust has with the Secretary of State for Education (including also the Department for Education, the Education and Skills Funding Agency, the Regional Schools Commissioner and Ofsted);
- 3.5.3.15 to develop strategic partnerships with other bodies and organisations, including service providers, which will further the Trust's strategic plan;
- 3.5.3.16 to represent the Trust to key external partners, the media and the public on a national platform.

3.6 The Role of the Educational Services Team

- 3.6.1 The “**Educational Services Team**” is made up of the key leads that oversee functional operations and resources on a pan Trust basis (including teaching & learning, standards, academy improvement, HR, finance, school premises, health and safety, risk management and ICT) to support the educational performance of the Academies. The Educational Services Team works directly with the staff in each Academy to ensure that the Trust’s strategic plan (incorporating each Academy Improvement Plan) is being implemented and the required outcomes are achieved in accordance with the strategy and vision of the Trust Board. The individuals who form the Educational Services Team operate under the leadership and direction of the Chief Executive Officer.
- 3.6.2 Each functional lead within the Educational Services Team has individual responsibilities, performance targets and are managed directly by the Chief Executive Officer. The Educational Services Team as a body has no executive authority or responsibility, as all functions that it delivers are the responsibility of an individual with the team. Job role profiles for the Business Manager, Director of Finance and HR Director are set out in Appendices 13-15.
- 3.6.3 The Educational Services Team will seek input and advice from internal and external experts, including the Leadership Group (see paragraph 3.7 below), and may on occasion seek to utilise and/or deploy staffing resources (on a temporary or permanent basis) for the benefit of the Trust as a whole.
- 3.6.4 The Educational Services Team supports the Chief Executive Officer in delivering the following specific tasks and responsibilities:
- 3.6.4.1 to manage the processes for schools joining the Trust (including carrying out appropriate due diligence and identifying any actions required to address areas of weakness or opportunities for improvement);
 - 3.6.4.2 to support Academies to improve educational outcomes through the provision of academy improvement services;
 - 3.6.4.3 to advise on, facilitate, supplement or provide (as necessary) any operational or managerial support to each Academy, with regard to the core functions overseen by the Educational Service Team in accordance with the requirements of the Trust Board;
 - 3.6.4.4 to specify management controls and management reporting requirements, audit the associated processes, procedures and outcomes in each Academy, and identify and ensure the delivery of appropriate training and support;

- 3.6.4.5 to provide operational and management support to the Headteachers and senior leadership teams within the Academies;
- 3.6.4.6 to assist the Trust, by supporting the Local Governing Committees, to achieve the collective strategic aims and objectives of the Academies;
- 3.6.4.7 to advise on staffing structures within each Academy, identifying areas and implementing plans where collaboration will lead to improvements in teaching and learning and/or efficiencies;
- 3.6.4.8 to implement and review systems for the benchmarking of the Academies across the Trust, developing systems for cross fertilisation and supporting the Chief Executive Officer in maximising the opportunities for resource sharing and collaboration;
- 3.6.4.9 to build and keep under constant review a comprehensive risk management framework ensuring risk management strategies are executed appropriately across the Trust and in each Academy (including the adequacy of insurance);
- 3.6.4.10 to undertake the strategic management of the Trust's estate, including drawing up a strategic asset plan which identifies areas in need of expansion and/or development and areas likely to be surplus to requirements;
- 3.6.4.11 to take a lead on any capital bids and allocations, supporting each Academy's premises team to carry out works safely and cost effectively;
- 3.6.4.12 to support each Academy and Local Governance Committee in the development of its financial planning and reporting in the context of the respective Academy's strategic goals and vision and strategy of the Trust;
- 3.6.4.13 to seek out and apply for grant funds for the Trust and each Academy and to raise further discretionary funds from the DfE/LA and third party sources; and
- 3.6.4.14 to aid the Chief Executive Officer in reporting appropriately to the Trust Board.

3.6.5 The cost of the functions undertaken by the Chief Executive Officer and Educational Services Team will be funded on a fair basis by the Academies by the contribution of a percentage of the government funding provided to each Academy (the "**Trust Contribution**"). This contribution will be set each year based upon a budget for the shared costs approved by the Trust Board. The percentage will vary from year to year depending on the level of activity carried out by the Educational Services Team and any additional specific needs determined to be necessary by the Trust Board for an individual Academy.

3.7 **The Role of the Leadership Group**

- 3.7.1 The “**Leadership Group**” will be drawn from the senior leading educators within the Trust (E.G. Headteachers, Deputy Headteachers and The Improvement Lead) and will be led by the Chief Executive Officer. It is advisory only and acts to support the Chief Executive Officer with a particular focus on educational standards and outcomes.
- 3.7.2 The size and membership of the Leadership Group will be determined by the Chief Executive (but will be made up of no more than 8 members) in consultation with the Trust Board.
- 3.7.3 Where the Trust is responsible for Academies that deliver education across different phases, the Trust Board expect the Leadership Group to include leaders from the various phases.
- 3.7.4 The Leadership Group supports the Chief Executive Officer in delivering the following specific tasks and responsibilities:
- 3.7.4.1 to improve and sustain the standards of teaching and learning across the Trust;
 - 3.7.4.2 to propose appropriate educational standards to the Trust Board for all Academies;
 - 3.7.4.3 to develop the professional competence of the staff;
 - 3.7.4.4 to consider succession planning and career development of the staff;
 - 3.7.4.5 to cross fertilise improvement and ensure collaboration delivers better outcomes for children;
- 3.7.5 The Leadership Group will meet at least termly and will be chaired the Chief Executive Officer. Members of the Leadership Group will give their time freely for the benefit of the Trust.

3.8 **The role of the Local Governance Committee**

- 3.8.1 The Trust Board has determined to establish a “**Local Governance Committee**” for each Academy. The overarching purpose of a Local Governance Committee is to provide strategic direction, support and local accountability for the performance of the relevant Academy within the framework and parameters set by the Trust Board. It is a non-executive body supporting the Trust Board to deliver its responsibilities.

- 3.8.2 Those serving on Local Governance Committees 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. LGC members of the Local Governance Committee must comply with the Trust's Conflict of Interest Policy.
- 3.8.3 The **Job Role and Code of Conduct for members of a Local Governance Committee (an "LGC member")** are set out in **Appendices 10 & 11**. 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 Chair of the Local Governance Committee. An annual skills audit will be undertaken in which LGC members will be asked to articulate their contribution to the success of the Trust and the Academy in the period of review.
- 3.8.4 The main tasks and responsibilities of the Local Governance Committee are as follows, with further detail set out in Section 5 of this Scheme of Delegation:
- 3.8.4.1 within the vision and ethos set by the Trust, to develop and monitor the vision and ethos of the Academy;
 - 3.8.4.2 to approve the Academy's strategy for improvement as set out in its Academy Improvement Plan (proposed by the Headteacher and the Chief Executive Officer) and monitor its implementation;
 - 3.8.4.3 to support the Headteacher and senior leadership team in monitoring pupil progress and analysing any performance data in the light of the Academy's strategy for improvement and performance targets;
 - 3.8.4.4 to support the Trust Board in providing scrutiny of key aspects of the Academy's performance as determined by the Trust Board;
 - 3.8.4.5 to recommend the Academy's annual budget to the Trust Board having appropriately considered the priorities of the Academy and the deployment of resources (staff and other) needed to successfully deliver the planned outcomes;
 - 3.8.4.6 to approve the progression of staff between pay grades ensuring any progression complies with the Trust's Pay Policy as amended from time to time;
 - 3.8.4.7 to contribute to the development and review of any Academy policies which the Trust Board has determined should be formulated at Academy level and to be specifically approved by the Local Governance Committee;

- 3.8.4.8 to promote the benefits of collaboration with the other Academies;
- 3.8.4.9 to oversee the development of effective links with the community that the Academy serves, ensuring communication is open and effective in order to meet the Academy's responsibilities to the community;
- 3.8.4.10 to support the Headteacher in marketing the Academy to the local community and its feeder schools;
- 3.8.4.11 to report to the Trust Board in such format and on such regularity as the Trust Board determines; and
- 3.8.4.12 to engage fully and openly with any inspection of the Academy, whether by the Trust Board, Ofsted or any other appropriate public body to whom the Academy is accountable, supporting the Chief Executive Officer and the Trustees in providing the necessary background and local context in respect of the Academy and its performance.

3.8.5 The Trust Board recognises the role that the Academies play in their communities and the Local Governance Committee is free to decide how such support and patronage is given. The Local Governance Committee shall ensure that any support or patronage is not inconsistent with the objects of the Trust, the restrictions on the use of its charitable resources and any advice or restriction placed on the Trust by the Secretary of State.

3.9 **Committees**

- 3.9.1 Subject to the provisions of the Articles of Association, the Trust Board may establish any other committee or working group to advise, inform and support the Trustees in their decision making.
- 3.9.2 Local Governance Committees will only establish sub-committees with the formal approval of the Trust Board.

3.10 **Further Delegation**

- 3.10.1 Notwithstanding the level of delegated responsibility, the Trustees remain legally responsible for all matters in connection with the Academies and they are required to have systems in place through which they can assure themselves of quality, safety and good practice in the Academies.
- 3.10.2 Where a power or function has been delegated to the Chief Executive Officer, the Chief Executive Officer may further delegate to Headteachers or any other holder of an executive or leadership post, such of their powers or functions as they consider desirable to be exercised by the recipient. Any such delegation shall be consistent with any policy or

statement of recommended practice issued from time to time by the Trust Board, may be subject to conditions or requirements imposed by the Trust Board and may be revoked or altered by the Trust Board at any time.

3.10.3 Those to whom delegated responsibility is given must acknowledge the limitations on their authority and must not act outside of that authority. Any wilful disregard of the matters expressed in this Scheme of Delegation is likely to lead to a removal of delegated authority. Where any power or function is delegated to an individual or a body with the Trust, it is beholden on the delegated party to report to the party from whom the delegation was given in a timely and appropriate manner regarding any material outcomes resulting from such delegation.

3.10.4 No alteration of the Articles or change to this Scheme of Delegation or removal of delegated authority shall invalidate any prior act of those to whom delegated responsibility was given which would have been valid if that alteration or withdrawal had not been made. Intervention.

4. INTERVENTION

4.1 In the event that intervention is either formally threatened or is carried out by the Secretary of State, the Trust Board expressly reserves the right to review or remove any power or responsibility conferred on the Local Governance Committee under this Scheme of Delegation in such circumstances. Transitional arrangements may be put in place and the terms of reference for a “**Transition Board**” are set out in Appendix 9 to this Scheme of Delegation.

5. TERMS OF REFERENCE FOR THE LOCAL GOVERNANCE COMMITTEES AND THE ROLE OF THE HEADTEACHER

5.1 Responsibilities

5.1.1 In this Scheme of Delegation, responsibilities that are delegated to the Headteacher or the Local Governance Committee apply only to the roles undertaken in the respective Academy in which the individual or body operates.

5.2 Subsidiarity of the Local Governance Committee

5.2.1 As a matter of general principle, the Local Governance Committee and the Academy more generally will adopt and will comply with all policies adopted by the Trust Board and will comply with any direction issued by the Trust Board and have regard to any advice given by the Trust Board of the Chief Executive Officer.

5.3 Vision, Values and Strategy

5.3.1 The Local Governance Committee will:

5.3.1.1 within the vision and ethos set by the Trust, develop and monitor the vision, ethos and culture of the Academy;

5.3.1.2 approve the Academy's strategy for improvement as set out in its Academy Improvement Plan (proposed by the Headteacher and the Chief Executive Officer) and monitor its implementation.

5.4 The Headteacher will:

5.4.1.1 support the Governing Body in the development of its vision and the Academy's values and promote these within the Academy;

5.4.1.2 be responsible for preparing the Academy Improvement Plan in conjunction with the Chief Executive Officer.

5.5 **Academy Budget**

5.5.1 The Local Governance Committee will:

5.5.1.1 recommend the Academy's annual budget to the Trust Board having appropriately considered the priorities of the Academy and the deployment of resources (staff and other) to successfully deliver the necessary outcomes;

5.5.1.2 be responsible for approving any plan to raise voluntary (i.e. non grant) funds (including any restricted funds) provided the purpose for which they have been raised is within the charitable object of the Trust. An Academy may seek to generate additional funds by undertaking certain activities, such as: lettings, the provision of sporting and recreational facilities, running a nursery and/or providing childcare, teacher training, providing and supporting ICT and other administrative services.

5.5.2 The Headteacher will:

5.5.2.1 ensure that accurate accounting records are kept by the Academy showing the receipt and use of all funds (including voluntary funds) and the extent to which such funds are restricted;

5.5.2.2 ensure compliance with the requirements of the Trust's Financial Regulations Manual, the Academy's Finance Policy, the Academies Financial Handbook and any other relevant Trust/Academy policies;

5.5.2.3 provide management accounts in an approved format to the Chief Financial Officer at least half termly (six times per year) and as otherwise requested by the Finance and Audit Committee;

5.5.2.4 provide such information about the Academy, as often and in such detail and format as the Chief Financial Officer and the Finance and Audit Committee shall reasonably require.

5.5.3 The Trust's Director of Finance will:

5.5.3.1 develop the Trust's financial controls, policies and procedures to ensure the safeguarding of funds and assets in compliance with relevant guidance and advice.

5.5.3.2 monitor the Academy's compliance with such financial controls, policies and procedures.

5.5.4 The Trust Board will:

5.5.4.1 be responsible for approving any plan where a proposed activity does not fall within the charitable object of the Trust.

5.6 **Curriculum and Standards**

5.6.1 The Chief Executive Officer will:

5.6.1.1 Have overall responsibility for agreeing the curriculum priorities, targets and Academy Improvement Plan of each Academy within the parameters set by the Trust Board.

5.6.2 The Headteacher will:

5.6.2.1 be responsible for proposing to the Chief Executive Officer the curriculum priorities, the standards to be achieved by the pupils and the Academy Improvement Plan;

5.6.2.2 be responsible for delivering the curriculum on a day to day basis and for implementing any strategic plan for the improvement of the curriculum, standards & attainment and the Academy Improvement Plan.

5.6.3 The Local Governance Committee will:

5.6.3.1 monitor and evaluate the curriculum offering to ensure it meets the needs of the local community that the Academy serves;

5.6.3.2 monitor pupil progress and review performance data in the light of the Academy's strategy for improvement and its performance targets;

- 5.6.3.3 monitor the implementation of any strategic plan and the Academy Improvement Plan;
- 5.6.3.4 promote and support the communication of plans and actions to pupils, staff and parents as need be.

5.7 **Health and safety**

5.7.1 The Trust Board will:

- 5.7.1.1 agree the main policies to be operated across the Trust with regard to health & safety (including safeguarding);
- 5.7.1.2 appoint a Trustee to lead the oversight of health & safety (including safeguarding) across the Trust.

5.7.2 The Chief Executive Officer will:

- 5.7.2.1 develop and propose all policies, practice and procedures to be operated across the Trust with regard to health & safety (including safeguarding);
- 5.7.2.2 ensure that each Academy adopts and is compliant with all health & safety policies, practice and procedures as determined by the Trust Board and the Chief Executive Officer.

5.7.3 The Local Governance Committee will:

- 5.7.3.1 monitor the health and safety culture operating in the Academy and report by exception any concerns to the Trust Board and the Chief Executive Officer.

5.7.4 The Headteacher will:

- 5.7.4.1 ensure compliance with all health and safety (including safeguarding) policies, practice and procedures as determined by the Trust Board and the Chief Executive Officer;
- 5.7.4.2 consider and develop complementary procedures where the Academy has specific health and safety requirements;
- 5.7.4.3 engender a culture that promotes health and safety;
- 5.7.4.4 report any health and safety (including safeguarding) incidents and near misses to the Chief Executive Officer.

5.8 **Personnel**

- 5.8.1 The Trust Board will:
 - 5.8.1.1 unless otherwise delegated on an individual basis, appoint the Headteacher and Deputy Headteacher of each Academy taking into account any recommendation of the Chief Executive Officer;
 - 5.8.1.2 agree the main policies to be operated across the Trust with regard to the management of staff (including Pay Policy and the Performance Management Policies);
 - 5.8.1.3 approve any disciplinary action or the commencement of a capability review in respect of a Headteacher (as recommended by the Chief Executive Officer);
- 5.8.2 The Chief Executive Officer will:
 - 5.8.2.1 lead the performance management of the Headteacher engaging two LGC members in the process;
 - 5.8.2.2 advise on the appointment of all senior leaders;
 - 5.8.2.3 agree the senior leadership team and TLR structure in each Academy;
 - 5.8.2.4 approve any significant cost in relation to the appointment or resignation of a member of staff, including in relation to ill health retirement or the settlement of any claims or grievances in accordance with the Scheme of Financial Delegation;
 - 5.8.2.5 approve any initial disciplinary action or the commencement of a capability review in respect of staff other than the Headteacher;
 - 5.8.2.6 review and recommend progression of staff between pay grades ensuring any progression is objectively based and consistently applied across the Trust.
- 5.8.3 The Local Governance Committee will:
 - 5.8.3.1 through the Chair's involvement on the selection panel participate in the recruitment of the Headteacher;
 - 5.8.3.2 approve the progression of staff between pay grades ensuring any progression is objectively based on successful performance management outcomes.
- 5.8.4 The Headteacher will:

- 5.8.4.1 implement and comply with all policies dealing with staff issued by the Trust Board;
- 5.8.4.2 ensure the adoption of any standard contracts or terms and conditions for the employment of staff issued by the Trust Board;
- 5.8.4.3 develop and propose the organisation of the senior leadership team and TLR posts to support the delivery of the curriculum and bring about school improvement;
- 5.8.4.4 appoint all staff below the level of the Senior Leadership Team;
- 5.8.4.5 propose any progression of staff between pay grades to the Chief Executive Officer and then to the Local Governance Committee;
- 5.8.4.6 set and monitor the achievement of performance management targets for all staff;
- 5.8.4.7 ensure the professional and personal development of staff including making best use of any training and support available from or procured by the Educational Services Team;
- 5.8.4.8 manage any claims and disputes with staff members having regard to any advice and recommendations given by the Chief Executive Officer and the Trust's HR Lead.

5.9 **Admissions and Exclusions**

5.9.1 The Trust Board will:

- 5.9.1.1 set the admissions policy across the Trust;
- 5.9.1.2 determine whether to expand an Academy;
- 5.9.1.3 establish and authorise an independent appeal panel to manage any appeal against admissions.

5.9.2 The Chief Executive Officer will:

- 5.9.2.1 review the admissions policy from time to time and, if a change is believed to be in the best interests of the Trust, make such recommendations to the Trust Board;

5.9.2.2 be responsible for developing the proposal to expand an Academy having regard to the views of the Headteacher, the Local Governance Committee and the local community;

5.9.3 The Local Governance Committee will:

5.9.3.1 consider any decision by the Headteacher to permanently exclude any pupil;

5.9.3.2 establish and authorise an independent panel hearing to consider any decision to readmit a pupil following exclusion.

5.10 Premises

5.10.1 The Trust Board will:

5.10.1.1 approve the overall asset management strategy for the premises owned or managed by the Trust;

5.10.1.2 determine any disposals or acquisitions of land to be used by the Trust;

5.10.2 The Chief Executive Officer, through an appropriate member of the Educational Services Team, will:

5.10.2.1 develop, propose and, once approved, implement an overall asset management strategy for the premises owned or managed by the Trust;

5.10.2.2 have overall responsibility for the management and maintenance of the premises owned or managed by the Trust giving due consideration of the estate management strategies of each Academy;

5.10.2.3 make applications for grants and other capital funding to improve the estate of the Trust.

5.10.3 The Local Governance Committee will:

5.10.3.1 monitor the culture and the implementation of the strategic plans to ensure a safe environment for all users of the buildings and the facilities.

5.10.4 The Headteacher will:

5.10.4.1 be responsible for the day to day environment having regard at all times to the safety of the users of the buildings and the facilities;

5.10.4.2 develop, with the support the Educational Services Team, a long term estate management strategy to ensure the suitability of building and facilities in light of long term curriculum needs;

5.10.4.3 be responsible for, within the constraints of the Academy Budget, the upkeep, maintenance and care of the buildings and facilities used by the Academy;

5.10.4.4 attract and manage short term lettings and day to day use of the school buildings and playing fields under such lets.

5.11 **Community Activities and Community Engagement**

5.11.1 The Headteacher will:

5.11.1.1 develop and deliver the Academy's extended schools agenda;

5.11.1.2 develop and deliver any other activities designed to generate income (following input from the Education Services Team on any wider financial/fiscal impact of any such initiative);

5.11.1.3 manage the Academy's engagement with the community and in particular the development of good relations with other local schools, businesses and organisations.

5.11.2 The Local Governance Committee will:

5.11.2.1 encourage and monitor community engagement and consultation.

5.12 **Risk Management**

5.12.1 The Trust Board will:

5.12.1.1 ensure a comprehensive risk management framework and appropriate risk management strategies are put in place and maintained across the Trust.

5.12.2 The Chief Executive Officer, through an appropriate member of the Educational Services Team, will

5.12.2.1 be responsible for the identification and effective management of risk across the Trust.

5.12.3 The Headteacher will:

5.12.3.1 support the Education Services Team to identify risks;

5.12.3.2 oversee the implementation of all risk management strategies within the Academy guided by the Education Services Team.

5.12.4 The Local Governance Committee will:

- 5.12.4.1 keep under review the Academy's risk register and seek assurance that risk management is effectively carried out;
- 5.12.4.2 report to the Trust Board and the Chief Executive Officer any perceived material vulnerability that is not addressed in a timely and effective manner.

6. FUNCTIONING OF THE LOCAL GOVERNANCE COMMITTEE

6.1 Constitution and appointments to the Local Governance Committee

- 6.1.1 A Local Governance Committee shall be established for each of the Academies comprising between 6 and 12 members (“**LGC members**”). 1 LGC member shall be an elected parent and 1 LGC member shall be an elected member of the Academy’s staff (who shall not be a member of the senior leadership Team). The Trust Board in consultation with the Chief Executive Officer shall determine final number of LGC members. LGC Members will be selected (where not elected) based on skills, knowledge and attributes.
- 6.1.2 Neither the Headteacher nor other members of the Academy’s senior leadership team can become LGC members.
- 6.1.3 The Local Governance Committee is responsible for sourcing and appointing LGC members having regard to any recommendations from the Trust Board. The Trust Board may however determine, as it sees fit, to appoint LGC members to a Local Governance Committee.
- 6.1.4 The Local Governance Committee may continue to act notwithstanding a temporary vacancy in its composition.
- 6.1.5 Any LGC member shall hold and vacate office in accordance with the terms of his or her appointment, including the length of term, which may be varied on appointment by the Local Governance Committee, but shall in no circumstances exceed four years.
- 6.1.6 Subject to remaining eligible to be an LGC member, any LGC member may only be re-appointed for consecutive periods not exceeding 8 years in total and thereafter an LGC member shall not be eligible for re-appointment until one year after his or her retirement, unless agreed by the Trustee Board that he or she shall be eligible to serve for a further consecutive term.
- 6.1.7 All persons appointed or elected to the Local Governance Committee shall give a written undertaking to the Trust Board to uphold the charitable object and mission of the Trust, and comply with the Articles of Association, the Funding Agreement(s), this Scheme of Delegation, the Code of Conduct and the Governance Handbook.
- 6.1.8 The Local Governance Committee has no power to co-opt LGC members but advisers (including members of staff in the Academy) may attend meetings but cannot participate in any vote taken by the Local Governance Committee. It is expected that at most meetings of the Local Governance Committee, the Headteacher and other members of the Senior Leadership Team will be in attendance. Any Trustee and the Chief Executive Officer

may attend any meeting of the Local Governance Committee without invitation (but does so as an observer and not as an LGC member).

6.2 Resignation and Removal of LGC members

6.2.1 A person serving on the Local Governance Committee shall cease to hold office if he or she resigns his or her office or is removed by the Trust Board by notice (which the Trustees reserve the power to do without the need to provide any reasons for removal).

6.2.2 If any person who serves on the Local Governance Committee is elected from within the staff ceases to be employed at the Academy then he or she shall be deemed to have resigned and shall cease to serve on the Local Governance Committee automatically on termination of his or her employment with the Academy.

6.2.3 Where a person who serves on the Local Governance Committee 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 of the Local Governance Committee.

6.3 Disqualification of LGC members

6.3.1 A person shall be ineligible to serve on the Local Governance Committee if he or she:

6.3.1.1 is aged under 18 at the date of his or her election or appointment;

6.3.1.2 is a current pupil of any Academy.

6.3.2 A person serving on the Local Governance Committee shall automatically and immediately cease to hold office if:

6.3.2.1 he or she is absent from all the meetings of the Local Governance Committee held within a period of six months and the Local Governance Committee resolves that his or her office be vacated;

6.3.2.2 he or she becomes incapable by reason of illness or injury of managing or administering his or her own affairs;

6.3.2.3 he or she would cease to be a Trustee by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

6.3.2.4 he or she becomes disqualified from serving on the Local Governance Committee under 6.3.3 below.

- 6.3.3 A person shall be disqualified from serving on the Local Governance Committee if:
- 6.3.3.1 his or her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
 - 6.3.3.2 he or she is the subject of a bankruptcy restrictions order or an interim order;
 - 6.3.3.3 he or she is subject to a disqualification order or a disqualification undertaking under Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order);
 - 6.3.3.4 he or she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he or she was responsible or to which he or she was privy, or which he or she by his or her conduct contributed to or facilitated;
 - 6.3.3.5 he or she has been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011;
 - 6.3.3.6 he or she has not provided to the Clerk a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 within the timeframe given in the request;
 - 6.3.3.7 his or her enhanced disclosure level certificate discloses any information which in the reasonable opinion of either the Clerk or the Chief Executive Officer confirms their unsuitability to work with children.
- 6.3.4 Where a person becomes disqualified from serving on the Local Governance Committee, 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 Clerk.

6.4 **Responsibilities of LGC members**

- 6.4.1 The responsibilities of the Local Governance Committee are defined in detail in paragraph 3.8 and paragraph 5 in this Scheme of Delegation.
- 6.4.2 LGC members have a more general responsibility to:

- 6.4.2.1 question and challenge the Academy leadership and to robustly hold them to account;
- 6.4.2.2 act in the best interests of the Trust and Academy at all times;
- 6.4.2.3 keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust;
- 6.4.2.4 carry out training to ensure their skills and knowledge are up to date; and
- 6.4.2.5 take part in regular self-review.

6.5 **Appointment and Duties of the Chair and Vice-Chair**

- 6.5.1 The LGC members shall at their first meeting in the school year, having regard to any advice of the Trust Board, elect a Chair and a Vice-Chair from among their number (any person who is employed by the Trust to work at any of the Academies shall be ineligible for holding such office). The process will be by self-nomination and candidates must advise the Clerk of their candidacy at least 7 clear days prior to the relevant meeting. The appointment following election is subject to the approval of the Trust Board.
- 6.5.2 The Chair's specific duties are to:
 - 6.5.2.1 provide clear leadership and direction to the work of the Local Governance Committee ensuring strategic leadership and school improvement are the focus of its activities;
 - 6.5.2.2 build an effective team, attracting individuals to the Local Governance Committee with the necessary skills and experience, promoting equality and diversity, ensuring LGC members make a positive contribution to driving school improvement and undertaking development to maximise their potential contribution;
 - 6.5.2.3 work closely with the Headteacher and the Chief Executive Officer to ensure there is robust challenge and appropriate encouragement;
 - 6.5.2.4 hold the LGC members to account;
 - 6.5.2.5 ensure the business of the Local Governance Committee is conducted efficiently and effectively, chairing meetings ensuring all LGC members have the opportunity to contribute and are listened to with clear decisions being made when necessary;

- 6.5.2.6 ensure the Local Governance Committee reports formally to the Trustee Board in such format and as regularly as determined by the Trustee Board.
- 6.5.3 The Chair or Vice-Chair may at any time resign his office by giving notice in writing to the Clerk of Local Governance Committee. The Chair or Vice-Chair shall cease to hold office if:
 - 6.5.3.1 he or she ceases to serve on the Local Governance Committee;
 - 6.5.3.2 he or she is employed by the Trust whether or not at the Academy;
 - 6.5.3.3 he or she is removed from office in accordance with this Scheme of Delegation; or
 - 6.5.3.4 in the case of the Vice-Chair, he or she is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of the Chair.
- 6.5.4 Where by reason of any of the matters referred to in paragraph 6.5.3, a vacancy arises in the office of Chair or Vice-Chair, the LGC members shall at its next meeting elect one of their number to fill that vacancy (the appointment following election being subject to the approval of the Trust Board). If the Local Governance Committee fails to appoint a Chair (or that LGC member is not approved to hold such office by the Trust Board, the Trust Board may appoint a temporary Chair either from the existing LGC members or by appointing a new LGC member and determining they shall be Chair).
- 6.5.5 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as the chair for the purposes of the meeting.
- 6.5.6 Where in the circumstances referred to in paragraph 6.5.5. the Vice-Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice-Chair, the LGC members of the Local Governance Committee shall elect one of their number (other than an LGC member who is on the staff of the Academy) to act as a chair solely for the purposes of that meeting.
- 6.5.7 The Clerk shall act as chair during that part of any meeting at which the Chair is elected.
- 6.5.8 Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
- 6.5.9 The Chair or Vice-Chair may be removed from office by the Trust Board at any time (without the need to provide any reasons for the removal).

6.6 Clerking

- 6.6.1 The Local Governance Committee shall appoint a Clerk on such term, at such remuneration and upon such conditions as they may think fit having taken advice from the Educational Services Team and subject to the ratification of the Trust Board.
- 6.6.2 The Clerk shall not be an LGC member.
- 6.6.3 All Local Governance Committee meetings shall be professionally clerked.
- 6.6.4 Notwithstanding this paragraph 6.6, LGC members may, where the Clerk fails to attend a meeting, appoint any one of their number or any other person to act as clerk for the purposes of that meeting.
- 6.6.5 The Clerk to the Local Governance Committee shall ensure that a copy of the agenda for every meeting of the Local Governance Committee, the draft minutes of every such meeting (once they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting (including any handed out at the meeting) are, as soon as is reasonably practicable, made available to all LGC members, the Trust Board, the Chief Executive Officer and Educational Services Team.
- 6.6.6 The minutes of the proceedings of a meeting of the Local Governance Committee shall be drawn up and entered into a book (electronic or otherwise) kept for the purpose by the Clerk of the Local Governance Committee and shall be signed (subject to the approval of the LGC members) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:
- 6.6.6.1 all appointments of officers made;
 - 6.6.6.2 the names of all persons present at each such meeting; and
 - 6.6.6.3 all proceedings of the meetings.

6.7 Meetings

- 6.7.1 The Local Governance Committee will meet at least once a half term.
- 6.7.2 An LGC member will notify the Local Governance Committee of any conflict of interest that they consider they have with regard to any matter to be discussed at any meeting of the Local Governance Committee.
- 6.7.3 Any LGC member who is also an employee of the Trust shall withdraw from that part of any meeting of the Local Governance Committee at which remuneration, conditions of

service, promotion, conduct, suspension, dismissal or retirement regarding any specific member of staff are to be considered.

6.7.4 Meetings of the Local Governance Committee shall be convened by the Clerk as directed by the Chair (or in extremis by the Trust Board).

6.7.5 Any three LGC members may, by notice in writing given to the Clerk, requisition a meeting of the Local Governance Committee and determine items to be included on the agenda of the meeting; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.

6.7.6 Subject to this Scheme of Delegation and provided the Local Governance Committee complies with any requirements of the Trust Board regarding specific business to be conducted, the Local Governance Committee may regulate its proceedings as it sees fit, provided at all times that there is openness and transparency in matters relating to the Local Governance Committee.

6.7.7 LGC members of the Local Governance Committee shall be given at least seven clear days before the date of a meeting:

6.7.7.1 notice of the meeting; and

6.7.7.2 a copy of the agenda for the meeting;

provided that where the Chair or, in his/her 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 notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he/she directs. In such circumstances only matters specifically included on the agenda may be discussed and determined at that meeting.

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

6.7.9 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governance Committee shall not be proposed at a meeting of the Local Governance Committee unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

6.7.10 A meeting of the Local Governance Committee shall be terminated forthwith if:

6.7.10.1 the LGC members so resolve; or

6.7.10.2 the number of LGC members present ceases to constitute a quorum for a meeting of the Local Governance Committee in accordance with paragraph 6.8.

6.7.11 Where in accordance with paragraph 6.7.9 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, the Clerk will give notice of the further meeting to be convened as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

6.8 **Quorum for meetings**

6.8.1 The quorum for a meeting of the Local Governance Committee, and any vote on any matter thereat, shall be three.

6.8.2 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governance Committee shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every LGC member shall have one vote. In the event of a tied vote, the chair of the meeting shall not have a casting vote, unless a second vote is conducted following further discussion and that vote is again tied.

6.8.3 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governance Committee, shall be valid and effective as if it had been passed at a meeting of the Local Governance Committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the LGC members and may include an electronic communication by or on behalf of the LGC member indicating his or her agreement to the form of resolution providing that the LGC member has previously notified the Clerk of the Local Governance Committee in writing of the email address which the LGC member uses to express their agreement.

6.8.4 Subject to paragraph 6.8.5, the Local Governance Committee shall ensure that a copy of:

6.8.4.1 the agenda for every meeting of the Local Governance Committee;

6.8.4.2 the draft minutes of every such meeting, (once they have been approved by the person acting as chair of that meeting);

6.8.4.3 the signed minutes of every such meeting; and

6.8.4.4 any report, document or other paper considered at any such meeting,

6.8.4.5 are, as soon as is reasonably practicable, made available at the Academy to anyone asking to see them.

6.8.5 There may be excluded from any item required to be made available in pursuance of paragraph 6.8.4, any material relating to:

6.8.5.1 a named teacher or other person employed, or proposed to be employed, at the Academy or the Trust;

6.8.5.2 a named pupil at, or candidate for admission to, the Academy; and

6.8.5.3 any matter which, by reason of its nature, the Local Governance Committee reasonably determines should remain confidential.

6.8.6 Any LGC member shall be able to participate in meetings of the Local Governance Committee by telephone or video conference provided that:

6.8.6.1 he or she has given notice of his intention to do so detailing the telephone number on which he or she can be reached and/or appropriate details of the video conference suite from which he or she shall be taking part at the time of the meeting at least 24 hours before the meeting; and

6.8.6.2 the Local Governance Committee has access to the appropriate equipment, and

if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

6.9 Notices

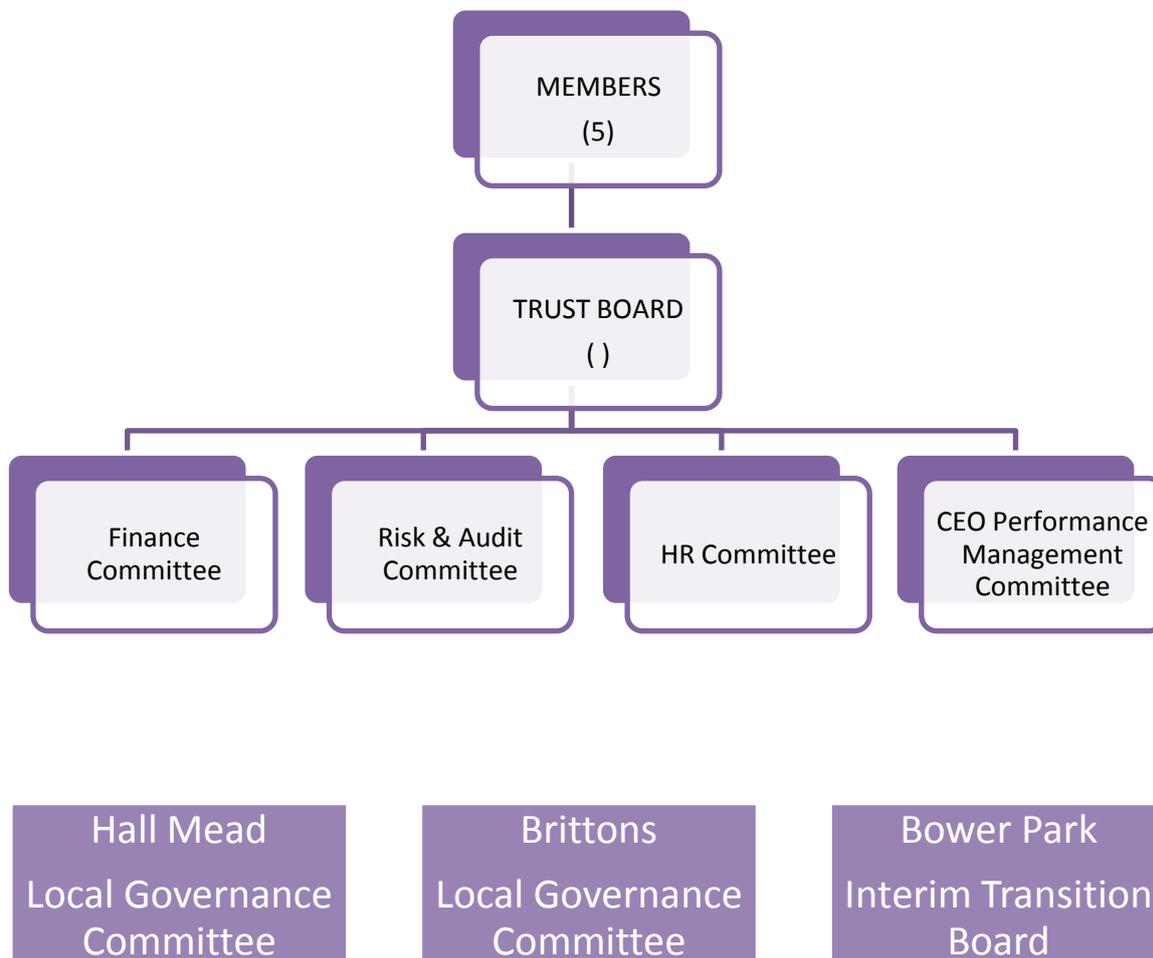
6.9.1 Any notice to be given to or by any person pursuant to this Scheme of Delegation shall be in writing.

6.9.2 Notice may be given either personally, or by sending it by post in a prepaid envelope or by means of 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" shall mean his or her registered address or in relation to electronic communications, includes a number or address used for the purposes of such communications for the time being notified to the Clerk of the Local Governance Committee by the LGC member.

6.9.3 An LGC member whose registered address is not within the United Kingdom and who gives to the Local Governance Committee an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her at that address, but otherwise the LGC member shall not be entitled to receive any notice with respect to a Local Governance Committee meeting.

- 6.9.4 An LGC member present at any meeting of the Local Governance Committee shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 6.9.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 2 working days after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of one working day after the time it was sent.

GOVERNANCE STRUCTURE 2017 – 2018



The Bower Park Interim Transition Board will be replaced with a Local Governance Committee from January, 2018.

ROLE PROFILE AND PERSON SPECIFICATION

Role:	Trustee and Director of Empower Learning Academy Trust
Location:	In and around the geographic area of Romford
Hours:	Up to twelve Trust Board meetings a year Up to six other committee meetings a year Attendance at various other events taking place within the Trust
Salary range:	Nil
Term of office:	Four years

Purpose of the Role: The Trustees set the vision, ethos and strategic direction of the Trust, hold executive leaders to account, and oversee the financial performance of the Trust and the Academies run by the Trust in the interests of current and future pupils, young people and the organisation

Role Profile

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

- provide strategic leadership that sets and champions vision, ethos and strategy
 - set a clear and explicit vision for the future
 - set and model strong and clear values and ethos

- ensure the Trust's values are communicated and inculcated across the Trust
- determine medium to long-term strategic goals, and development/improvement priorities for the Trust in conjunction with the CEO
- determine the tolerance levels and risk appetite for the Trust ensuring they are aligned with strategic priorities and improvement plans
- determine key strategic policies
- approve the vision, ethos and strategic plan of each Academy
- approve key performance indicators/benchmarks and strategic goals for each academy
- ensure accountability within the Trust and to external stakeholders
 - conduct the performance management of the CEO
 - provide challenge and support to the CEO and other cross Trust senior leaders
 - determine and review reporting frameworks and information flows to ensure the Trust Board and the LGCs can fulfil their functions
 - build and maintain good relationships with key external stakeholders – including parents, local communities and relevant organisations (DfE, RSC, EFA...)
 - ensure each academy conducts robust self-assessment and improvement planning with appropriate milestone
 - ensure there are clear processes for overseeing and monitoring academy improvement
 - ensure rigorous analysis of pupil progress and attainment information drives improvement in each academy
 - ensure robust performance management occurs throughout the Trust
 - ensure each academy meets its obligations/responsibilities to the community
- oversee effective use of the Trust's resources
 - review the organisational structure to ensure it is fit for purpose and underpins the strategic objectives
 - approve the annual budget of the Trust ensuring resources are deployed effectively to meet the strategic objectives of the Trust and each academy
 - monitor actual expenditure against budget, cash flow and assets/liabilities
 - approve site and asset management strategies
 - approve and oversee any significant capital expenditure and building projects
 - approve all funding applications

- ensure effective controls are in place for managing within available resources and ensuring regularity, propriety and value for money
- ensure the structures in the organisation effectively underpin the vision and strategic plans
 - maintain a scheme of delegation that is non-duplicative, clear, unambiguous and provides a robust framework for holding bodies and individuals to account
 - maintain effective communication between the Trust board and local governance committees, the CEO, senior leaders and staff
 - facilitate collaboration between the academies within the Trust to leverage improvement and efficiencies
 - oversee the effective delivery of shared services and resources
 - build positive relationships that encourage a professional culture and ethos across the organisation
- build continuing capacity within the Trust
 - develop skills and knowledge through undertaking CPD
 - undertake self-evaluation of contribution to the board
 - participate in/undertake the recruitment and appointment of senior leaders
 - conduct succession planning to ensure the board, and the whole organisation, continues to have the people and leadership it needs to remain effective
 - ensure staff development strategically supports increased capability and greater capacity
 - ensure leadership and governance capacity is being built at academy level
- conduct appeals as required
 - undertake disciplinary, complaint, pay appeals as required as the appellant body under the relevant policies
- ensure compliance with statutory and contractual requirements including:
 - education and employment legislation
 - charity and company law
 - other relevant regulation
 - Academies Financial Handbook (AFH)
 - The Trust's funding agreement
 - The Trust's articles of association

Person Specification

Personal qualities and values:

- A desire to create positive change for young people
- A commitment to the aims and objectives of the Trust
- A willingness to devote time, enthusiasm and effort to the duties of and responsibilities of a trustee including duties of compliance, care and prudence

Education and training:

- A record of continuous professional development

Experience:

- Experience of driving positive change
- Experience in leading or managing in different circumstances
- Experience of establishing expectations for improvement and outcomes
- Experience of providing challenge to others
- Experience of stakeholder management
- Experience in education and/or relevant other functions

Knowledge:

- An understanding and acceptance of complying with legal, regulatory and financial frameworks and statutory guidance
- An understanding and acceptance of complying with Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership
- An understanding of national education policy and the local education context
- An understanding of the role of non-executives in trustee/governance capacity

Skills:

- An ability to think strategically
- An ability to think creatively

- An ability to work effectively in a team while contributing an independent perspective
- An ability to build productive and supportive professional relationships
- An ability to question and challenge to identify viable options through collective decision making
- An ability to use data to interpret/evaluate performance and identify trends to target improvement

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 director
- 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

September 2017

Code of Conduct for Trustees

This code sets out the expectations on and commitment required from trustees in order for the Trust Board to properly carry out its work within the school and the community and has been adapted from the NGA Code of Conduct (2016 Version).

This code of practice was adopted by the Trust Board of the Empower Learning Academy Trust (the “Trust”) on 25 September, 2017. Trustees will review and re-sign the Code annually at the first Trust Board meeting of each academic year.

The purpose of the Trust Board

The Trust Board is the Trust’s accountable body. It is responsible for the conduct of the Trust and all of the schools within the Trust, especially for promoting high standards throughout the Trust. The Trust Board aims to ensure that children are attending successful schools which provides them with a good education and support their well-being.

The Trust Board

The Trust Board has the following core strategic functions:

Establishing the strategic direction, by:

- Setting the vision, values, and objectives for the Trust
- Agreeing the improvement strategy for the Trust and its schools including priorities and targets
- Meeting statutory duties

Ensuring accountability, by:

- Appointing the Chief Executive
- Monitoring progress towards targets
- Performance managing the Chief Executive
- Engaging with stakeholders
- Contributing to the Trust’s self-evaluation

Ensuring financial probity, by:

- Setting the budget
- Monitoring spending against the budget
- Ensuring value for money is obtained
- Ensuring risks to the organisation are managed

The role of a trustee

In law, the Trust Board is a corporate body, which means:

- no trustee can act on her/his own without proper authority from the full Trust Board;
- all trustees carry equal responsibility for decisions made, and
- decisions will be determined based upon the welfare and performance of every school in the Trust.

As individuals on the board we agree to the following:

Roles and responsibilities

- We understand the purpose of the Trust Board and the role of the Chief Executive.
- We accept that we have no legal authority to act individually, except when the Trust Board has given us delegated authority to do so, and therefore we will only speak on behalf of the Trust Board when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the Trust Board or its delegated agents. This means that we will not speak against majority decisions outside the Trust Board meeting.
- 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 will consider carefully how our decisions may affect the community and other schools within and without the Trust.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of the Trust and our schools. Our actions within our schools and the local community will reflect this.
- In making or responding to criticism or complaints we will be open & transparent and follow the procedures established by the Trust Board.

Commitment

- We acknowledge that accepting office as a Trustee involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the Trust Board, and accept our fair share of responsibilities, including service on committees or working groups.
- We will make full effort to attend all meetings and where we cannot attend explain in advance in full why we are unable to do so.
- We will get to know the schools in the Trust and our schools and take opportunities to engage with schools first hand to affirm our knowledge.
- We will visit our schools purposefully, having arranged the visit in advance and agreed the purpose with the Chief Executive.
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training. We will undertake at least 8 hours of training and development each year that is relevant to our role as a trustee.
- Within 6 months of joining the Trust Board we will undertake relevant induction training
- We accept that in the interests of open government, our full names, date of appointment, terms of office, roles on the governing board, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing us will be published on the school's website.
- In the interests of transparency, we accept that information relating to trustees will be collected and logged on the DfE's national database of governors (Edubase).
- We are aware of and accept the Nolan seven principles of public life.
- We are committed to actively supporting and challenging the Chief Executive.

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 trustees.
- We will support the Chair in their role of ensuring appropriate conduct both at meetings and at other times.
- We are prepared to answer queries from other trustees 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 will seek to develop effective working relationships with the Chief Executive, headteachers, staff, parents, the local authority and other relevant agencies and the communities we serve.

Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff, pupils or parents, both inside or outside the Trust.
- We will exercise the greatest prudence at all times when discussions regarding Trust business arise outside a Trust Board meeting.
- We will not reveal the details of any Trust Board vote.

Conflicts of interest

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the Trust Board’s business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to withdraw from the meeting for the length of time of the relevant discussion. We accept that the Register of Business Interests will be published on the Trust’s website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the Trust as a whole and not as a representative of any group.

6.10

6.11 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 will only use suspension as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- Should it be the Chair that we believe has breached this code, another trustee, such as the Vice Chair, will investigate.
- We understand that any allegation of a material breach of this code of practice by any trustee shall be following an investigation discussed at a meeting of the Trust Board, and, if the breach is upheld by the majority of the Trust Board, a sanction will be agreed which may result in suspension from the Trust Board.

Undertaking:

As a member of the Trust Board I have read, understood and agree to abide by this Code of Practice.

Additionally, I will:

- always have the well-being of the children and the reputation of the Trust at heart;
- act as an ambassador for the Trust publicly supporting its aims, values and ethos; and
- never say or do anything publicly that would embarrass the Trust, any of its schools, the Trust Board, the Chief Executive, Headteachers and the staff.

Signed

Printed name

Date:

Terms of Reference for the ELAT Board Finance Committee

THE BOARD OF TRUSTEES (THE TRUST BOARD) OF EMPOWER LEARNING ACADEMY TRUST (THE TRUST) HAS ESTABLISHED A COMMITTEE OF THE BOARD TO BE KNOWN AS THE FINANCE COMMITTEE (THE COMMITTEE).

These are its terms of reference.

These terms of reference should be read in conjunction with the Trust's Scheme of Delegation.

Notwithstanding the delegated authority given to the Committee, where matters are considered to be of a sensitive, controversial and/or confidential nature, or where it can be demonstrated that to take a decision will have an impact on, or influence, decisions which need to be taken by other committees of the Trust Board or Local Governance Committees, the Committee will continue to recognise the need to refer specific issues to the Trust Board or other relevant committee for a final decision in accordance with the Scheme of Delegation.

Membership

The Committee will be appointed by the Trust Board and will comprise no more than five and no fewer than three members, of whom a majority will be Trustees.

The Board will appoint one of the members of the Committee as its Chair (the Chair).

The CEO/FD will ensure that there is a Clerk present at any meeting of the Committee.

Attendance

The Committee may ask the Chief Executive and the Finance Director and any other senior executive to attend meetings of the Committee either regularly or by invitation, to provide information.

The Committee will have at least one annual meeting, or part of one meeting, with each of the external auditor and the head of internal audit without the senior executives being present.

Voting

The quorum for each meeting shall be one half of the members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet at least termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

- 6.12 Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than four working days prior to the date of the meeting.
- 6.13 Late notice of the meeting (provided that it is agreed by the majority of members of the Committee) and late delivery of papers for the meeting will not invalidate any decisions made at the meeting.

7. AGENDA

- 7.1 The Agenda will be set by the Committee Chair, the CEO and the Chair of the Trust Board in consultation with the Finance Director, the Trust Business Manager and the Clerk.
- 7.2 Any Trustee or Committee member may request that an item be placed on the agenda, but must first discuss the inclusion of the item with the Committee Chair.

8. MINUTES

- 8.1 The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 8.2 Minutes of each Committee meeting will be reviewed by the Chair of the Committee before being made available to all members of the Committee and the Trust Board within ten working days of the meeting.

9. AUTHORITY

- 9.1 The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.
- 9.2 The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

10. REVIEW OF MEMBERSHIP & TERMS OF REFERENCE

- 10.1 Annually, at the first meeting in the Autumn Term.

11. DUTIES

- 11.1 The duties of the Committee shall be to:
- develop and promote a culture of effectively driving financial resources to deliver better outcomes for pupils
 - develop a financial strategy for the Academy Trust and consider policies, procedures or plans required to realise such strategy
 - review the medium term financial forward projections to ensure the Trust resources are channelled effectively towards delivering the strategic improvement plans agreed by the Trust Board
 - review the finance structure throughout the Trust ensuring it is effective and fit for purpose
 - in advance of each financial year, consider the Trust's indicative funding and assess its implications for the Trust's budget and determining the Trust Contribution %
 - review and advise budget determinants/assumptions and advice provided to support the consistent preparation of all Academy budgets in the Trust
 - determine the information required to support the annual approval of the budget
 - receive each Academy's budget for final review prior to it being recommended to the Trust Board receive, reviewing causes of changes to the broad budget headings and areas of expenditure, including the level and use of any carry forward and contingency fund, ensuring the alignment with the development priorities set out in the relevant Academy's development plan
 - consider and recommend the Trust's overall budget to the Trust Board

- consider strategies for raising further revenue for the Trust beyond the usual EFA funding
- define and interrogate regular financial performance reports to be delivered to the Committee by the FD including variances from the budget
- at least annually, review the need for and effectiveness of the services provided by the Trust's central team
- make recommendations on appropriate KPI's as part of the annual planning process
- review the effectiveness of resource allocation through internal (comparing Academies) and external benchmarking
- liaise with and consider reports from the Human Resources Committee and the Risk Committee and make recommendations to those committees about the financial aspects of material matters being considered/overseen by them
- monitor and review income and expenditure on a regular basis and ensure compliance with the overall financial plan for the Trust, drawing any matters of concern to the attention of the Trust Board
- monitor and review assets and liabilities, including contingent liabilities, to ensure the risk of unplanned impairment is appropriately managed
- considering proposals for material capital expenditure on estates and assets of the Trust
- monitor and review procedures for ensuring the effective implementation and operation of financial policy and, where appropriate, to make recommendations for improvement
- review and recommend to the Trust Board, the Directors' report and financial statements to form part of the annual report and financial statements of the Trust
- considering proposals for grant applications, commercial and business development activities
- ensure the Trust's commercial and fundraising activities are carried out effectively
- examine and review new initiatives for financial development, including fundraising
- review and recommend to the Trust Board significant investment and capital financing decisions and oversee the management of the resultant projects
- approve and keep under review the Trust's finance policy
- annually review and recommend to the Trust Board the Trust's Scheme of Financial Delegation
- promptly notify the Trust Board of all financial matters of which the Committee has knowledge and which may materially affect the current or future position of the Academy Trust
- advise generally on the provision of resources and services to the Academy Trust
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness
- ensure all appropriate notifications and returns are made to the EFA or any other agency
- review and ensure the management of taxation, particularly VAT, is appropriately conducted
- receive annually a confirmation statement from the CEO that the Trust has complied with the rules/regulations and procedures laid out in the Academies Financial Handbook and the Funding Agreement
- oversee tendering (where required) and the signing of contracts in accordance with the scheme of financial delegation
- review and approve any amendments to the Trust's (including individual academies) staffing establishments
- review the use and effectiveness of any specifically targeted funds
- annually receive and review the Asset Management Plan to ensure that the development, maintenance and replacement of all physical assets, equipment and facilities of the school, including premises, equipment, land, depreciating assets etc. are aligned with the Trust's Vision and Trust Improvement Plan.

Terms of Reference for the ELAT Board Risk and Audit Committee

The board of trustees (the Trust Board) of Empower Learning Academy Trust (the Trust) has established a committee of the Trust Board to be known as the Risk and Audit Committee (the Committee).

These are its terms of reference.

12. SCHEME OF DELEGATION

- 12.1 These terms of reference should be read in conjunction with the Trust's Scheme of Delegation.
- 12.2 Notwithstanding the delegated authority given to the Committee, where matters are considered to be of a sensitive, controversial and/or confidential nature, or where it can be demonstrated that to take a decision will have an impact on, or influence, decisions which need to be taken by other committees of the Trust Board or Local Governance Committees, the Committee will continue to recognise the need to refer specific issues to the Trust Board or other relevant committee for a final decision in accordance with the Scheme of Delegation.

13. MEMBERSHIP

- 13.1 The Committee will be appointed by the Trust Board and will comprise no more than five and no fewer than three members, of whom a majority will be Trustees.
- 13.2 The Trust Board will appoint one of the members of the Committee as its chair (the Chair).
- 13.3 The CEO/Trust Business Manager will ensure that there is a Clerk present at any meeting of the Committee.

14. ATTENDANCE

- 14.1 The Committee may ask the Chief Executive Officer, the Finance Director, the Trust Business manager and any other senior executive to attend meetings of the Committee either regularly or by invitation. Invitees have no right to attend Committee meetings.
- 14.2 The Committee will ask a representative of the external auditors and the internal auditors to attend meetings as they consider necessary and in consultation with the representative of the external auditors.
- 14.3 The Committee will have at least one annual meeting, or part of one meeting, with each of the external auditor and the internal auditors without the senior executives being present.

15. VOTING

- 15.1 The quorum for each meeting shall be one half of the members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

16. MEETINGS

- 16.1 The Committee shall meet at least termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee. Meetings can be requested by the external or internal auditors if they consider that one is necessary.

- 16.2 Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.
- 16.3 Late notice of the meeting (provided that it is agreed by the majority of members of the Committee) and late delivery of papers for the meeting will not invalidate any decisions made at the meeting.

17. AGENDA

- 17.1 The Agenda will be set by the Committee Chair, the CEO and the Chair of the Trust Board in consultation with the Finance Director, the Trust Business Manager and the Clerk.
- 17.2 Any Trustee or Committee member may request that an item be placed on the agenda, but must first discuss the inclusion of the item with the Committee Chair.

18. MINUTES

- 18.1 The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 18.2 Minutes of each Committee meeting will be reviewed by the Chair of the Committee before being made available to all members of the Committee and the Trust Board within ten working days of the meeting.

19. AUTHORITY

- 19.1 The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.
- 19.2 The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.
- 19.3 The Chair of the Committee will be considered the Responsible Trustee for the overseeing of Health and Safety within the Trust

20. REVIEW OF MEMBERSHIP & TERMS OF REFERENCE

- 20.1 Annually, at the first meeting in the Autumn Term.

21. DUTIES

- 21.1 The duties of the Committee shall be:
- 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 review the annual financial statements before submission to the Trust Board, focusing particularly on:
 - any changes in accounting policies and practices
 - areas involving a significant degree of judgement
 - significant adjustments resulting from the audit
 - the going concern assumption
 - compliance with accounting standards
 - compliance with legal requirements

- the clarity of disclosures
- the consistency of accounting policies from year to year
- to discuss concerns and reservations arising from the audit and any matters the external auditor may wish to discuss (in the absence of the management where necessary)
- to act as the body to whom the head of internal audit reports on the internal audit function and to discuss any issue that the head of internal audit may wish to raise (in the absence of management where necessary)
- to review the internal audit function, consider the major findings of internal audit investigations and the management's response, and ensure co-ordination between the internal and external auditors
- to keep under review the effectiveness of internal control systems, and in particular review the external auditor's management letter and the management's response
- to set the tone and culture for risk management across the Trust
- to advise the Trust Board on the Trust's overall risk appetite, tolerance and strategy, taking account of the current and prospective macroeconomic, financial and educational environment drawing on authoritative sources that may be relevant for the Trust's risk policies
- to develop and keep under review risk management and measurement strategies across the Trust together with the procedures for monitoring the adequacy and effectiveness of those processes
- to review the implementation of risk management policy across the Trust
- to consider the Trust's risk profile in the context of Trust strategy and potential future trends identifying any concentrations or exposures and any requirement for policy change
- to receive and review risk management reports from the CEO including relevant regulatory information and reports
- to consider material breaches of the agreed risk limits and review the actions taken in response and changes in process to prevent a repeat occurrence
- to consider the findings of the internal audits or the external audits and ensure they are acted upon
- review the Trust's procedures for detecting fraud
- review the Trust's procedures for the prevention of bribery
- to oversee the maintenance of a safe and healthy working environment which complies with statutory requirements
- to receive any monitoring reports from external health and safety experts (including safeguarding) and ensure any recommendations are acted upon with appropriate haste
- to review reports from the CEO containing information about accidents, incidents and near misses across the Trust
- to review, approve and monitor compliance with Health & Safety Policy & practices across the Trust including local variations
- to review and approve Business Continuity Plans across the Trust
- to review, on a regular basis, its own performance, constitution, and terms of reference to ensure it is operating at maximum effectiveness

In discharging its duties, the aims of the Committee are to:

- facilitate good communication between the Trust and its external auditor
- increase the credibility and objectivity of financial reporting
- strengthen the independence of the audit function
- improve the quality of the accounting and auditing functions.

Terms of Reference for the ELAT Board Human Resources Committee

The board of trustees (the Trust Board) of Empower Learning Academy Trust (the Trust) has established a committee of the Trust Board to be known as the Human Resources (HR) Committee (the Committee).

These are its terms of reference.

22. SCHEME OF DELEGATION

- 22.1 These terms of reference should be read in conjunction with the Trust's Scheme of Delegation.
- 22.2 Notwithstanding the delegated authority given to the Committee, where matters are considered to be of a sensitive, controversial and/or confidential nature, or where it can be demonstrated that to take a decision will have an impact on, or influence, decisions which need to be taken by other committees of the Trust Board or Local Governance Committees, the Committee will continue to recognise the need to refer specific issues to the Trust Board or other relevant committee for a final decision in accordance with the Scheme of Delegation.

23. MEMBERSHIP

- 23.1 The Committee will be appointed by the Trust Board and will comprise no more than five and no fewer than three members, of whom a majority will be Trustees.
- 23.2 The Trust Board will appoint one of the members of the Committee as its chair (the Chair).
- 23.3 The CEO/Trust Business Manager will ensure that there is a Clerk present at any meeting of the Committee.

24. ATTENDANCE

- 24.1 The Committee may ask the Chief Executive Officer, the Trust Business manager, The Trust HR Director and any other senior executive to attend meetings of the Committee either regularly or by invitation. Invitees have no right to attend Committee meetings.

25. VOTING

- 25.1 The quorum for each meeting shall be one half of the members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

26. MEETINGS

- 26.1 The Committee shall meet at least termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee. Meetings can be requested by the external or internal auditors if they consider that one is necessary.

- 26.2 Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.
- 26.3 Late notice of the meeting (provided that it is agreed by the majority of members of the Committee) and late delivery of papers for the meeting will not invalidate any decisions made at the meeting.

27. AGENDA

- 27.1 The Agenda will be set by the Committee Chair, the CEO and the Chair of the Trust Board in consultation with the Trust Business Manager and the Clerk.
- 27.2 Any Trustee or Committee member may request that an item be placed on the agenda, but must first discuss the inclusion of the item with the Committee Chair.

28. MINUTES

- 28.1 The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 28.2 Minutes of each Committee meeting will be reviewed by the Chair of the Committee before being made available to all members of the Committee and the Trust Board within ten working days of the meeting.

29. AUTHORITY

- 29.1 The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.
- 29.2 The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

30. REVIEW OF MEMBERSHIP & TERMS OF REFERENCE

- 30.1 Annually, at the first meeting in the Autumn Term.

31. DUTIES

- 31.1 The duties of the Committee shall be:
- to consider, determine and keep under review any strategies and policies for human resources and organisational development
 - to consider, determine and keep under review effective arrangements for consultation with staff as a whole and for negotiation and consultation with appropriately recognised Trade Unions and/or other representatives
 - to undertake the role of the Appeals Panel to consider appeals against the Chief Executive Officer or Academy Trust decisions relating to H.R. matters
 - to ensure effective measures are in place to promote equality and diversity in employment
 - to consider the details of restructuring programs following any necessary approvals in principle by the Trust Board
 - to develop strategy and policy in all matters relating to the recruitment, reward, retention, motivation and development of the Academy Trust's staff
 - to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

CEO Performance Management Review and Remuneration Committee

Terms of Reference

32. CONSTITUTION

32.1 The board of directors (the Trustees) of the Trust (the Trust Board) hereby resolves to establish a committee of the Trust Board to be known as the Executive Performance review and remuneration Committee (the Committee).

33. MEMBERSHIP

33.1 The Committee shall have a minimum of three members and a maximum of five members. A majority of Committee members must be Trustees of the Trust Board and no member shall be an employee of the Trust.

33.2 The Committee's membership shall be determined by the Trust Board as and when it sees fit, but membership will be reviewed at least every second year.

33.3 Subject to paragraph 2.4, the Committee shall at the first meeting of each academic year elect a member to act as chair of the Committee (the Chair).

33.4 The Committee will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.

33.5 No person may act as Chair under paragraph 2.3 unless they are also a member of the Trust Board.

33.6 The Chief Executive shall not be a member of the Committee.

33.7 The Chief Executive shall ensure that a clerk is provided to take minutes at meetings of the Committee.

33.8 The Committee may invite attendance at meetings from persons who are not Trustees or Committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

34. REMIT AND RESPONSIBILITIES OF THE COMMITTEE

34.1 The Committee shall be responsible for the matters set out in the Schedule.

35. PROCEEDINGS OF COMMITTEE MEETINGS

35.1 The Committee will meet as often as is necessary to fulfil its responsibilities but shall meet at least once per year.

35.2 Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.

35.3 The quorum for the transaction of the business of the Committee shall be a majority of the Committee members and no vote on any matter shall be taken at a meeting of the Committee unless the majority of members of the Committee present are Trustees of the Trust.

35.4 Every matter to be decided at a meeting of the Committee must be determined by a majority of the votes of the members present and voting on the matter.

35.5 Each member present in person shall be entitled to one vote.

35.6 Where there is an equal division of votes the Chair shall have a casting vote.

35.7 A register of attendance shall be kept for each Committee meeting and published annually.

36. AUTHORITY

36.1 The Committee is authorised by the Trust Board to:

- a. carry out any activity authorised by these terms of reference; and

- b. seek any appropriate information that it requires from any employee/officer of the Trust to carry out the work delegated to it by the Trust Board and all officers/employees shall be directed to co-operate with any request made.

37. REPORTING PROCEDURES

- 37.1 Within 14 days of each meeting the Committee will:
 - a. produce and agree minutes of its meetings;
 - b. provide a summary document identifying (i) decisions made, (ii) recommendations to the Trust Board, (iii) any items for the information of the Trust Board and (iv) items for further discussion by the Trust Board (together called the "Committee Reports").
- 37.2 The Committee Reports can be agreed by Committee members by email.
- 37.3 Subject to paragraph 6.4, the Committee Reports will be made available to the Trust Board members within 21 days following each Committee meeting.
- 37.4 There may be excluded from the Committee Reports available to the full Trust Board any confidential information relating to the Chief Executive, Finance Director, Trust Business Manager and HR Director (whether it relates to their pay, performance or otherwise). Where items are excluded on the basis of confidentiality under this paragraph then confidential Committee Reports shall be made available to non-employee members of the Trust Board within 21 days of the relevant Committee meeting.
- 37.5 The Committee shall arrange for the production and delivery of such other reports or updates as requested by the Trust Board from time to time.
- 37.6 The Committee shall conduct an annual review of its work and these terms of reference and shall report the outcome and make recommendations to the Trust Board.

38. REVIEW OF THESE TORS

- 38.1 These Terms of Reference will be reviewed at least every three years.
- 38.2 The Terms of Reference were adopted by the Trust Board on [xx xxx 2017].
- 38.3 The next formal review date is [xx xxx 2020].

DATE:

Schedule
Responsibilities of the Committee

- i. to determine and agree with the Board the framework or broad policy for the remuneration of the Trust's Chief Executive Officer and such other members of the executive management of the Trust as it is designated to consider (Senior Executives).
- ii. to determine the Trust wide pay policy and oversee the process of moderation across the Trust.
- iii. to ensure no Senior Executive, director or manager is involved in any decisions as to their own remuneration.
- iv. to prepare and submit recommendations to the Trustees for the terms of service and remuneration (including pension arrangements) of the Senior Executives.
- v. to monitor, evaluate and report (as appropriate) to the Trustees on the performance of the Chief Executive.
- vi. to approve appropriate remuneration packages for any new Senior Executive appointments.
- vii. having regard to the charitable status of the Trust and in recognition of the fact the Trust receives funding under a funding agreement with the Secretary of State for Education, to ensure the remuneration or other sums paid to a Senior Executive do not exceed an amount that is reasonable in all the circumstances.
- viii. to review and approve the design of, and determine targets for, any performance related pay schemes operated by the Trust and approve the total annual payments made under such schemes.
- ix. to ensure that any termination packages including contractual terms and pension benefit entitlements (i) do not reward failure and are fair to the individual and the Trust and comply with the obligations set out in the Academies Financial Handbook.
- x. to review and note annually the remuneration trends across the Trust.
- xi. to oversee any major changes in employee benefits structures in the Trust.
- xii. to agree the policy for authorising claims for expenses from the Senior Executives.
- xiii. to be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration or other consultants who advise the Committee. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.

ELAT Trust
Local Governance Committee Terms of Reference
(An extract from the ELAT Scheme of Delegation)

39. INTRODUCTION

- 39.1 Empower Learning Academy Trust (ELAT), under its Scheme of Delegation has determined that in normal circumstances each Academy in the Trust will have a Local Governance Committee (LGC) specific to that Academy to provide governance functions as delegated by the Trust Board.
- 39.2 The overarching purpose of a LGC is to provide strategic direction, support and local accountability for the performance of the relevant Academy within the framework and parameters set by the Trust Board
- 39.3 Those serving on LGCs 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.
- 39.4 LGC members of the LGC must familiarise themselves with the Job Role for Members of the LGC and must at all times comply with the LGC Code of Conduct and the Trust's Conflict of Interest Policy.
- 39.5 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 Chair of the LGC. An annual skills audit will be undertaken in which LGC members will be asked to articulate their contribution to the success of the Trust and the Academy in the period of review.
- 39.6 ELAT do not adopt a one size fits all approach and is committed to maintaining an LGC which is equipped to meet the functions of the LGC in the context of each specific Academy. LGC members will be chosen on a case by case basis in accordance with the skills and knowledge and the needs of each individual academy.
- 39.7 These terms of reference are an extract from ELAT's Scheme of Delegation which may be varied or rescinded at any time solely at the discretion of the ELAT Trustees' Board. If there is a conflict between this extract and the Scheme of Delegation, it is the Scheme of Delegation that will take precedent.

40. CONSTITUTION, TERMS OF OFFICE AND PROCEEDINGS

- 40.1 A LGC shall comprise between 6 and 12 members (LGC members). The Trust Board in consultation with the ELAT CEO shall determine final number of LGC members. LGC Members will be selected (where not elected) based on skills, knowledge and attributes.
- 40.2 One LGC member shall be an elected parent and one LGC member shall be an elected member of the Academy's staff (who shall not be a member of the Senior Leadership Team).
- 40.3 Neither the Headteacher nor other members of the Academy's Senior Leadership Team can become LGC members.
- 40.4 The LGC is primarily responsible for sourcing and appointing LGC members having regard to any recommendations from the Trust Board. The Trust Board may however determine, as it sees fit, to appoint or remove LGC members to/from a LGC.
- 40.5 Any LGC member shall hold and vacate office in accordance with the terms of his or her appointment, including the length of term, which may be varied on appointment by the LGC, but shall in no circumstances exceed four years. The membership of the LGC will be reviewed by the Trust Board annually.
- 40.6 Without consent from the Trust Board, and subject to remaining eligible to be an LGC member, any LGC member may only be re-appointed for consecutive periods not exceeding 8 years in total.
- 40.7 All persons appointed or elected to the LGC shall give a written undertaking to the Trust Board to uphold the charitable object and mission of the Trust, and comply with the Articles of Association, the Funding Agreement(s), this Scheme of Delegation, the Code of Conduct and the Governance Handbook.
- 40.8 A person shall be ineligible to serve on the LGC if he or she is disqualified from doing so (causes of disqualification are contained in the ELAT Scheme of Delegation).

- 40.9 The LGC has no power to co-opt LGC members but advisers (including members of staff in the Academy) may attend meetings but cannot participate in any vote taken by the LGC.
- 40.10 It is expected that at most meetings of the LGC the Headteacher and other members of the Academy's Senior Leadership Team will be in attendance.
- 40.11 Any Trustee and the Chief Executive Officer may attend any meeting of the LGC without invitation (but does so as an observer and not as an LGC member).

41. APPOINTMENT AND DUTIES OF THE CHAIR AND VICE-CHAIR

- 41.1 The LGC members shall at their first meeting in the school year, having regard to any advice of the Trust Board, elect a Chair and a Vice-Chair from among their number (any person who is employed by the Trust to work at any of the Academies shall be ineligible for holding such office). The process will be by self-nomination and candidates must advise the Clerk of their candidacy at least 7 clear days prior to the relevant meeting. The appointment following election is subject to the approval of the Trust Board.
- 41.2 Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
- 41.3 The Chair or Vice-Chair may be removed from office by the Trust Board at any time (without the need to provide any reasons for the removal).
- 41.4 The Chair's specific duties are to:
- provide clear leadership and direction to the work of the LGC ensuring strategic leadership and school improvement are the focus of its activities;
 - build an effective team, attracting individuals to the LGC with the necessary skills and experience, promoting equality and diversity, ensuring LGC members make a positive contribution to driving school improvement and undertaking development to maximise their potential contribution;
 - work closely with the Headteacher and the Chief Executive Officer to ensure there is robust challenge and appropriate encouragement;
 - hold the LGC members to account;
 - ensure the business of the LGC is conducted efficiently and effectively, chairing meetings ensuring all LGC members have the opportunity to contribute and are listened to with clear decisions being made when necessary;
 - ensure the LGC reports formally to the Trustee Board in such format and as regularly as determined by the Trustee Board.

42. RESPONSIBILITIES OF THE LGC

- 42.1 As a matter of general principle, the LGC and the Academy more generally will adopt and will comply with all policies adopted by the Trust Board and will comply with any direction issued by the Trust Board and have regard to any advice given by the Trust Board or the Chief Executive Officer.
- 42.2 The main tasks and responsibilities of the LGC are as follows, with further detail set out in Section 5 of the ELAT Scheme of Delegation:
- within the vision and ethos set by the Trust, to develop and monitor the vision and ethos of the Academy;
 - to approve the Academy's strategy for improvement as set out in its Academy Improvement Plan (proposed by the Headteacher and the Chief Executive Officer) and monitor its implementation;
 - to support the Headteacher and senior leadership team in monitoring pupil progress and analysing any performance data in the light of the Academy's strategy for improvement and performance targets;
 - to support the Trust Board in providing scrutiny of key aspects of the Academy's performance as determined by the Trust Board.
- 42.3 LGC members have a more general responsibility to:
- question and challenge the Academy leadership and to robustly hold them to account;
 - act in the best interests of the Trust and Academy at all times;

- keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust;
- carry out training to ensure their skills and knowledge are up to date; and
- take part in regular self-review

42.4 Detailed responsibilities as laid out in Section 5 of the ELAT Scheme of Delegation are as follows:

42.4.1 Vision, Values and Strategy

- within the vision and ethos set by the Trust, develop and monitor the vision, ethos and culture of the Academy.
- approve the Academy's strategy for improvement as set out in its Academy Improvement Plan (proposed by the Headteacher and the Chief Executive Officer) and monitor its implementation.

42.5 Academy Budget

- recommend the Academy's annual budget to the Trust Board having appropriately considered the priorities of the Academy and the deployment of resources (staff and other) to successfully deliver the necessary outcomes.
- be responsible for approving any plan to raise voluntary (i.e. non-grant) funds (including any restricted funds) provided the purpose for which they have been raised is within the charitable object of the Trust. An Academy may seek to generate additional funds by undertaking certain activities, such as: lettings, the provision of sporting and recreational facilities, running a nursery and/or providing childcare, teacher training, providing and supporting ICT and other administrative services.

42.6 Curriculum and Standards

- monitor and evaluate the curriculum offering to ensure it meets the needs of the local community that the Academy serves.
- monitor pupil progress and review performance data in the light of the Academy's strategy for improvement and its performance targets.
- monitor the implementation of any strategic plan and the Academy Improvement Plan.
- promote and support the communication of plans and actions to pupils, staff and parents as need be.

42.7 Health and safety

- monitor the health and safety culture operating in the Academy and report by exception any concerns to the Trust Board and the Chief Executive Officer.

42.8 Personnel

- through the Chair's involvement on the selection panel, participate in the recruitment of the Headteacher.
- through the 2 LGC Members included on the performance management panel for the Principal/Headteacher (led by the ELAT Chief Executive Officer) contribute to the setting and reviewing of performance management targets of the Principal/ Headteacher
- approve the progression of staff between pay grades ensuring any progression is objectively based on successful performance management outcomes.

42.9 Admissions and Exclusions

- consider any decision by the Headteacher to permanently exclude any pupil;

- establish and authorise an independent panel hearing to consider any decision to readmit a pupil following exclusion.

42.10 Premises

- monitor the culture and the implementation of the strategic plans to ensure a safe environment for all users of the buildings and the facilities.

42.11 Community Activities and Community Engagement

- encourage and monitor community engagement and consultation.
- oversee the development of effective links with the community that the Academy serves, ensuring communication is open and effective in order to meet the Academy's responsibilities to the community.
- shall ensure that any support or patronage given to the Academy is not inconsistent with the objects of the Trust, the restrictions on the use of its charitable resources and any advice or restriction placed on the Trust by the Secretary of State.

42.12 Risk Management

- keep under review the Academy's risk register and seek assurance that risk management is effectively carried out.
- report to the Trust Board and the Chief Executive Officer any perceived material vulnerability that is not addressed in a timely and effective manner.

42.13 Policies

- ensure the Academy adopts all ELAT Trust wide policies
- contribute to the development and review of any Academy policies which the Trust Board has determined should be formulated at Academy level and to be specifically approved by the LGC.

42.14 Collaboration across the Trust

- promote the benefits of collaboration with the other Academies.

42.15 Marketing

- support the Headteacher in marketing the Academy to the local community and its feeder schools.

42.16 Reporting to the Trust Board

- report to the Trust Board in such format and on such regularity as the Trust Board determines.

42.17 External Agencies

- to engage fully and openly with any inspection of the Academy, whether by the Trust Board, Ofsted, the Auditors or any other appropriate body to whom the Academy is accountable, supporting the Chief Executive Officer and the Trustees in providing the necessary background and local context in respect of the Academy and its performance.

43. SUB-COMMITTEES

43.1 The LGC will only establish sub-committees with the formal approval of the Trust Board.

44. MEETINGS

44.1 The LGC will meet at least once a half term.

44.2 A LGC member will notify the LGC of any conflict of interest that they consider they have with regard to any matter to be discussed at any meeting of the LGC.

44.3 Any LGC member who is also an employee of the Trust shall withdraw from that part of any meeting of the LGC at which remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement regarding any specific member of staff are to be considered.

- 44.4 LGC members shall in normal circumstances receive at least seven clear days before the date of a meeting, notice of the meeting; and a copy of the agenda for the meeting.
- 44.5 A meeting of the LGC shall be terminated forthwith if:
- the LGC members so resolve; or
 - the number of LGC members present ceases to constitute a quorum for a meeting of the LGC.
- 44.6 LGC minutes will be collated and sent to the chair within two weeks for approval, before wider circulation to the members of the LGC (by email or by way of an intranet).
- 44.7 The agenda for LGC meetings will be determined by the chair of the LGC having taken into account input from the Principal/Headteacher and any guidance given by the ELAT Trust. LGC members can request additional items be considered for the agenda (either by writing to the clerk or, at the Chair's discretion, under any other business at the meeting itself).
- 44.8 Urgent decisions that need to be taken by the Headteacher/Principal in the period between LGC meetings requiring LGC consent may only be undertaken with the approval of the chair of the LGC.

45. QUORUM FOR MEETINGS AND DECISION MAKING

- 45.1 The quorum for a meeting of the LGC, and any vote on any matter thereat, shall be three.
- 45.2 Subject to the ELAT Scheme of Delegation, every question to be decided at a meeting of the LGC shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every LGC member shall have one vote. In the event of a tied vote, the chair of the meeting shall not have a casting vote, unless a second vote is conducted following further discussion and that vote is again tied.
- 45.3 Any LGC member shall be able to participate in meetings of the LGC by telephone or video conference provided that:
- he or she has given notice of his intention to do so detailing the telephone number on which he or she can be reached and/or appropriate details of the video conference suite from which he or she shall be taking part at the time of the meeting at least 24 hours before the meeting; and
 - the LGC 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.

46. CONDUCT OF THE LGC

- 46.1 The LGC will conduct its business in an open and transparent way at all times.
- 46.2 No individual LGC member has the power to act alone.
- 46.3 Individual members of the LGC must respect confidentiality. It is for the LGC to determine which parts of meetings, and the associated minutes, should remain confidential. Serious breaches of confidentiality may result in the ELAT Trust Board removing an individual member from the LGC.
- 46.4 LGC members should generally refrain from talking to press agencies. On rare occasions, the Chair maybe required to do so, but should liaise with the Headteacher/Principal and the ELAT CEO and ELAT Chair of Trustees before doing so.

47. CLERKING

- 47.1 All LGC meetings shall be professionally clerked. The Clerk shall not be an LGC member.
- 47.2 The LGC shall appoint a Clerk on such term, at such remuneration and upon such conditions as they may think fit having taken advice from the Educational Services Team and subject to the ratification of the Trust Board.

48. ROLE OF THE HEADTEACHER/PRINCIPAL

- 48.1 The Headteacher/Principal will be responsible for the internal organisation and the management and control of the academy under the direction of the CEO of ELAT.

The Headteacher/Principal will provide the LGC with regular information on the performance of all aspects of the academy and will comply with any reasonable request from the LGC for information. The range, content and regularity of reports should comply with standards and guidelines set by the ELAT Trust, and otherwise it is for the LGC to determine such other information required for it to meet its purpose. The LGC may request any member of the SLT to attend its meetings to provide information on the performance of any aspect of the academy for which they are responsible.

Bower Park Academy
Interim Transitional Board
Terms of Reference

49. INTERIM TRANSITIONAL BOARD (ITB) OF BOWER PARK ACADEMY (BPA)

49.1 Background

49.1.1 Empower Learning Academy Trust (ELAT) has determined to stand down the local governing committee (LGC) and appoint an ITB for the following reasons:

- Identification of weak governance.
- In response to the outcome of an Ofsted inspection and further communication from the Regional School Commissioner
- Its category of Requiring Improvement.
- A dip in the academy's performance.

49.1.2 The ELAT management team and the principal of BPA will manage the process of standing down the LGC.

49.1.3 ELAT do not adopt a one size fits all approach and is committed to appointing an ITB which is a small, capable and focused group. Members will be chosen on a case by case basis in accordance with the skill and knowledge and the needs of individual academies.

49.1.4 The main function of the ITB will be to secure governance of the academy, developing a sound basis for improvement and will be in place until there is significant confidence with the ITB and the ELAT Trustees' Board that a normal governance model can be resumed..

49.1.5 The ITB will be responsible to the ELAT Trustees' Board the delivery of its purpose and will report its progress in meeting its objectives to that Board.

49.1.6 Membership of the ITB of Bower Park Academy was approved by the Trustees of ELAT with effect from 19th September 2016 along with these terms of reference.

49.1.7 These terms of reference may be varied or rescinded at any time solely at the discretion of the ELAT Trustees' Board.

49.1.8 The initial membership of the ITB is:

- D Harries, Chair, R Cohen, [K Conquest, J McKernan, A Mann, I Smith]
- Advisers; Simon London, ELAT CEO, A Dixon, Principal

50. CONSTITUTION, TERMS OF OFFICE AND PROCEEDINGS

50.1 Members of the ITB will hold office for the period that the ITB is in existence, although individual members may resign at any time.

50.2 ELAT may appoint additional members of the ITB at any time to support the continued development of the academy and may remove existing members for reasons of incapacity or misconduct.

50.3 The chair of the ITB shall be appointed by ELAT. ELAT may remove or replace the chair for reasons of incapacity or misconduct.

50.4 The Education (Governors' Allowances) (England) Regulations 2003 do not apply in relation to an ITB.

50.5 The School Governance (Procedures) (England) Regulations 2003 do not apply in relation to the ITB. It is for the ITB, once constituted, to agree appropriate procedures for the conduct of its business.

50.6 The ITB may make such arrangements as it sees fit for the discharge of its functions by any other person. This may include appointing individuals or working groups to support the ITB to monitor key focus areas of the academy development priorities.

- 50.7 It is for the ITB to determine the regularity of meetings, although it is anticipated that the board will meet approximately at least monthly during term time to ensure the pace of improvement is maintained and to closely monitor improvement.
- 50.8 ITB members will commit to attending all meetings. Occasional absence will be advised in advance to the clerk of the meeting.
- 50.9 All ITB members, the principal (unless the principal is being discussed) and shadow governing body, once established, may attend meetings of the ITB and its committees although non-members will not have voting rights.
- 50.10 Other individuals and observers, including other representatives of ELAT, may attend with agreement of the ITB.
- 50.11 Where confidential matters are being discussed it will be for the ITB to determine if non-members can be present:
- 50.12 The quorum for all meetings of the ITB will be two members.

51. RESPONSIBILITIES OF THE ITB

- 51.1 The ITB will be responsible for the monitoring the quality of provision and standards of achievement within the academy by:
- Monitoring performance against targets set by the ITB.
 - Monitoring the implementation of the policy framework set by the ITB and its impact on standards of achievement.
 - Monitoring the academy self-evaluation and satisfying itself to the accuracy of this, including via external support as determined by the ITB.
 - Ensuring the academy complies with statutory requirements.
 - Providing robust challenge and support to the principal and SLT.
 - Monitoring and evaluating progress towards achieving post-inspection or review action points.
- 51.2 The ITB will hold the principal and SLT to account, and be accountable to any interested party for the academy's performance by:
- Receiving regular information from the principal and SLT on the performance of all aspects of the academy.
 - Agreeing other key policies and monitoring their implementation (particularly the performance management policy, behaviour policy and complaints policy)
 - Conducting the performance management of the principal (along with the ELAT CEO) and monitoring progress towards agreed targets.
 - Receiving appeals on issues relating to staff grievance, capability, complaints and exclusions.
 - Determining how the academy's relationships with key stakeholders will be managed including what will be communicated, in what medium and how frequently.

52. THE ROLE OF THE PRINCIPAL

- 52.1 The principal will remain responsible for the internal organisation, the leadership and management and control of the academy, and for advising on the implementation of the ITB's strategic framework.
- 52.2 The principal will provide the ITB with regular information on the performance of all aspects of the academy and will comply with any reasonable request from the ITB for information. It is for the ITB to determine the range, content and regularity of these reports. The ITB may request any member of the SLT to attend its meetings to provide information on the performance of any aspect of the academy for which they are responsible.
- 52.3 Where the ITB delegates any function to the principal the ITB has the power to give reasonable directions in relation to that function, and oblige the principal to comply with those directions.

53. CONDUCT OF THE ITB

- 53.1 The ITB will conduct its business in an open and transparent way at all times.
- 53.2 No individual ITB member has the power to act alone, unless delegated to do so by the ITB.
- 53.3 Where functions have been delegated to an individual, or a group, they must report back to the full ITB on actions taken under delegation at the earliest possible opportunity. The ITB remains responsible for any action undertaken on its behalf under delegation.
- 53.4 Individual members of the ITB must respect confidentiality. It is for the ITB to determine which parts of meetings, and the associated minutes, should remain confidential. Serious breaches of confidentiality may result in ELAT removing an individual member from the ITB.
- 53.5 Any agreed dialogue with press agencies will be through close liaison with the ELAT Chair of Trustees and the Executive Principal and through the principal and the chair of the ITB. No member of the ITB should have contact otherwise with press agencies, unless authorised by the chair of the ITB.
- 53.6 Clerking of the meetings will be arranged by ELAT. The appointed clerk will also be bound to confidentiality.

54. PROCEDURAL RESPONSIBILITIES

- 54.1 ITB minutes will be collated and sent to the chair within one week for approval, before wider circulation to the members of the ITB, by email.
- 54.2 The agenda for ITB meetings will be determined by the chair of the ITB in the first instance, at least five days before the meeting. This will then be circulated to other members for additional items to be considered for the agenda.
- 54.3 On request the principal will present a report to the ITB on progress against each of the key issues, and including a financial update report, and any staffing/HR issues. The report will also include relevant data and student tracking information, and including behaviour and attendance data.
- 54.4 The ITB will determine the agreed signatories for financial decision making, and will determine the spending thresholds for the principal, without needing approval by the ITB. This is underpinned by ensuring accountability, without procedures negatively impacting the securing of rapid progress to address the issues.
- 54.5 Urgent decisions that need to be taken by the principal in the period between ITB meetings will be with the approval of the chair of the ITB.
- 54.6 The decision making processes of the ITB will be open and transparent, and in partnership in the best interests of the school and its progress towards addressing the key issues for the school. In the event of a split decision, the chair of the ITB will have the casting vote.

55. DISBANDING THE ITB

The ITB will be disbanded once the trigger for its appointment has been removed. This decision will be made at the right time for the individual academy and only when stability has been restored and there is confidence in the progress of the academy. A planned disbanding of the ITB will take place alongside the induction of the newly formed LGC.

ROLE PROFILE AND PERSON SPECIFICATION

Role:	Member of a Local Governance Committee (LGC) for an Academy run by the Empower Learning Academy Trust
Location:	LGC meetings to be held at the relevant Academy Site visits to other Academies operated by the Trust as necessary
Hours:	Up to twelve LGC meetings a year Attendance at various other events taking place at the Academy Attendance at occasional Trust wide conferences and events
Salary range:	Nil
Term of office:	Four years

Purpose of the role: The LGC for an Academy is an essential element of governance across the Trust. Members of the LGC in partnership with the Principal & the CEO of the Trust develop (within the umbrella of the Trust's vision, ethos and strategic direction) the vision, ethos and strategic direction of the relevant Academy, hold the Academy's executive leaders to account, and recommend to the Trust Board the effective deployment of resources within the academy in the interests of current and future pupils. The LGC also plays an active part in supporting the Headteacher, liaising as appropriate with the Trust's CEO, the Chair of the Trust and the Trust Board.

Role Profile

The specific tasks and responsibilities of the members of the LGC are to:

- Vision, Values and Strategy

- within the vision and ethos set by the Trust, develop and monitor the vision, ethos and culture of the Academy
- approve the Academy's strategy for improvement as set out in its Academy Improvement Plan (proposed by the Headteacher and the Chief Executive Officer)
- monitor the implementation of the Academy Improvement Plan against KPIs, targets and milestones

- The Trust
 - review Trust wide policies and if the LGC considers amendments are necessary to fit local circumstances recommend local amendments to the Trust Board
 - ensure the implementation of Trust wide policies
 - promote collaboration between academies in the Trust, actively seeking opportunities for academies to work together to share best practice or improve economic efficiencies
 - provide advice and feedback to the Trustees and report on all matters delegated to the LGC

- School Budget
 - review the Academy's annual budget in the light of the priorities of the Academy and the deployment of resources (staff and other) to successfully deliver the necessary outcomes
 - recommend the Academy's annual budget to the Trust Board
 - approve any proposal from the Headteacher to raise voluntary (i.e. non grant) funds

- Curriculum and Standards
 - monitor and evaluate the curriculum offering to ensure it meets the needs of the local community
 - monitor pupil progress and review performance data in the light of the Academy's strategy for improvement and its performance targets
 - monitor the implementation of any strategic plan and the Academy Improvement Plan
 - promote and support the communication of plans and actions to pupils, staff and parents as need be

- Health and safety
 - monitor the health and safety culture operating in the Academy

- Personnel
 - approve the progression of staff between pay grades ensuring any progression is objectively based on successful performance management outcomes
 - participate in selection panels for the recruitment of members of SLT

- support the Academy's senior leadership team in the development and review of an appropriate staffing structure
- Admissions and Exclusions
 - review any decision by the Headteacher to permanently exclude any pupil
- Premises
 - monitor the culture and the implementation of the strategic plans to ensure a safe environment for all users of the buildings and the facilities
- Community Engagement
 - promote the academy and the Trust to all stakeholders
 - encourage and monitor community engagement and consultation
 - where appropriate, provide a conduit between the Academy and parents, carers and other members of the local community
- Risk Management
 - In the light of the Trust's risk appetite, review the Academy's risk register and seek assurance that risk management is effectively and comprehensively carried out in the Academy with the Trust's guidelines

Person Specification

Personal qualities and values:

- A desire to create positive change for young people
- A commitment to the aims and objectives of the Trust
- A willingness to devote time, enthusiasm and effort to the duties of and responsibilities of a trustee including duties of compliance, care and prudence
- A commitment to ethical behaviour and values, honesty, independence of thought and sound judgement
- A willingness to reflect, listen and learn from a diversity of views, to receive and provide feedback and accept impartial advice
- An awareness of personal strengths and weaknesses and a commitment to personal development
- A commitment to equal opportunities and anti-discriminatory practice
- A commitment to safeguarding young people

Education and training:

- A record of continuous professional development

Experience:

- Experience of driving positive change
- Experience in leading or managing in different circumstances
- Experience of establishing expectations for improvement and outcomes
- Experience of providing challenge to others
- Experience of stakeholder management
- Experience in education and/or relevant other functions

Knowledge:

- An understanding and acceptance of complying with legal, regulatory and financial frameworks and statutory guidance
- An understanding and acceptance of complying with Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership
- An understanding of national education policy and the local education context
- An understanding of the role of non-executives in trustee/governance capacity

Skills:

- An ability to think strategically
- An ability to think creatively
- An ability to work effectively in a team while contributing an independent perspective
- An ability to build productive and supportive professional relationships
- An ability to question and challenge to identify viable options through collective decision making
- An ability to use data to interpret/evaluate performance and identify trends to target improvement

Legal Requirements:

Individuals who are not able to make the following declarations may not serve on the LGC:

- 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 director
- 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

March 2017

Code of Conduct for members of a Local Governance Committee

This code sets out the expectations on and commitment required from LGC Members in order for the Local Governance Committee (“LGC”) to properly carry out its work within the school and the community and has been adapted from the NGA Code of Conduct (2016 Version).

This code of practice was adopted by the Trust Board of the Empower Learning Academy Trust (the “Trust”) on 25th September 2017. LGC Members will be asked to review and re-sign the Code annually at the first LGC meeting of each academic year.

The purpose of the LGC

The overarching purpose of a LGC is to proffer provide strategic direction, support and local accountability for the performance of the relevant Academy within the framework and parameters set by the Trust Board.

It is a non-executive body supporting the Trust Board to deliver its responsibilities.

The LGC’s delegated authority is laid out in the Trust’s Scheme of Delegation. The powers and responsibilities contained in the Scheme of Delegation may be varied from time to time by the Trust Board at its absolute discretion.

The primary functions of the LGC encompass:

- ensuring that the school provides its pupils with a good education and supports their well-being;
- developing and monitoring the vision and ethos of the school within the vision and ethos set by the Trust;
- approving the school’s strategy for improvement as set out in its Academy Improvement Plan and monitoring its implementation;
- supporting the Trust Board in providing scrutiny of key aspects of the school’s performance as determined by the Trust Board and, in particular, monitoring pupil progress and analysing any performance data in the light of the Academy’s strategy for improvement and performance targets;
- promoting high standards throughout the school;

The LGC

The LGC has the following core functions:

Establishing the strategic direction, by:

- Setting the vision, values, and objectives for the School within the frameworks and parameters agreed by the Trust Board
- Agreeing the improvement strategy for the school including priorities and targets
- Meeting any duties and responsibilities delegated to the body by the Trust Board through the Scheme of Delegation or otherwise.

Ensuring accountability, by:

- Monitoring progress towards targets
- Actively participating in the performance management of the Principal/Headteacher

- Engaging with the school's stakeholders
- Contributing to the school's self-evaluation

Ensuring financial probity, by:

- Reviewing and recommending the school's budget to the Trust Board
- Ensuring risks to the school are managed

The role of a LGC Member

The LGC is a collective body, which means:

- no LGC Member can act on her/his own without proper authority from the full LGC;
- all LGC Members carry equal responsibility for decisions made, and
- decisions will be determined based upon the welfare and performance of all children in the school, but will take into account any other priorities determined by the Trust.

As individuals on the LGC we agree to the following:

Roles and responsibilities

- We understand the purpose of the LGC & the Trust Board and the role of the Chief Executive & Principal/Headteacher.
- We accept that we have no legal authority to act individually, except when the LGC has given us delegated authority to do so, and therefore we will only speak on behalf of the LGC when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the LGC or its delegated agents. This means that we will not speak against majority decisions outside the LGC meeting.
- We have a duty to act fairly and without prejudice.
- We will encourage open government and will act appropriately.
- We will consider carefully how our decisions may affect the community and other schools within and without the Trust.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of the Trust and our school. Our actions within our school and the local community will reflect this.
- In making or responding to criticism or complaints we will be open & transparent and follow the procedures established by the Trust.

Commitment

- We acknowledge that accepting office as a LGC Member involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of the LGC, and accept our fair share of responsibilities, including service on committees or working groups and links to specific areas.
- We will make full effort to attend all meetings and where we cannot attend explain in advance in full why we are unable to do so.
- We will get to know the school and take opportunities to engage with school first hand to affirm our knowledge.
- We will visit our school purposefully, having arranged the visit in advance and agreed the purpose with the Principal/Headteacher.
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training. We will undertake at least 8 hours of training and development each year that is relevant to our role as a LGC Member.

- Within 6 months of joining the LGC we will undertake relevant induction training.
- We accept that in the interests of open government, our full names, date of appointment, terms of office, roles on the governing board, attendance records, relevant business and pecuniary interests, category of governor and the body responsible for appointing us may be published on the school's website.
- In the interests of transparency, we accept that information relating to LGC Members will be collected and logged on the DfE's national database of governors (GIAS).
- We are aware of and accept the Nolan seven principles of public life.
- We are committed to actively supporting and challenging the Principal/Headteacher.

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 LGC Members, the executive and the Trust Board.
- We will support the Chair of the LGC in their role of ensuring appropriate conduct both at meetings and at other times.
- We are prepared to answer queries from other LGC Members/Trustees 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 will seek to develop effective working relationships with the Chief Executive, Principal/Headteacher, staff, parents, the local authority and other relevant agencies and the communities we serve.

Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff, pupils or parents, both inside or outside the school.
- We will exercise the greatest prudence at all times when discussions regarding school business arise outside a LGC meeting.
- We will not reveal the details of any LGC vote.

Conflicts of interest

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the LGC's business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to withdraw from the meeting for the length of time of the relevant discussion. We accept that the Register of Business Interests may be published on the school's website.
- We will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the Trust as a whole and not as a representative of any group.

55.1

55.2 Breach of this code of practice

- If we believe this code has been breached, we will raise this issue with the Chair of the LGC and the Chair will investigate; the LGC will only use suspension as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- Should it be the Chair that we believe has breached this code, we will raise this issue with the Chair of the Trust Board, who will investigate.
- We understand that any allegation of a material breach of this code of practice by any LGC Member shall be following an investigation discussed at a meeting of the Trust Board, and, if the breach is upheld by the majority of the Trust Board, a sanction will be agreed which may result in suspension or, in the case of gross misconduct, removal from the LGC.

Undertaking:

As a member of the LGC I have read, understood and agree to abide by this Code of Practice.

Additionally, I will:

- always have the well-being of the children and the reputation of the school and the Trust at heart;
- act as an ambassador for the school/Trust publicly supporting the school's/Trust's aims, values and ethos; and
- never say or do anything publicly that would embarrass the Trust, any of its schools, the Trust Board, the LGC, the Chief Executive, Principals/Headteachers and the staff.

Signed

Printed name

Date:

APPENDICES 12 – 17 CURRENTLY UNDER REVIEW

