



SCHEME OF DELEGATION

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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 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** This Scheme of Delegation shall be reviewed in light of changes to the Academies Financial Handbook and the annual letters from the EFSA's accounting officer.
- 1.8** 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.
- 1.9** The Effective Date of this Scheme of Delegation is 1st September -2019.

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.

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.

3. ACCOUNTABILITY: STRUCTURES, FUNCTIONS AND PURPOSE

3.1 Overall Structure

3.1.1 The highest tier of oversight of the Trust is provided by the "Members" who, through general meetings, are the guardians of the Trust, its purpose and welfare. Members have limited governance and no day to day management responsibilities. Members are appointed and removed in accordance with the Articles and are individuals who share the ethos of the Trust, but are independent of Trustees.

3.1.2 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 for 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.

3.1.3 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.

3.1.4 The main delegation will be:

- a) 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.
- b) 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 Trust Board on an ad hoc basis.
- c) 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.
- d) to a “**Headteacher**”, “**Principal**” or “**Head of School**” (hereafter referred to as the 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:

- a) to ensure the Objects of the Trust are met;
 - b) to receive the Annual Report (prepared by the Trustees) at a General Meeting of the Trust;
 - c) to appoint and remove the Trusts' auditors
 - d) to determine the Trust's constitution by adopting/varying the company's Articles; and
 - e) 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:
- a) 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;
 - b) 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;
 - c) to establish and maintain the Academies (including considering expansion of the Trust by taking existing schools into the Trust or opening new schools);

- d) 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;
- e) 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;
- f) to approve the overall Trust budget and the budgets of each Academy, having regard to any recommendations of the Finance Committee, who will be responsible for conducting a thorough review of all budget proposals;
- g) to formally appoint the Chief Executive Officer and, unless otherwise delegated, any Headteacher or Deputy Headteacher of an Academy;
- h) to provide challenge and support to the Chief Executive Officer, the Local Governance Committee, Headteachers and the leaders of the functions delivered by the Central Services Team ;
- i) to set goals for and undertake the performance management of the Chief Executive Officer;
- j) to ensure that the Chief Executive Officer is effectively overseeing the objectives and outcomes of each of the Academies;
- k) 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;
- l) to approve the vision, ethos and strategic plan of each Academy;
- m) to receive regular written reports from Local Governance Committees;
- n) to oversee the delivery of the benefits that collaborative working, common approaches and common systems will bring to Academies across the Trust;
- o) to ensure that the Trust operates effective health & safety systems and procedures (including safeguarding);
- p) to ensure there are robust financial systems and procedures in place that are adhered to by the Trust and each Academy;
- q) to oversee the performance and delivery of any service provided by the Trust to the Academies;

- r) to act as the ultimate decision maker in relation to any appeals by staff following disciplinary or grievance procedures;
- s) to ensure proper advice is available to the Trust in relation to legal and compliance matters;
- t) 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 for Trustees** are set out in Appendices 2 & 3. 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 Trustees or a third of the Trustees appointed at the time of the meeting.

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 Trust 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:

- a) to ensure the Trust Board provides a strategic focus to the Trust and its Academies;
- b) to manage the business of the Trust Board to ensure it undertakes its duties efficiently and effectively in and between board meetings;
- c) to build, develop and meld the Trustees into an effective team, taking account of recruitment, succession and the professional development needs of the Trust Board;

- d) to work in partnership with the Chief Executive Officer, developing a professional relationship, providing appropriate encouragement, challenge and support;
- e) to promote a culture of robust evaluation and continuous improvement across the Trust striving to drive up standards everywhere;
- f) to ensure the Trust Board meets all its legal requirements by working closely with the clerk/secretary to the Trust Board;
- g) 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.

3.6 The Role of the Central Services Team

- 3.6.1 The " Central 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, Marketing, Legal and ICT) to support the educational performance of the Academies. The Central 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 Central Services Team operate under the leadership and direction of the Chief Executive Officer.
- 3.6.2 Each functional lead within the Central Services Team has individual responsibilities, performance targets and are managed directly by the COO who reports directly to Chief Executive Officer. The Central Services Team as a body has no executive authority or responsibility, as all functions that it delivers are the responsibility of an individual within the team. Role profiles for the Trust Chief Operating Officer, Head of HR, Head of Finance, Head of Estates and Head of IT are set out in Appendices 12- 17

- 3.6.3 The Central 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 Central Services Team, in addition to their specific functions, supports the Chief Executive Officer in delivering the following pan trust activities:
- a) 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);
 - b) 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;
 - c) to specify key processes, 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;
 - d) to provide operational and management support to the Headteachers and Senior Leadership Teams within the Academies;
 - e) to assist the Trust, by supporting the Local Governance Committees, to achieve the collective strategic aims and objectives of the Academies;
 - f) 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;
 - g) 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, the Central Services Team and the Academy Improvement Lead 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, the

Academy Improvement 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 (the Academy Improvement Lead and selected Headteachers) and the COO. The group 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 improving educational standards and outcomes.
- 3.7.2 The size and membership of the Leadership Group will be determined by the Chief Executive in consultation with the Trust Board.
- 3.7.3 The Trust Board expects the Leadership Group to include leaders from the various phases of education.
- 3.7.4 The Leadership Group supports the Chief Executive Officer in delivering the following specific tasks and responsibilities:
 - a) to improve and sustain the standards of teaching and learning across the Trust;
 - b) to propose appropriate educational standards to the Trust Board for all Academies;
 - c) to develop the professional competence of the staff across the Trust;
 - d) to consider succession planning and career development of the teaching staff across the Trust;
 - e) to cross fertilise improvement and ensure collaboration delivers better outcomes for children across the Trust’s Academies;
- 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” or “LGC” 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 in delivering its responsibilities.

- 3.8.2 Those serving on a Local Governance Committee 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 respective Academy 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 Role Profile and the 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 set out in Appendix 8.
- 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 to ensure the smooth and effective operation of the Trust. Any such delegation may be removed or varied by the Chief Executive Officer at any time. Any 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.

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 "Interim Transition Board" are set out in Appendix 9 to this Scheme of Delegation.

5. FUNCTIONING OF THE LOCAL GOVERNANCE COMMITTEE

5.1 Responsibilities

- 5.1.1 In this Scheme of Delegation, responsibilities that are delegated to the Local Governance Committee apply only to the roles undertaken in the respective Academy in which the 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 Constitution and appointments to the Local Governance Committee

- 5.3.1 A Local Governance Committee shall be established for each of the Academies comprising between 6 and 9 members ("LGC members"). 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 Academy's Senior Leadership Team). The Trust Board shall determine final number of LGC members. LGC Members will be selected (where not elected) based on skills, knowledge and attributes.
- 5.3.2 Neither the Headteacher nor other members of the Academy's Senior Leadership Team can become LGC members.
- 5.3.3 The Local Governance Committee is responsible for sourcing 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.
- 5.3.4 The Local Governance Committee may continue to act notwithstanding a temporary vacancy in its composition.
- 5.3.5 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. Board is required to review membership of LGCs every year so should membership be four years?
- 5.3.6 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 Trust Board that he or she shall be eligible to serve for a further consecutive term.

5.3.7 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, the Academies Financial Handbook and the Governance Handbook.

5.3.8 The Local Governance Committee may invite advisers (including members of staff in the Academy) to attend meetings but only LGC members can 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).

5.4 Resignation and Removal of LGC members

5.4.1 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).

5.4.2 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.

5.4.3 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.

5.5 Disqualification of LGC members

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

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

b) is a current pupil of any Academy.

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

- a) 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;
- b) he or she becomes incapable by reason of illness or injury of managing or administering his or her own affairs;
- c) 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);
- d) he or she becomes disqualified from serving on the Local Governance Committee under paragraph 5.5.3 below.

5.5.3 A person shall be disqualified from serving on the Local Governance Committee if:

- a) his or her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
- b) he or she is the subject of a bankruptcy restrictions order or an interim order;
- c) 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);
- d) 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;
- e) 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;
- f) 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;

- g) 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.

5.5.4 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.

5.6 Responsibilities of LGC members

5.6.1 The responsibilities of the Local Governance Committee are defined in detail in the Terms of Reference of the LGC found in Appendix 11 to this Scheme of Delegation.

5.6.2 LGC members have a more general responsibility to:

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

5.7 Appointment and Duties of the Chair and Vice-Chair

5.7.1 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.

5.7.2 The Chair's specific duties are to:

- a) 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;

- b) 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;
- c) work closely with the Headteacher and the Chief Executive Officer to ensure there is robust challenge and appropriate encouragement;
- d) hold the LGC members to account;
- e) 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;
- f) ensure the Local Governance Committee reports formally to the Trustee Board in such format and as regularly as determined by the Trustee Board.

5.7.3 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:

- a) he or she ceases to serve on the Local Governance Committee;
- b) he or she is employed by the Trust whether or not at the Academy;
- c) he or she is removed from office in accordance with this Scheme of Delegation; or
- d) 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.

5.7.4 Where by reason of any of the matters referred to in paragraph 5.7.3, 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).

- 5.7.5 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.
- 5.7.6 Where in the circumstances referred to in paragraph 5.7.5. 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 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.
- 5.7.7 The Clerk shall act as chair during that part of any meeting at which the Chair is elected.
- 5.7.8 Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
- 5.7.9 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).

5.8 Clerking

- 5.8.1 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 Central Services Team and subject to the ratification of the Trust Board.
- 5.8.2 The Clerk shall not be an LGC member.
- 5.8.3 All Local Governance Committee meetings shall be professionally clerked.
- 5.8.4 Notwithstanding this paragraph 5.8, 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.
- 5.8.5 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.
- 5.8.6 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:

- a) all appointments of officers made;
- b) the names of all persons present at each such meeting; and
- c) all proceedings of the meetings.

5.9 Meetings

5.9.1 The Local Governance Committee will meet at least once a half term.

5.9.2 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.

5.9.3 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.

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

5.9.5 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.

5.9.6 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.

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

- a) notice of the meeting; and
- b) 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.

- 5.9.8 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.
- 5.9.9 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.
- 5.9.10 A meeting of the Local Governance Committee shall be terminated forthwith if:
 - a) the LGC members so resolve; or
 - b) the number of LGC members present ceases to constitute a quorum for a meeting of the Local Governance Committee in accordance with paragraph 5.10.
- 5.9.11 Where in accordance with paragraph 5.9.10 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.

5.10 Quorum for meetings

- 5.10.1 The quorum for a meeting of the Local Governance Committee, and any vote on any matter thereat, shall be three.
- 5.10.2 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.

5.10.3 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.

5.10.4 Subject to paragraph 5.10.5, the Local Governance Committee shall ensure that a copy of:

- a) the agenda for every meeting of the Local Governance Committee;
- b) the draft minutes of every such meeting, (once they have been approved by the person acting as chair of that meeting);
- c) the signed minutes of every such meeting; and
- d) any report, document or other paper considered at any such meeting,
- e) are, as soon as is reasonably practicable, made available at the Academy to anyone asking to see them.

5.10.5 There may be excluded from any item required to be made available in pursuance of paragraph 5.10.4, any material relating to:

- a) a named teacher or other person employed, or proposed to be employed, at the Academy or the Trust;
- b) a named pupil at, or candidate for admission to, the Academy; and
- c) any matter which, by reason of its nature, the Local Governance Committee reasonably determines should remain confidential.

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

- a) 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

- b) 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.

5.11 Notices

- 5.11.1 Any notice to be given to or by any person pursuant to this Scheme of Delegation shall be in writing.
- 5.11.2 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.
- 5.11.3 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.
- 5.11.4 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.
- 5.11.5 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.



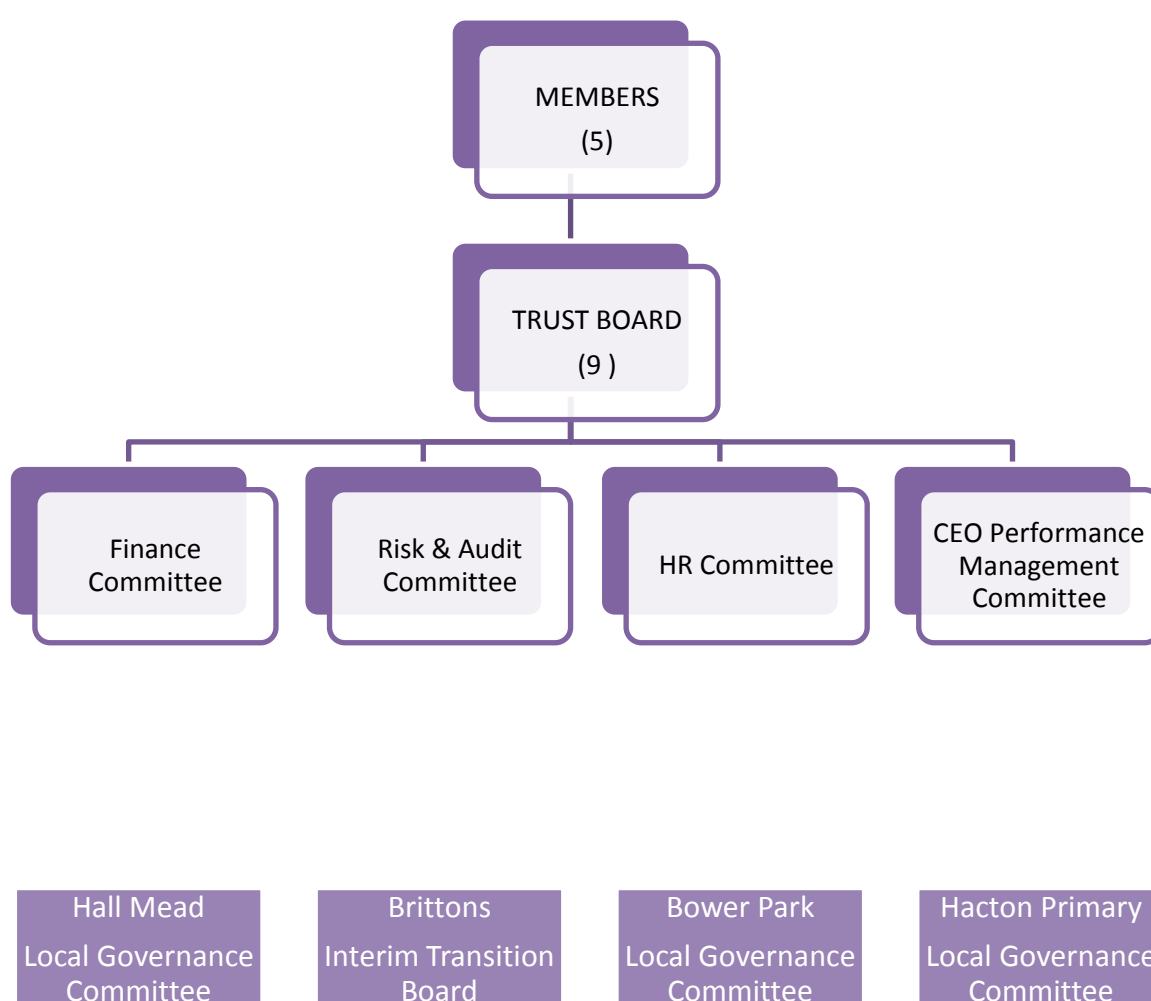
SCHEME OF DELEGATION

APPENDICES

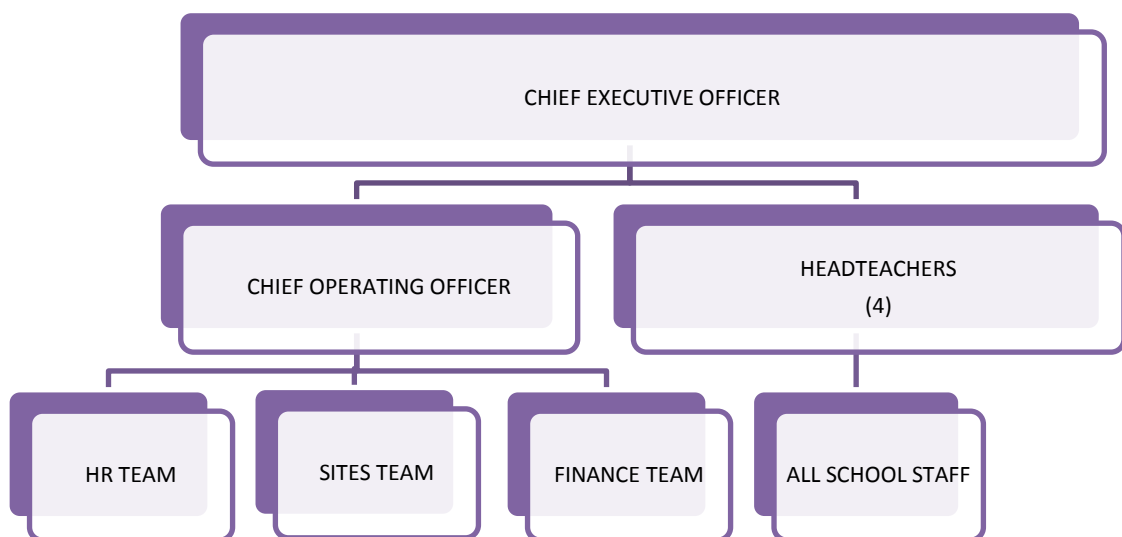
1. ELAT GOVERNANCE STRUCTURE
2. ROLE PROFILE - TRUSTEE & DIRECTOR OF ELAT
3. TRUSTEES' CODE OF CONDUCT
4. TERMS OF REFERENCE FOR THE ELAT BOARD FINANCE COMMITTEE
5. TERMS OF REFERENCE FOR THE ELAT BOARD RISK AND AUDIT COMMITTEE
6. TERMS OF REFERENCE FOR THE ELAT BOARD HUMAN RESOURCES COMMITTEE
7. TERMS OF REFERENCE FOR THE ELAT CEO PERFORMANCE MANAGEMENT REVIEW AND REMUNERATION COMMITTEE
8. TERMS OF REFERENCE FOR AN ELAT LGC
9. TERMS OF REFERENCE FOR AN INTERIM TRANSITION BOARD
10. ROLE PROFILE– MEMBER OF THE LOCAL GOVERNANCE COMMITTEE
11. LGC MEMBERS CODE OF CONDUCT
12. ROLE PROFILE – TRUST CHIEF EXECUTIVE OFFICER
13. ROLE PROFILE – CHIEF OPERATING OFFICER
14. ROLE PROFILE – TRUST HEAD OF HR
15. ELAT SCHEMA OF THE DELEGATION OF PRINCIPLE FUNCTIONS
16. ELAT SCHEME OF FINANCIAL DELEGATION
17. CONFLICT OF INTEREST POLICY



GOVERNANCE STRUCTURE 2019 – 2020



EXECUTIVE STRUCTURE 2019 -2020



APPENDIX 2

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/ITB can fulfil their functions
 - build and maintain good relationships with key external stakeholders – including parents, local communities and relevant organisations (DfE, RSC, ESFA...)
 - 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 (definition of 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/ interim transition boards, 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

Empower Learning Academy Trust

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 (2018 Version).

This code of practice was adopted by the Trust Board of the Empower Learning Academy Trust (the “Trust”) on 30 September, 2019. Trustees will review and re-sign the Code annually at the first Trust Board meeting of each academic year.

This Code should be read in conjunction with the relevant law, the Trust’s Articles of Association and the Trust’s Scheme of Delegation.

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 supports 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 governance 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.
- We will actively support and challenge the executive leaders.
- We will accept and respect the difference in roles between the Trust Board and the LGC, and the Executive and Non-Executive, ensuring that we work collectively for the benefit of the Trust.
- We will respect the role of the executive leaders and their responsibility for the day to day management of the organisation and avoid any actions that might undermine such arrangements.

- We agree to adhere to the Trust's rules and policies and the procedures of the Trust as set out by the relevant governing documents and law.
- When formally speaking or writing in our Trustee role we will ensure our comments reflect current organisational policy even if they might be different to our personal views.
- When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the organisation.

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 why we are unable to do so.
- We will get to know the schools in the Trust and take opportunities to engage with schools first hand to affirm our knowledge.
- We will visit our schools regularly, with all visits arranged in advance and undertaken for a specific agreed purpose and conducted within the framework established by the Trust.
- When visiting any Trust school in a personal capacity (i.e. as a parent or carer), we will maintain our underlying responsibility as a member of the Trust Board and a representative of the Trust.
- We will consider seriously our individual and collective needs for induction, 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 governance, our full names, date of appointment, terms of office, roles on the governing board, attendance records, relevant business and pecuniary interests will be published on the Trust's website.
- In the interests of transparency, we accept that information relating to Trustees will be collected, logged on the DfE's national database of governors and published (GIAS).
- We are aware of and are committed to upholding 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, LGC members and school staff, both in and outside of meetings.
- We will support the Chair in their role of ensuring appropriate conduct both at meetings and at all times.

- We are prepared to answer queries from other 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.
- We will ensure all confidential papers are held and disposed of appropriately.

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.

Ceasing to be Trustee

- We understand that the requirements relating to confidentiality will continue to apply after a Trustee leaves office.

Breach of this Code

- 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.
- **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, the Academies Financial Handbook and the Governance Handbook.**
-

Signed

Printed name

Date:

September 2019

Appendix: The Seven Principles of Public Life

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

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

Integrity - Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

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

Accountability - Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness - Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty – Holders of public office should be truthful

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

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.

1. Scheme of Delegation

- 1.1. These terms of reference should be read in conjunction with the Trust's Scheme of Delegation.
- 1.2. 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 Local Governance Committees or Interim Transition Board, the Committee will continue to recognise the need to refer specific issues to the Trust Board or other relevant committee for a final decision.

2. Membership

- 2.1. The Committee will be appointed by the Trust Board and will comprise no more than five and no fewer than three trustees, in addition to the Trust Chief Executive Officer (CEO).
- 2.2. The Board will appoint one of the Trustees serving on the Committee as the Committee Chair (the Chair).
- 2.3. The CEO/COO will ensure that a Clerk is present at any meeting of the Committee.

3. Attendance

- 3.1. The Committee may request that the COO and any other senior executive it deems appropriate to attend meetings of the Committee either regularly or by invitation, to provide information.
- 3.2. The Finance Committee will ensure that either they or the Risk & Audit committee have at least one meeting annually, or part of one meeting annually, with the external auditor and where necessary, with the internal auditor, without the senior executives being present.

4. Voting

- 4.1. 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.

5. Meetings

- 5.1. The Committee shall meet at least four times per year on such dates as shall be determined by the Committee from time to time.
- 5.2. 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.
- 5.3. 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.

6. Agenda

- 6.1. The Agenda will be set by the Committee Chair, in consultation with the CEO and COO.
- 6.2. 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.

7. Minutes

- 7.1. 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.
- 7.2. 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.
- 7.3. Minutes from each meeting are to be approved at the following Committee meeting as an accurate record of discussions and decisions made.

8. Authority

- 8.1. 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.
- 8.2. 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.

9. Review of membership & Terms of Reference

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

10. Duties

The duties of the Committee shall be to:

10.1. Culture

- develop and promote a culture of effectively driving financial resources to deliver better outcomes for pupils
- develop a financial strategy for the 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 channeled effectively towards delivering the strategic improvement plans agreed by the Trust Board
- annually review and recommend to the Trust Board the Trust's Finance Policy
- monitor and review procedures for ensuring the effective implementation and operation of financial policy and, where appropriate, to make recommendations for improvement
- 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

10.2. Committee management and effectiveness

- annually review and recommend to the Trust Board the Trust's Scheme of Financial Delegation
- to review, on a regular basis, its own performance, (see 9.1 above) to ensure it is operating at maximum effectiveness

10.3. Budgeting

- develop a three-year financial plan for the Trust, having regard to the Trust's strategic initiatives and need to ensure the Trust continues to operate as a going concern
- in advance of each financial year, consider the Trust's indicative funding and assess its implications for the Trust's budget and strategic objectives
- review budget determinants/assumptions (e.g. pupil numbers), make recommendations on appropriate KPI's as part of the annual planning process and ensure 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 , 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

10.4. Financial scrutiny

- Committee by the COO, including variances from the budget
- review the effectiveness of resource allocation through internal (comparing Academies) and external benchmarking
- 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
- review the use and effectiveness of any specifically targeted funds
- monitor and review assets and liabilities, including contingent liabilities, to ensure the risk of unplanned impairment is appropriately managed
- receive reports from the internal and external auditors and approve and monitor the implementation of any further actions recommended and agreed in conjunction with the Risk and Audit Committee

10.5. Compliance

- 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
- 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
- ensure all appropriate notifications and returns are made to the ESFA or any other agency
- review and ensure the management of taxation, particularly VAT, is appropriately conducted
- oversee tendering (where required) and the signing of contracts in accordance with the scheme of financial delegation

10.6. Central Services

- review the finance structure throughout the Trust ensuring it is effective and fit for purpose
- at least annually, review the need for and effectiveness of the services provided by the Trust's central team
- review and approve any amendments to the Trust's (including individual academies) staffing establishments

10.7. External funding

- consider strategies for raising further revenue for the Trust beyond the usual ESFA funding
- considering proposals for grant applications, commercial and business development activities
- monitor implementation of alternative fund-raising strategies to ensure the Trust's commercial and fundraising activities are carried out effectively

10.8. Asset management

- 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.
- considering proposals for material capital expenditure on estates and assets of the Trust
- review and recommend to the Trust Board significant investment and capital financing decisions and oversee the management of the resultant projects

10.9. Committee Liaison

- advise generally on the provision of resources and services to the Academy Trust
- liaise with and consider reports from the Human Resources Committee and the Risk and Audit Committee and make recommendations to those committees about the financial aspects of material matters being considered/overseen by them

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 RAC).

These are its terms of reference.

1. Membership

- 1.1. The RAC will be appointed by the Trust Board and will comprise no more than five and no fewer than three voting members, of whom a majority will be Trustees.
- 1.2. The Trust Board will appoint one of the members of the RAC as its chair (the Chair).
- 1.3. The CEO/COO will ensure that a clerk is present at any meeting of the Committee

2. Attendance

- 2.1. The RAC may invite any senior executive of the Trust to attend meetings of the RAC either regularly or as required.
- 2.2. The RAC may invite representatives of the external auditors and/or the internal auditors to attend meetings as they consider necessary.
- 2.3. The RAC will ensure that either they or the Finance committee have at least one meeting annually, or part of one meeting annually, with the external auditor and where necessary, with the internal auditor, without the senior executives being present.

3. Voting

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

4. Meetings

- 4.1. The RAC shall meet at least 3 times per year on such dates as shall be determined by the RAC from time to time and at such other time as the Clerk shall specify at the request of any member of the RAC. Additional meetings may be requested by the external or internal auditors if they consider it necessary.

- 4.2. 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 RAC and any other person invited or required to attend within a 7 days prior to the date of the meeting.

5. Agenda

- 5.1. The Agenda will be set by the Committee Chair, in consultation with the CEO and COO.
- 5.2. 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.

6. Minutes

- 6.1. The Clerk will minute the proceedings and resolutions of the RAC and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.2. Minutes of each RAC meeting will be sent to the Chair within 10 working days of the meeting and once approved circulated to all members of the RAC .

7. Authority

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

8. Duties

The duties of the RAC shall be:

- 8.1. To periodically review the Trust's Risk Rating, with attention to any items to be considered by the Trust Board.
- 8.2. In relation to Audit:
- 8.2.1. to consider the appointment of the external auditor, the audit fee and any questions of resignation or dismissal
 - 8.2.2. to discuss problems and reservations arising from the audit and any matters the external auditor highlights (in the absence of the management where necessary)
 - 8.2.3. to act as the body to whom the head of internal audit reports to on the internal audit function and to discuss any issue that the head of internal audit may wish to raise (in the absence of the management where necessary)
 - 8.2.4. 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 ,where raised issues require it

APPENDIX 5

- 8.2.5. to review the effectiveness of internal control systems, in particular the external auditor's management letter and the management's response
- 8.2.6. to consider the effect on the rights of the Trust of the findings of the internal audits or the external audits
- 8.3. In relation to Risk reviews, assessments, monitoring and ratings:
 - 8.3.1. to review the action and implementation of risk management policy across the Trust
 - 8.3.2. to develop and periodically review the risk management and rating strategies across the Trust together with the procedures for monitoring the adequacy and effectiveness of those strategies.
 - 8.3.3. to consider the Academy Trust's risk profile relative to current and future Trust strategy and identifying any such trends, concentrations or exposures and any requirement for policy change
 - 8.3.4. to receive and review risk management and relevant regulatory information and reports
 - 8.3.5. to consider material breaches of the agreed risk indicators, and to review the actions taken in response and to prevent a repeat occurrence
 - 8.3.6. to review the action and implementation of the health and safety policy and practices across the Trust
 - 8.3.7. to review the action and implementation of business continuity plans across the Trust
 - 8.3.8. to review the action and implementation of the Trust's policy and procedures for handling allegations from whistle-blowers
 - 8.3.9. to review the action and implementation of the Trust's policies and procedures for handling allegations of fraud, bribery and corruption
 - 8.3.10. receive reports on the outcome of investigations of suspected or alleged impropriety
 - 8.3.11. to share responsibilities with the Finance Committee in regards to financial related matters where the RAC will have oversight of and monitor financial related matters, when risks have either been identified to the RAC directly or escalated by the Finance Committee.

Examples of these would include:

- 8.3.11.1. escalate any inadequacies identified in the company's internal financial controls systems which identify, assess, manage and monitor financial risks
- 8.3.11.2. to approve the statements to be included in the annual report concerning internal controls, risk management, relevant policies and the Trusts viability statement:
 - 8.3.11.2.1. any changes in accounting policies and practices
 - 8.3.11.2.2. areas involving a significant degree of judgement
 - 8.3.11.2.3. significant adjustments resulting from the audit associated to risk
 - 8.3.11.2.4. compliance with legal requirements
 - 8.3.11.2.5. the clarity of disclosures

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

- A. facilitate good communication between the Academy Trust and its external auditor
- B. strengthen and maintain the independence of the audit function
- C. establish and maintain a high quality risk and self-auditing culture.
- D. to review its own performance, constitution, and terms of reference to ensure it is operating at maximum effectiveness

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.

1. Scheme of Delegation

- 1.1. These terms of reference should be read in conjunction with the Trust's Scheme of Delegation.
- 1.2. 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/Interim Transition Board, 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.

2. Membership

- 2.1. 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.
- 2.2. The Trust Board will appoint one of the members of the Committee as its chair (the Chair).

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

3. Attendance

- 3.1. The Committee may ask the Chief Executive Officer, the COO, Head of HR and any other senior executive to attend meetings of the Committee either regularly or by invitation. Invitees have no right to attend Committee meetings.

4. Voting

- 4.1. 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.

5. Meetings

- 5.1. 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.
- 5.2. 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.
- 5.3. 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.

6. Agenda

- 6.1. The Agenda will be set by the Committee Chair, the CEO and the Chair of the Trust Board in consultation with the COO and the Clerk.
- 6.2. 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.

7. Minutes

- 7.1. 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.
- 7.2. Minutes of each Committee meeting will be sent to the Chair for review within ten working days of the meeting and once approved will be made available to all members of the Committee and the Trust Board.

8. Authority

- 8.1. 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.
- 8.2. 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.

9. Review of membership & Terms of Reference

Annually, at the first meeting in the Autumn Term.

10. Duties**10.1. The duties of the Committee shall be:**

- to consider, determine and keep under review any strategies and policies for human resources and organisational development across the Trust
- to consider, determine and keep under review effective arrangements for consultation with employees 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 Trust decisions relating to H.R. matters
- to ensure effective measures are in place across the Trust to promote equality and diversity in employment
- to oversee the management 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 Trust's employees
- to review and approve HR policies, which do not need to be approved by the Trust Board.
- to regularly analyse staff data in relation to staff turnover, staff absence, disciplinary and grievance cases, and other relevant staffing issues or on any specific area requested by the Trust Board
- to regularly report to the Trust Board on staffing trends within specific academies or Trust wide
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness
- to review on a regular basis the welfare and well-being of the Trust's workforce.

Terms of Reference for the ELAT Board
CEO Performance Management Review and Remuneration
Committee

1. Constitution

- 1.1. 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 CEO Performance Management Review and Remuneration Committee (the Committee).

2. Membership

- 2.1. 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.
- 2.2. 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.
- 2.3. 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).
- 2.4. The Committee will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.
- 2.5. No person may act as Chair under paragraph 2.3 unless they are also a member of the Trust Board.
- 2.6. The Chief Executive shall not be a member of the Committee.
- 2.7. The COO/ Chair of the Committee shall ensure that a clerk is provided to take minutes at meetings of the Committee.
- 2.8. 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.

3. Remit and responsibilities of the Committee

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

4. Proceedings of Committee meetings

- 4.1. The Committee will meet as often as is necessary to fulfil its responsibilities but shall meet at least once per year.
- 4.2. Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.

Appendix 7

- 4.3. 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.
- 4.4. 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.
- 4.5. Each member present in person shall be entitled to one vote.
- 4.6. Where there is an equal division of votes the Chair shall have a casting vote.
- 4.7. A register of attendance shall be kept for each Committee meeting and published annually.

5. Authority

- 5.1. 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.

6. Reporting Procedures

- 6.1. 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").
- 6.2. The Committee Reports can be agreed by Committee members by email.
- 6.3. Subject to paragraph 6.4, the Committee Reports will be made available to the Trust Board members within 21 days following each Committee meeting.
- 6.4. There may be excluded from the Committee Reports available to the full Trust Board any confidential information relating to the Chief Executive, Chief Operating Officer and any other Trust directly employed officers (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.
- 6.5. 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.
- 6.6. 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.

Appendix 7

7. Review of these TORs

- 7.1. These Terms of Reference will be reviewed at least every three years.
- 7.2. The Terms of Reference were adopted by the Trust Board on [30 September 2019.
- 7.3. The next formal review date is Autumn 2022.

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 Officer.
- 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.

July 2019

Terms of Reference Local Governance Committee

1. Introduction

- 1.1. 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.
- 1.2. The overarching purpose of the 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
- 1.3. Those serving on the LGC 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.
- 1.4. Members of the LGC ("LGC members") must familiarise themselves with the Role Profile 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.
- 1.5. 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.
- 1.6. The Trust does 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 skill and knowledge and the needs of each individual academy.
- 1.7. These terms of reference form part of the Scheme of Delegation which may be varied or rescinded at any time solely at the discretion of the Trust Board.

2. Constitution, Terms of Office and Proceedings

- 2.1. A LGC shall comprise between 6 and 9 members(LGC members). The Trust Board shall determine final number of LGC members. LGC Members will be selected (where not elected) based on skills, knowledge and attributes.
- 2.2. 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).
- 2.3. Neither the Headteacher nor other members of the Academy's senior leadership team can become LGC members.

- 2.4. The LGC is primarily responsible for sourcing and appointing LGC members having regard to any recommendations from the Trust Board. Proposed appointments of LGC Members must be ratified by the Trust Board. The Trust Board may however determine, as it sees fit, to appoint or remove LGC members to/from a LGC.
- 2.5. 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.
- 2.6. 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.
- 2.7. 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, the Academies Financial Handbook and the Governance Handbook.
- 2.8. 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 body of the ELAT Scheme of Delegation).
- 2.9. The LGC may invite advisers (including members of staff in the Academy) to attend meetings but only LGC members can participate in any vote taken by the LGC.
- 2.10. 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.
- 2.11. 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).

3. Appointment and Duties of the Chair and Vice-Chair

- 3.1. 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.
- 3.2. Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
- 3.3. 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).
- 3.4. 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.

4. Responsibilities of the LGC

4.1. 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.

4.2. The main tasks and responsibilities of the LGC are as follows:

- 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.

4.3. 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

4.4. Detailed responsibilities of the LGC are as follows:

4.4.1. 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.

4.5. 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.

4.6. 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.

4.7. 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.

4.8. 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
- recommend the progression of staff between pay grades ensuring any progression is objectively based on successful performance management outcomes.

4.9. 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 re-admit a pupil following exclusion.



4.10. 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.

4.11. 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.

4.12. 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.

4.13. 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.

4.14. Collaboration across the Trust

- promote the benefits of collaboration with the other Academies.

4.15. Marketing

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

4.16. Reporting to the Trust Board

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

4.17. 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.

5. Sub-committees

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

6. Meetings

- 6.1. The LGC will meet at least once a half term.
- 6.2. 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.
- 6.3. 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.
- 6.4. 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.
- 6.5. 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.
- 6.6. 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).
- 6.7. 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).
- 6.8. 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.

7. Quorum for meetings and decision making

- 7.1. The quorum for a meeting of the LGC, and any vote on any matter thereat, shall be three.
- 7.2. 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.
- 7.3. 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.

8. Conduct of the LGC

- 8.1. The LGC will conduct its business in an open and transparent way at all times.
- 8.2. No individual LGC member has the power to act alone.
- 8.3. 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 ELAT removing an individual member from the LGC.
- 8.4. 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.

9. Clerking

- 9.1. All LGC meetings shall be professionally clerked. The Clerk shall not be an LGC member.
- 9.2. If the Trust fails to do so, 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.

10. Role of the Headteacher/Principal

- 10.1. 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.
- 10.2. 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.

Terms of Reference for an ELAT

Interim Transitional Board

1. Interim Transitional Board (ITB)

1.1. Background

- 1.1.1. 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.
- 1.1.2. The ELAT management team and the principal of the school will manage the process of standing down the LGC.
- 1.1.3. 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.
- 1.1.4. 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..
- 1.1.5. 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.
- 1.1.6. Membership of the ITB will be approved by the Trustees of ELAT.
- 1.1.7. These terms of reference may be varied or rescinded at any time solely at the discretion of the ELAT Trustees' Board.

2. Constitution, Terms of Office and Proceedings

- 2.1. Members of the ITB will hold office for the period that the ITB is in existence, although individual members may resign at any time.
- 2.2. 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.
- 2.3. The chair of the ITB shall be appointed by ELAT. ELAT may remove or replace the chair for reasons of incapacity or misconduct.
- 2.4. These regulations apply to maintained schools only 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.

- 2.5. 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.
- 2.6. ITB members will commit to attending all meetings. Occasional absence will be advised in advance to the clerk of the meeting.
- 2.7. 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.
- 2.8. Other individuals and observers, including other representatives of ELAT, may attend with agreement of the ITB.
- 2.9. Where confidential matters are being discussed it will be for the ITB to determine if non-members can be present:
- 2.10. The quorum for all meetings of the ITB will be two members.

3. Responsibilities of the ITB

- 3.1. 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.
- 3.2. 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.

4. The role of the principal

- 4.1. 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.
- 4.2. 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.
- 4.3. 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.

5. Conduct of the ITB

- 5.1. The ITB will conduct its business in an open and transparent way at all times.
- 5.2. No individual ITB member has the power to act alone, unless delegated to do so by the ITB.
- 5.3. 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.
- 5.4. 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.
- 5.5. Any agreed dialogue with press agencies will be through close liaison with the ELAT Chair of Trustees and the CEO? 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.
- 5.6. Clerking of the meetings will be arranged by ELAT. The appointed clerk will also be bound to confidentiality.

6. Procedural Responsibilities

- 6.1. 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.
- 6.2. 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.
- 6.3. 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.

- 6.4. 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 Trust Board. This is underpinned by ensuring accountability, without procedures negatively impacting the securing of rapid progress to address the issues.
- 6.5. 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.
- 6.6. 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.

7. Disbanding the ITB

- 7.1. 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.

APPENDIX 10

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

Empower Learning Academy Trust

Code of Conduct for members of a Local Governance Committee and/or an Interim Transition Board

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 (2018 Version).

This code of practice was adopted by the Trust Board of the Empower Learning Academy Trust (the “Trust”) on 30th September 2019. LGC Members will be asked to review and re-sign the Code annually at the first LGC meeting of each academic year.

Once approved by the Trust Board this Code will apply to all members of an LGC and/or ITB within the Trust.

This Code should be read in conjunction with the relevant law, the Trust’s Articles of Association and the Trust’s Scheme of Delegation.

The purpose of the LGC

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.

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 relevant 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 and ensuring clarity of 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 the educational performance of the school and progress towards agreed 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 governance 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.
- We will actively support and challenge the executive leaders.
- We will accept and respect the difference in roles between the Trust Board and the LGC, and the Executive and Non-Executive, ensuring that we work collectively for the benefit of the Trust and our School.
- We will respect the role of the executive leaders and their responsibility for the day to day management of the organisation and avoid any actions that might undermine such arrangements.
- We agree to adhere to the school's rules and policies and the procedures of the LGC as set out by the relevant governing documents and law.
- When formally speaking or writing in our governing role we will ensure our comments reflect current organisational policy even if they might be different to our personal views.
- When communicating in our private capacity (including on social media) we will be mindful of and strive to uphold the reputation of the organisation.

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 why we are unable to do so.
- We will get to know our school well and respond to opportunities to involve ourselves in school activities.
- We will visit our school regularly, with all visits arranged in advance and undertaken for a specific agreed purpose and conducted within the framework established by the Trust/LGC.
- When visiting the school in a personal capacity (i.e. as a parent or carer), we will maintain our underlying responsibility as a member of the LGC and a representative of the Trust.
- We will consider seriously our individual and collective needs for induction, 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 governance, our full names, date of appointment, terms of office, roles on the governing board, attendance records, relevant business and pecuniary interests will be published on the school's website.
- In the interests of transparency, we accept that information relating to LGC Members will be collected, logged on the DfE's national database of governors and published (GIAS).
- We are aware of and are committed to upholding 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, the Trust Board and school staff both in and outside of meetings.
- We will support the Chair of the LGC in their role of ensuring appropriate conduct both at meetings and at all 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 Trust Board, 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.
- We will ensure all confidential papers are held and disposed of appropriately.

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 will be published on the school/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 and the school as a whole and not as a

representative of any group, even if elected to the LGC.

Ceasing to be a governor/trustee/academy committee member

- We understand that the requirements relating to confidentiality will continue to apply after a governor/trustee/academy committee member leaves office.

Breach of this Code

- 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/removal 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:

Appendix: The Seven Principles of Public Life

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

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

Integrity - Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

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

Accountability - Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness - Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty – Holders of public office should be truthful

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

Appendix 12

ROLE PROFILE AND PERSON SPECIFICATION

CHIEF EXECUTIVE OFFICER: ROLE PROFILE
Level of role: Trust Executive
<p>Executive Leader of the Trust and the Trust Senior Executive Group</p> <p>This role is an integral part of the strategic leadership of the Trust</p>
Key Purpose: Provide the strategic executive leadership and professional management of the Trust
<p>Including:</p> <ul style="list-style-type: none"> the maintenance and articulation of the vision, values and ethos of the Trust facilitating the Board in its development of the Trust's strategy and assuming responsibility for its delivery overseeing the performance of all Academies within the Trust, particularly driving the outstanding outcomes for all students across the Trust driving continuous improvement and effectively managing the internal resources of the Trust managing positive relationships with key external organisations, thought leaders and Trust stakeholders
Reporting to: The Academy Trust Board
Reports: Academy Principals and Functional Leads
<p>Key Responsibilities/Accountabilities:</p> <p>Strategic</p> <ul style="list-style-type: none"> Facilitate the Board to develop and reappraise the Trust's vision, values, ethos and long term strategic plan Support the Trustees to ensure the Board is able to fulfil its role/functions to successfully lead the Trust, hold the executive to account and oversee its the financial wellbeing Develop and review, with the Trust Board, the Scheme of Delegation governing roles and responsibilities throughout the Trust (before it is approved by the Trust Board) Lead the Senior Executives to deliver the Trust's aims and objectives ensuring the Trust's

Appendix 12

values and ethos are maintained across the Trust

- Develop and implement an effective environment that enables the Trust and its Academies to achieve excellence
- Develop and deliver the Trust's annual business plan in the context of the Trust's strategic plan
- Ensure robust and accurate self-evaluation throughout the Trust leads to focussed and appropriately timed improvement plans in each Academy to deliver rapid improvement
- Develop and maintain a hierarchy of appropriate, accurate and timely reports of outcomes and progress towards targets to the Trust's leaders, LAABs, the Trust Board and other key stakeholders
- Ensure the Trust Board and the LAAB's receive a balanced and honest picture of performance through internal and external sources of information
- Together with the Trust Board ensure robust and appropriate proactive risk mitigation and management for the Trust and that Academy risk strategies are aligned with the Trust's risk strategies and complemented where necessary at local level
- Create a culture of constant improvement and be an inspirational leader, committed to the highest achievement in all areas of the Trust's work
- Develop and maintain effective relationships with the Regional School Commissioner (RSC) and Department for Education (DfE), Education Funding Agency (EFA), local authority, Trustees, Principals and Local Academy Advisory Board (LAAB) members in order to ensure the success of the Trust and its academies
- Maintain an outward facing role with the local community on behalf of the Trust to further its external relationships, future development and in support of the individual Academies within the Trust

Leadership and Management

- Drive the strategic priorities of the Trust ensuring that local Academy and functional service plans are fully aligned and in tune with the Trust's strategic plans
- Lead & manage all operations through the agreed organisation structure and accountability matrix, and through the development, implementation and review of Trust level policies to achieve the Board's stated objectives
- Ensure the effective capture of all data to meet statutory and legislative standards
- Provide motivational and inspirational leadership at all levels of the organisation
- Ensure the Trust's management and organisational structures are fit for purpose and facilitate continuous improvement
- Support the Chair of the Trustees in his/her strategic role of leading and supporting the LAAB Chairs
- Ensure that there are clear quality assurances systems embedded across the Trust that drive consistency and improvement in performance

Appendix 12

- Achieve effective communication, both internally and externally of the Trust, including liaising with all stakeholders and the local and national media

Resources / Change Management

- Lead the Exec Team and the Academy Principals to ensure the effective and efficient management and development of the learning environment, resources (people / assets / finances) and facilities of each Academy within the Trust ensuring the capacity of the Trust improves over time
- Build effective leadership throughout the Trust ensuring succession is effectively managed
- Accountable for large scale asset management across the estate including the oversight of major capital projects
- Work closely with the Local Authority and local Academy leaders in the school design and development
- Ensure the Trust effectively manages its talent through strategic and local CPD and succession planning
- Responsible for meeting the demands of changing legislation, new initiatives and changing practice
- Lead, oversee and advise on the allocation of resources across the Trust and directly oversee functions and resources delivered through Functional Leads
- In line with the agreed Trust models of delegation, select, train, develop, empower and motivate the staff of the Trust and support Academy principals in local academy staff development and recruitment
- Lead the teaching school to ensure it delivers on its mandate to develop the skills, knowledge and capabilities of the local workforce and support school to school improvement

Teaching & Learning / School Improvement

- Accountable for all aspects of teaching and learning and standards across the Trust, set high professional standards and ensure the Trust's education vision is understood and embraced by everyone in the Trust
- Responsible for developing and leading the process for improvement across the Trust, providing quality assurance and ensuring appropriate accountability
- Maintain a rigorous and robust system of performance management and development of staff, including conducting quality assurance checks, on behalf of the Trust Board
- Provide dynamic and strategic direction and leadership for Teaching and Learning across the Academies
- Ensure the Curriculums delivered in each Academy throughout the Trust is broad, but fit for purpose and meets the needs of the local population
- Lead a Trust-wide improvement function that will ensure that the requirements in each academy's performance are identified and analysed, appropriately costed and prioritised solutions are developed and secured. This includes the commissioning of internal resources

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through academy-to-academy support and/or external support from a range of providers or individuals who meet strict and agreed criteria for quality, including evidence of effectiveness and impact.

Finance and Procurement

- Undertake the role of Accounting Officer for the Trust ensuring that it works to the standards set out in the Academies Financial Handbook
- Ensure the long term financial sustainability, by confirming that proper financial systems are established and effectively monitored, that appropriate action is recommended to address problems identified and to ensure that the Trustees are presented with accurate and timely financial reports
- Develop and maintain a strong and effective relationship with the DfE, EFA and relevant funding bodies to ensure the funding streams are secured that support the short and medium term needs of the Trust
- Review and recommend for approval by each LAAB annual budgets of each of the Academies in the Trust.
- Ensure that all budgetary targets are monitored by individual academies, material variances understood and if necessary plans revised and efficiencies are maximised
- Through the functional leads and Principals as appropriate, ensure value for money permeates organisational and purchasing decisions and that the Trust negotiates and agrees optimum prices with various service providers in order to achieve economies of scale.
- Ensure the adoption of and compliance with appropriate procurement processes
- Develop and implement strategies for the generation of additional revenue (including capital funding) and resources for the Trust

Compliance

- Ensure that Trust meets all legislative and statutory requirements, including Health and Safety, Safeguarding and those required by the Companies Act, the Trust's Charitable objects, the Charities Commissioners, Data protection, the Master and Supplementary Funding agreements
- Ensure the process and practices operated throughout the Trust are compliant with all policies and procedures adopted by the Trust Board, The Trust (through its functional leads) and individual Academies and that any weaknesses in such systems are identified and rectified in a timely manner

Partnerships

- Develop and lead a partnership strategy that ensures the Trust and its academies participate in local, national and international education networks
- Develop pan-academy strategies to support the economic life and wellbeing of the communities where the Trust is represented
- Identify key agencies, individuals and groups that could enhance the delivery of the Trust's strategy at local level and build relationships locally, nationally and internationally to secure

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their support in partnership with the relevant personnel from the Trust

- Share skills, expertise and capacity across the Trust and its Academies and embed system leadership practice
- Build and maintain strong relationships with parents/carers, students, staff, trustees/directors and Chairs/members of LAABs across the Trust

The above duties are neither exclusive nor exhaustive, duties and responsibilities of the post will change over time. The post holder will be required to carry out such other duties as requested by the Trust Board from time to time.

Role Criteria:	Essential (E) Desirable (D)	Application (A) Interview (I) Reference (R)
Qualifications		
Degree and recognised professional qualification relevant to the role	E	A/I/R
Post-graduate educational/leadership or management qualification	E	A/I/R
Evidence of significant and relevant recent Continuing Professional Development (CPD)	E	A/I/R
Experience/Knowledge		
Board experience	E	A/I/R
Experience of successful Headship of a large school or a leadership role within a Trust environment	E	A/I
Experience of a successful CEO or Board role in a Trust environment or an educational setting	D	A/I

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Ability to communicate a vision of outstanding teaching and learning through inspiration and empowerment	E	A/I
Proven experience of successfully leading and supporting school improvement	E	A/I/R
Comprehensive knowledge of the schools' Ofsted Inspection criteria and processes	E	A/I/R
Understanding of the statutory educational framework, current educational issues relating to academies, Company and Charity Law and knowledge of relevant policies, legislation and codes of practice across education	E	A/I/R
Experience of working with non-executive leaders	E	A/I
Strategic planning and review of progress against plans in terms of standards, performance and finances, taking decisive action where necessary	E	A/I/R
A successful track record of human and financial resources management	E	A/I/R
Ability to advise on funding and grant opportunities for the Academy Trust	D	A/I/R
Ability to plan strategically based on use of data, targets and benchmarking	E	A/I
Proven track record of developing business planning and managing the introduction of new initiatives	E	A/I
Ability and commitment to work flexibly and collaboratively as part of a team whilst taking a leading role when required	E	A/I
Skills & Attributes		
Evidence of exceptional, collaborative and inspirational leadership skills	E	A/I

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Proven ability to establish and lead complex partnerships and build positive working relationships, negotiate with, and influence partners and other stakeholders	E	A/I
Ability to articulate vision to a variety of audiences	E	A/I
Outstanding communication, influencing and negotiating skills across a range of internal and external stakeholders	E	A/I
Proven ability to lead, motivate, enthuse, and drive forward individuals and teams to achieve and sustain high performance	E	A/I/R
Respectful with an ability to manage difficult situations sensitively	E	A/I/R
Outstanding business acumen and experience of developing successful business relationships	E	I/R
Intellectually versatile and innovative	E	I/R
Emotionally intelligent and perceptive	E	I/R
Flexible and adaptable in a fast paced and changing environment.	E	A/I
Reliable and trustworthy	E	A/I/R
Action orientated – outcomes focused	E	A/I
Ability to develop a high profile and be strong visible presence for the Trust	E	A/I
Demonstrates energy, dynamism and resilience	E	I
Calm under pressure and self-motivated	E	I

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Ability to influence and pursue challenging and rigorous questions	E	
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APPENDIX 13

ROLE PROFILE AND PERSON SPECIFICATION

Role:	Chief Operating Officer
Location:	Various
Level of Role:	Trust Executive
Reports to:	CEO of the Trust
Direct reports:	Academy Finance Managers Trust Central Finance Team Trust Head of HR Academy IT Managers Trust Estates and Facilities Manager

Purpose of Role: To make a major contribution to the successful strategic management and administration of the Trust and its academies and their day to day efficiency.

To be responsible for ensuring that the Trust level functional areas of Finance, Estates, Risk Management, Health and Safety, Information Technology, HR, Legal, Marketing and Public Relations and other ancillary areas support and enable the primary objectives of the Trust and its academies.

To work closely with the Trust Board, the Local Governance Committees (LGCs), the CEO, the /Headteachers and other Senior Management to ensure that the Trust and its academies operate efficiently and effectively.

Person Specification

MAIN TASKS / KEY RESPONSIBILITIES

1. Strategy

The Chief Operating Officer will:

- support the Trust Board and the CEO to develop the Trust's medium/long-term strategy, ensuring it is financially sound and commercially deliverable.
- Identify and deliver additional funding (beyond pupil based funding) from agencies, government, charities, educational grant bodies, community etc.

2. Financial Management

The Chief Operating Officer will, assisted by the Academy Finance Teams:

- In conjunction with the CEO and the Principals prepare:
 - the long term (3-5 years) finance plan for the Trust and the its component academies
 - The annual budget for the Trust and the individual academies as part of the long-term financial plan.
- Prepare regular management accounts including forecasts for the Trust and the academies to ensure that all stakeholders have relevant, accurate, timely and reliable information upon which to make management decisions.
- Prepare the annual financial statements for the Trust.
- Prepare and submit the financial reports and financial returns as required by ESFA, DFE, Companies House and HMRC.
- Manage the cash flow of the Trust and the academies and implement creditor and debtor policies and procedures, to ensure cash is effectively monitored and controlled.
- Develop and ensure compliance with the Trust's Finance Policy ensuring key controls are robust and adhered to, including the Scheme of Financial Delegation.
- Ensure the Trust receives value for money through its deployment of resources and by effective purchasing.
- Ensure accurate records are kept of the Trust's assets and develop a preventative maintenance and capital asset renewal programme in respect of the key assets of the Trust.
- Develop and keep updated the computer based financial and management accounting systems to service the Trust and the academies.
- Ensure all audit recommendations that affect the financial activities of the Trust are appropriately implemented.
- Ensure that the Trust complies with the Academies Financial Handbook, other ESFA guidance and other relevant laws, rules and regulations.
- Liaise with the external and internal auditors to enable them to deliver what the Trust Board has requested of them

3. Payroll

The Chief Operating Officer will, assisted by the Academy Finance Teams and the Trust HR Manager:

- Ensure that an effective payroll system is in place and working correctly and ensure compliance with all relevant legislation.
- Ensure reports and returns are completed in a timely manner on payroll payments made, including PAYE, expense payments, National Insurance, pensions and any other relevant payments.
- Liaise with HM Revenue and Customs with regard to any payroll taxes queries.

4. Estate and Facilities Management

The Chief Operating Officer will:

- Manage the Trust Estates and Facilities Manager.
- Ensure that the buildings and grounds are used in the most effective way to meet the needs of the Trust and the academies and where appropriate the community.
- Oversee the smooth running of the sites and buildings, the preparation of maintenance schedules and the efficient operation of all facilities on the Trust's estate.
- Oversee all security and Health & Safety aspects of the Trust's buildings and grounds.
- Oversee any development of new buildings, including preparing outline specs, obtaining tenders, obtaining planning permission and liaising with the ESFA, building contractors and the Trust's architect(s).

5. Risk Management

The Chief Operating Officer will:

- Along with the CEO and the Headteachers, set the risk management culture within the Trust.
- Maintain a robust Trust wide risk management framework through the development of and compliance with Risk Management policies and procedures.
- Oversee the operation of an effective and efficient risk management system including ensuring the Risk Register is maintained and reviewed appropriately.
- Make arrangements for insurance cover as required and manage any claims.
- Ensure appropriate reports are delivered to the Trust Board, LGCs, the CEO and Headteachers about risk exposure, risk management and near misses.
- Manage and maintain the Business Continuity / Disaster Recovery Plans.

6. Health and Safety

The Chief Operating Officer will:

- Develop and maintain the Health and Safety Policy and supervise the implementation of the policy, ensuring that the Trust and its academies comply with the Health and Safety at Work Act and other relevant H&S legislation including the Management of H&S Regulations 1999.
- Undertake appropriate qualifications (including IOSH level3 Certificate in Safety and Health) and other relevant training.
- At all times carry out duties with due regard to the Trust's Health and Safety Policy.
- Oversee all health and safety matters relating to academy trips and visits in liaison with the Educational Visits Co-ordinators (EVCs).

7. Information Technology

The Chief Operating Officer will:

- Develop and deliver the Trust's I.T. Strategy including the internal and external networks and office and class based equipment.
- Manage the Academy I.T. leads.

8. Human Resources

The Chief Operating Officer will:

- Manage the HR Officer.
- Oversee the development and implementation of HR policies and practices to underpin the Trust's strategic aims in conjunction with the HR Officer.

9. Legal

The Chief Operating Officer will, in conjunction with the CEO:

- Manage the relationship with the Trust's lawyers.
- Where appropriate, seek legal advice on all non-teaching and learning related matters.

10. Marketing and PR

The Chief Operating Officer will, in conjunction with the CEO:

- Develop and deliver the Trust's Marketing Strategy
- Oversee the development of a consistent look and feel to all Trust communications.
- Oversee the development of the Trust's marketing materials and other collateral to ensure it is consistent and underpins the Trust's ethos and values.
- Manage the Trust's corporate image, online presence and publications.

11. Ancillary functions

The Chief Operating Officer will:

- Act as the Data Protection Officer for the Trust.
- Lead the development and ongoing maintenance of the Trust policies related to areas of responsibility.
- On-board new schools into the Trust (pre and post event).
- Carry out other reasonable tasks from time to time as directed by the CEO or the Trust Board. Should these additional tasks become a frequent part of the role, the job description will be revised through consultation with the post holder.

12. Relationship with the Trust's Governance

The Chief Operating Officer will:

- Prepare appropriate regular and ad-hoc reports in a timely fashion to facilitate decision making and oversight by the Trust Board and, where relevant, the LGCs/ITBs.
- Attend all Board and any relevant LGC/ITB meetings to facilitate those bodies in discharging their duties effectively.

13. External Relationships

The Chief Operating Officer will:

- Develop a network that will help support deliver the COO role.
- Be a systems leader for COOs in the multi-academy networks.
- Communicate the Trust's vision effectively at meetings; both internal and external.
- Work with the Financial Directors of other Academies in developing financial strategies.
- Participate as appropriate in work as a member of the Specialist Schools and Academies Trust.
- Attend public events as a member of the Senior Leadership Team as appropriate.

14. Management of staff and teams

The Chief Operating Officer will:

- Provide leadership, motivation and support of staff employed in functions that report into the COO, ensuring that appropriate standards of behaviour, performance and customer care are demonstrated at all times.
- Work with relevant staff and key suppliers to ensure that support services maintenance programmes and Service Level Agreements function effectively.
- Carry out and participate in performance management duties as required.

15. Additional expectations

The Chief Operating Officer will:

- Actively contribute to the development of quality improvement and sustainable development programmes across the Trust.
- Participate in the performance and development review process, taking personal responsibility for identification of learning, development and training opportunities in discussion with the CEO.
- Ensure that all duties conducted, and services provided comply with the Trust's Equal Opportunities Policy.
- Act at all times to safeguard and promote the welfare of children and young people within the Trust and beyond.

ROLE PROFILE, PERSON SPECIFICATION AND JOB DESCRIPTION

Job title: Trust Head of HR	Status: Permanent
Team: Central Services (COO)	Reports to: Chief Operating Officer
	Direct reports: 3
Department: Human Resources	Departmental budget holder: Y

Position context:

Our purpose: To inspire our family of schools to provide opportunities for our pupils, staff and leaders to be the best they can be; to create a passion for lifelong learning; to enable our pupils to become confident and impactful world citizens.

Position purpose: This role is responsible for the management and development of all operational HR matters across the Trust. Working closely with the Trust's Senior Management Team, the Head of HR will support the development and implementation of Trust HR strategy across Academies.

Reporting to the Chief Operating Officer, the Head of HR will work to ensure consistency of approach and appropriate execution of Trust HR policies takes place.

The Head of HR will form part of the Trust safeguarding team with specific responsibility for safeguarding matters concerning staff.

Position accountabilities:

Accountability	Key activities
Strategy	<ul style="list-style-type: none"> As part of the Trust Central Services management team, contribute to the overall strategic development of the Trust To work with the COO and Trust HR Committee to prepare, implement and update a comprehensive range of HR policies and procedures necessary to ensure The Trust realises its HR strategy and which comply with all legislative requirements
Planning	<ul style="list-style-type: none"> To contribute to staff planning, including recruitment, redeployment and redundancy processes and procedures, advising managers as appropriate To help promote the development of constructive employee relations and support negotiations and consultation with the relevant trade unions Work with Academy Faculty Staff to ensure effective utilisation of teaching provision

ROLE PROFILE, PERSON SPECIFICATION AND JOB DESCRIPTION

Accountability	Key activities
Delivery	<ul style="list-style-type: none"> To provide professional advice and information to the CEO, the COO and the Senior Leadership Team on HR, training and employment law matters To be the custodian of an effective Occupational Health Service for Trust staff To lead the updating and implementation of a Trust wide performance and development review process and to provide a comprehensive Training Needs Analysis annually To take responsibility for individual pieces of casework as and when required and to provide advice and support to the Human Resource Officers on employee-related issues To represent the HR department consistently and with professionalism working with Trustees and staff with confidence and skill To co-ordinate remuneration policies and advise senior management on staff salaries with reference to accepted benchmarks Will translate key data into effective and commercially focused HR delivery objectives
People Management / Organisational Development	<ul style="list-style-type: none"> To be responsible for the line management, support, supervision and professional development review of designated staff, setting and monitoring targets as appropriate To lead on the recruitment and selection of staff, ensuring clear designation of their responsibilities and duties To support and develop effective cross Academy working, ensuring the sharing of good practice and consistent approaches to service delivery
Information Management and Reporting	<ul style="list-style-type: none"> To support the COO in reporting on the effectiveness of human resource strategies to Trustees and Senior Management Team, preparing clear, comprehensive and timely reports (including key performance indicators) as required
Data Protection	<ul style="list-style-type: none"> All staff have a responsibility under the 2018 (GDPR) Data Protection Act to ensure that their activities comply with the Data Protection Principles. Staff should not disclose personal data outside the Trust's procedures, or use personal data held on others for their own purposes.

ROLE PROFILE, PERSON SPECIFICATION AND JOB DESCRIPTION

Accountability	Key activities
Health and Safety	<ul style="list-style-type: none"> Hold responsibility to avoid action that could threaten the health or safety of themselves, other employees, customers or members of the public.
Good Citizenship	<ul style="list-style-type: none"> Holds personal accountability in ensuring continual focus on enhancing the staff and pupil experience through actions, words and behaviour. Our pupils are the most important members of our institution and must be treated as such

Key Stakeholders:

Internal:

External:

Knowledge, skill and experience requirements

Essential:

Desirable:

Key behaviours:

- Demonstrate and role model Trust values which are:
 - Passion*
 - Respect*
 - Inclusion*
 - Challenge*
 - Openness*



Empower Learning Academy Trust

Delegation schema for core functions for an Academy

	Trust Board (or a subcommittee)	Local Governance Committee	Chief Exec (in conjunction with and the Educational Services Team)	Headteacher
Vision, Values and Strategy		Within the Trust's vision and ethos, develop and monitor the vision, ethos and culture of the Academy		Support the Local Governance Committee in the development of its vision and the Academy's values and promote these within the Academy
		Approve the Academy's strategy for improvement as set out in the Academy Improvement Plan and monitor its implementation	Provide challenge and support to the Headteacher in the development of the Academy Improvement Plan	Prepare the Academy Improvement Plan for the Academy in conjunction with the Chief Executive Officer
Finance and Budget	Approve the Academy's budget	Recommend the Academy's 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 planned outcomes	Develop the Trust's financial controls, policies and procedures to ensure the safeguarding of funds and assets in compliance with relevant guidance and advice	Prepare the Academy's Budget and 3yr Financial Forecasts based on general assumptions set by the Chief Financial Officer and the needs of the Academy Improvement Plan
		Approve 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.	Monitor the Academy's compliance with the Trust's financial controls, policies and procedures	Provide management accounts including forecasts in the approved format to the Chief Financial Officer at least half termly (six times per year) and as otherwise requested by the Finance Committee;
				Ensure that accurate accounting records are kept by the Academy
				Ensure compliance with the requirements of the Trust's

	Trust Board (or a subcommittee)	Local Governance Committee	Chief Exec (in conjunction with and the Educational Services Team)	Headteacher
				Financial Regulations Manual, the Academy's Finance Policy, the Academies Financial Handbook and any other relevant Trust/Academy policies
Curriculum and Standards		Monitor and evaluate the curriculum offering to ensure it meets the needs of the local community that the Academy serves	Agree the curriculum priorities, targets and Academy Improvement Plan of each Academy within the parameters set by the Trust Board	Propose to the Chief Executive Officer the curriculum priorities, the standards to be achieved by the pupils and the Academy Improvement Plan
		Monitor pupil progress and review performance data in the light of the Academy's strategy for improvement and its performance targets		Deliver the curriculum on a day to day basis and for implement any strategic plan for the improvement of the curriculum, standards & attainment and the Academy Improvement Plan
		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	Agree the main policies to be operated across the Trust with regard to health & safety (including safeguarding)	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	Develop and propose all policies, practice and procedures to be operated across the Trust with regard to health & safety (including safeguarding)	Ensure compliance with all health and safety (including safeguarding) policies, practice and procedures as determined by the Trust Board and the Chief Executive Officer
	Appoint a Trustee to lead the oversight of health & safety (including safeguarding) across		Ensure that each Academy adopts and is compliant with all health & safety policies, practice and procedures as determined by the	Consider and develop complementary procedures where the Academy has specific health

	Trust Board (or a subcommittee)	Local Governance Committee	Chief Exec (in conjunction with and the Educational Services Team)	Headteacher
	the Trust		Trust Board and the Chief Executive Officer	and safety requirements
				Engender a culture that promotes health and safety
				Report any health and safety (including safeguarding) incidents and near misses to the Chief Executive Officer
Personnel	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	Through the Chair's involvement on the selection panel, participate in the recruitment of the Headteacher	Lead the performance management of the Headteacher engaging two LGC members in the process	Implement and ensure compliance with all Trust policies dealing with staff
	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)	Review and recommend for approval the progression of staff between pay grades ensuring any progression is objectively based on successful performance management outcomes	Advise the Trust Board on the appointment of all senior leaders	Ensure the adoption of any standard contracts or terms and conditions for the employment of staff issued by the Trust Board
	Approve any disciplinary action or the commencement of a capability review in respect of a Headteacher (as recommended by the Chief Executive Officer);		Agree the senior leadership team structure and TLR structure in each Academy	Develop and propose to the CEO the organisation of the senior leadership team and TLR posts to support the delivery of the curriculum and bring about school improvement;
	Agree the general increases in staff pay		Approve any significant cost in relation to the appointment or resignation of a member of staff, including in relation to ill health	Appoint all staff below the level of the Senior Leadership Team

	Trust Board (or a subcommittee)	Local Governance Committee	Chief Exec (in conjunction with and the Educational Services Team)	Headteacher
			retirement or the settlement of any claims or grievances in accordance with the Scheme of Financial Delegation	
	Approval the progression of staff between pay grades as recommended by the CEO		Approve any initial disciplinary action or the commencement of a capability review in respect of staff other than the Headteacher	Propose any progression of staff between pay grades to the Chief Executive Officer and then to the Local Governance Committee
			Review and recommend to the Trust Board progression of staff between pay grades ensuring any progression is objectively based and consistently applied across the Trust	Set and monitor the achievement of performance management targets for all staff;
				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
				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
Admissions and Exclusions	Set the admissions policy across the Trust	Consider any decision by the Headteacher to permanently exclude any pupil	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	

	Trust Board (or a subcommittee)	Local Governance Committee	Chief Exec (in conjunction with and the Educational Services Team)	Headteacher
			Board	
	Determine whether to expand an Academy	Establish and authorise an independent panel hearing to consider any decision to readmit a pupil following exclusion	Recommend to the Trust Board the expansion of any Academy having regard to the views of the Headteacher, the Local Governance Committee and the local community	
	Establish and authorise an independent appeal panel to manage any appeal against admissions			
Premises	Approve the overall asset management strategy for the premises owned or managed by the Trust	Monitor the culture and the implementation of the strategic plans to ensure a safe environment for all users of the buildings and the facilities	Develop, propose and, once approved, implement an overall asset management strategy for the premises owned or managed by the Trust	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
	Determine any disposals or acquisitions of land to be used by the Trust		Oversee the management and maintenance of the premises owned or managed by the Trust giving due consideration of the estate management strategies of each Academy	Develop, with the support the Educational Services Team, a medium term estate management strategy to ensure the suitability of building and facilities in light of medium term curriculum needs
			Make applications for grants and other capital funding to improve the estate of the Trust	Be responsible for, within the constraints of the Academy Budget, the upkeep, maintenance and care of the buildings and facilities used by the Academy
				Attract and manage short term lettings and day to day use of the school buildings and playing fields

	Trust Board (or a subcommittee)	Local Governance Committee	Chief Exec (in conjunction with and the Educational Services Team)	Headteacher
				under such lets
Community Activities and Community Engagement		Encourage and monitor community engagement and consultation		Manage the Academy's engagement with the community and in particular the development of good relations with other local schools, businesses and organisations
				Develop and deliver activities designed to generate income (following input from the Education Services Team on any wider financial/fiscal impact of any such initiative);
Risk Management	Ensure a comprehensive risk management framework and appropriate risk management strategies are put in place and maintained across the Trust	Keep under review the Academy's risk register and seek assurance that risk management is effectively carried out	Oversee the identification and effective management of risk across the Trust	Identify significant risk in the Academy, maintain a local register and take appropriate steps to reduce risks to an acceptable level
		Report to the Trust Board and the Chief Executive Officer any perceived material vulnerability that is not addressed in a timely and effective manner		Oversee the implementation of all risk management strategies within the Academy guided by the Education Services Team
				Report to the CEO any material risk breach

Empower Learning Academy Trust
Scheme of Financial Delegation



	Trust Board	Finance Committee	CEO	COO	LGC	Principal/HT	FM	HoF/HoD
	Across the Trust				In own Academy			
General								
Approval of this scheme of delegation	Y							
Approval of Terms of Reference of Finance Committee	Y							
Prepare Finance Reports for the Trust Board as requested		Y	Y	Y		Y	Y	
Budget								
Approval of the annual Trust budget	Y							
Review & recommend to the Trust Board the annual Trust budget		Y						
Review and recommend to the Trust Board of an Academy delegated budget					Y			
Prepare for review by the LGC an Academy delegated budget (with the CEO,FD and the Principal/HT)							Y	
Trust AvB Reports from Finance Committee	Y							
Monitoring the Trust budget by Academy and by expense code		Y						
Virements between expense codes	> £50,000	<£50,000	< £10,000	< £5,000				
Receive Virement Summary from Finance Committee	Y							
Reporting significant financial matters to the Trust Board		Y						
Reporting material any actual or potential overspending to the Trust Board		Y						
Review monthly income and expenditure reports						Y	Y	Y
Highlighting actual or potential overspending to the Finance Committee			y	Y				
In conjunction with the CEO, prepare an annual draft budget for consideration by the Finance Committee				Y				
Prepare monthly monitoring reports of expenditure and income against budget, financial position and forecast cash flows of the Trust for the Finance Committee				Y				
Report any actual or potential overspending to the Finance Committee				Y				
Check and certify monthly statements of expenditure against the delegated Academy budget and report any errors, irregularities or actual or potential overspends to the FD						Y	Y	
Prepare monthly monitoring reports of expenditure and income against budget for an Academy for the LGC (with input from the FD)							Y	
Financial Management								
Approve the Finance Policy	Y							
Agree the Finance Policy		Y						
Agree the financial operating procedures across the Trust			Y					
Act as the Accounting Officer			Y					
Ensure compliance with the Financial Regulations			Y					
Ensure the executive complies with this Scheme of Financial Delegation			Y					
Ensure adequate financial controls are maintained across the Trust			Y					
Maintenance of the operation of financial processes within the Trust				Y				
Maintenance of adequate internal financial controls				Y				
Agree the operational structure of finance			Y					
Purchasing								
Ensure a Register of Business Interests is maintained	Y							
Maintain a register of business interests				Y				
Award of tenders, orders and contracts	> £100,000	< £100,000	< £50,000	< £10,000				

Empower Learning Academy Trust
Scheme of Financial Delegation



	Trust Board	Finance Committee	CEO	COO	Principle/			
	Across the Trust				LGC	HT	FM	HoF/HoD
Opening of tenders in excess of £50,000 (three from different columns - at least one being a Trustee or member of the LGC)	Y	Y	Y	Y	Y	Y	Y	
Authorise orders in accordance with any delegated authority and within the scope and remaining balance of any delegated budget			Y	Y		Y	Y	Y
Authorise Purchase Orders	> £100,000	< £100,000	< £25,000	< £5,000		< £10,000	< £5,000	< £1,000
Obtain 2 quotes for orders over £2,000			Y	Y		Y	Y	
Obtain 3 quotes for orders over £10,000				Y		Y	Y	
Acceptance of quote that is not the lowest			Y	Y		Y		
Manage formal tender process for orders over £75,000				Y				
Ensure academies are maintaining a register of formal contracts				Y				
Maintain a register of formal contracts				Y			Y	
Ensure all invoices are duly certified by authorised staff before payments				Y			Y	
Ensure appropriate division of duties is maintained between staff responsible for processing orders, receiving deliveries and processing payments				Y				
Daily oversight of the appropriate division of duties between staff responsible for processing orders, receiving deliveries and processing payments							Y	
Maintain full records of procurement decision processes				Y			Y	
Ensure the retention of quotes obtained for goods, works and services				Y				
Payments to suppliers are made in line with contractually agreed terms				Y				
Ensure all invoices are duly authorised by authorised staff before payment							Y	
Retain and store all invoices, vouchers and other records in a secure way							Y	
Maintain a preferred supplier list				Y				
Authorise capital contracts	Y							
Signature on capital contracts			Y					
Payroll and Personnel								
Authorise monthly payroll in accordance with or less than budget						Y		
Authorise monthly payroll greater than budget			Y					
In the FD's absence, and by prior written agreement from the CEO, authorise the monthly payroll			Y				Y	
Authorise any changes to the staff structures in an academy approved when budget was approved			Y			Y		
Authorise any proposed changes to the staff structures in an academy not approved when budget was approved, but not to exceed current staffing budgets		Y			Y			
Authorise any proposed changes to the staff structures in an academy not approved when budget was approved, but exceeding current staffing budgets		Y						
Authorise Roles & Responsibilities		< £2,500 up to £15,000		up to £2,500 P.A.				
Authorise any posts advertised in any academy			Y					
Authorise any salary increment for SLT members in any Academy		Y						
Authorise any salary increment for staff below SLT					Y			
Authorise a severance/ex gratia/compensation payment (With EFA approval)	> £50,000							
Authorise a severance/ex gratia/compensation payment	< £50,000	< £15,000						
Authorise the salary range of any new member of an academy SLT		Y						
Authorise hiring of supply staff - within budget						Y		
Authorise hiring of supply staff - beyond budget			Y					

Empower Learning Academy Trust
Scheme of Financial Delegation



	Trust Board	Finance Committee	CEO	COO	LGC	Principle/ HT	FM	HoF/HoD
	Across the Trust				In own Academy			
Assets								
Ensure the Trust maintains an accurate asset register				Y				
Ensure independent check of assets annually				Y				
Ensuring that proper security is maintained at all times for all buildings and other Academy assets					Y			
Maintain an asset register of all items of furniture, equipment, vehicles and plant							Y	
Disposal of individual items of equipment (Purchase value)(with EFA approval)	> £20,000							
Disposal of individual items of equipment (Purchase value)		< £20,000	< £10,000	< £5,000		< £5,000		
Disposal of individual items of surplus and redundant stock (Purchase value)		< £20,000	< £10,000	< £5,000		< £5,000		
Income								
Write off of debts not collectable (with EFA approval)	> £10,000							
Write off of debts not collectable	< £10,000		< £5,000	< £2,000				
Raise Invoices to collect income							Y	
Signature for EFA grant claims			Y	Y		Y	Y	
Authorisation of Revenue or Leasing Contract		Y						
Signature for Revenue or Leasing Contract			Y			Y		
Audit and Accounts								
Approval of financial statements	Y							
Informing the EFA if it suspects any irregularity affecting resources.	Y							
Appointment of Auditors	Y							
Reviewing draft financial statements and highlighting any significant issues to the Trust Board		y						
Receiving the reports of the external auditor or internal auditor		y						
Drawing the Trust Board's attention to any material abnormal matters or matters of concern		y						
Ensure that full, accurate and up to date accounting records are maintained				Y				
Ensure that all records and documents are available for audit				Y				
Bank and Cash								
Review monthly bank reconciliations				Y				
Undertake monthly bank reconciliations				Y				
Sign cheques/authorise on-line payments (two from different columns)			Y	Y		Y	Y	
Manage cash receipts for trips, etc							Y	
Maintain limit of petty cash per academy - £1,125 - with no single float in excess of £250							Y	
Y Ensure cash limit of £5,000 on each premises is not exceeded							Y	
Y								
Insurances								
Ensure arrangements for insurance cover are in place and adequate				Y				
Notify the Finance Committee and the Risk Committee on any eventuality that could affect the Trust’s insurance arrangements				Y				
Systems								
Ensure appropriate controls are maintained for access to the finance system				Y				
Ensure the finance system is appropriately backed up				Y				

Empower Learning Academy Trust
Scheme of Financial Delegation



	Trust Board	Finance Committee	CEO	COO	Principle/			
	Across the Trust				LGC	HT	FM	HoF/HoD
Ensure appropriate security and privacy of data in accordance with the Data Protection Act.				Y				
Land and Property								
Purchase or sale of any freehold property (Only with EFA approval)	Y							
Granting or take up of any leasehold or tenancy agreement exceeding three years (Only with EFA approval)	Y							
Financial Returns								
Signatories for EFA returns (two from different columns)			Y	Y		Y	Y	
Expenses								
Authorise a trustee/LGC member expense claim			Y			Y		
Authorise a staff member's expense claim			Y			Y		
Setting mileage allowance other than at HMRC approved rates				Y				
Loans & security								
Borrowing any money (Only with EFS approval)	Y							
Taking out a finance lease (Only with EFS approval)	Y							
Entering into an indemnity or letter of comfort (Only with EFS approval)	Y							
Contracts for Letting								
Approve the terms of any contract for letting		> £25,000		< £25,000		< £10,000	< £5,000	
Contracts with no value or generating income								
Less than 12 months			y					
More than 12 months		y						

APPENDIX 17

EMPOWER LEARNING ACADEMY TRUST

CONFLICT OF INTEREST POLICY

Purpose of this Policy

Trustees of a charity have a legal obligation to act in the best interests of the charity. For the purposes of charity law, the Trustees are those people who are responsible for the general control and management of the administration of the charity. The Trust is an “exempt” charity, the Principal Regulator being the Secretary of State for Education. The Articles of Association explain what the Trustees must do to avoid situations where there may be a potential conflict of interest. An identical obligation is placed on the Members of the Trust.

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

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

The aim of this policy is to protect both the organisation and the individuals involved from any impropriety and any appearance of impropriety. This Policy operates without prejudice to any of the provisions in the Trust's Articles of Association relating to conflicts of interest.

The Declaration of Interests

The Trust Members and the Trust Board are required that Members of the Trust, the Trust Board, members of the LGCs/ITBs and all staff employed by the Trust declare their interests, and any gifts or hospitality received in connection with their role in the Trust. A Declaration of Interests form is provided for this purpose, listing the types of interest which should be declared. All interests, including gifts of a value over £50, must be notified to the Chair of the Trust Board and a Register of Interests will be maintained by the COO..

Declaration of interests must be updated at least annually and also when any changes occur.

Advice on what to declare, or whether/when a declaration needs to be updated can be obtained from the COO, or the Chair of the Trust Board.

Data Protection

APPENDIX 17

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 1998. Data will be maintained only to evidence that the Members, Trustees, members of the LGCs and all staff act in the best interests of the Trust. The information provided will not be used for any other purpose.

Decisions taken where an individual has a Conflict of Interest in a transaction or arrangement

If an individual has a direct or indirect interest in:

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

they must formally disclose the nature and extent of that interest, whether or not they receive any actual benefit as a consequence of the interest..

Every Member, Trustee, member of an LGC and member of staff is required to declare any private interest which he or she has in an item to be discussed at the beginning of every meeting, and certainly before any discussion of the item itself. The individual should then not be involved in discussions/decisions in which it is possible that a conflict will arise. The individual should declare their interest at the earliest opportunity and withdraw from any subsequent discussion.

If an individual fails to declare an interest that is known to the Clerk and/or the Chair of the Trust Board or the Chair of the LGC, or any other person in the meeting, the Clerk, Chair or other person should declare that interest.

Decisions taken where an individual has a broader Interest

In the event of the Trust Board having to make a decision in which a Member, Trustee, member of the LGC or member of staff has an interest because of a duty or loyalty (however indirect) that they owe to another organisation, the matter will be determined by vote, but with the conflicted individual excluded from such vote with a simple majority required. A quorum, excluding the conflicted individual, must be present for the discussion and decision. The conflicted individual may be present when the matter is discussed but must not take part in the discussion or vote on any matter relating to the discussion and.

APPENDIX 18

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

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

Disagreement about whether a conflict exists

Where one individual believes that a colleague has a conflict of interest with regard to the matter under discussion and the perceived conflicted individual does not agree, the matter of whether there is a conflict will be determined by those other members of the relevant forum present. Both individuals will be asked to present the rationale for their position and asked to then withdraw from the meeting. The other members of the forum will then decide by vote, with a simple majority required.

Disclosure of conflicts

Where either a Member or Trustee benefits from the decision, this will be reported in the Annual Report and Accounts in accordance with the current Charities SORP making reference also to any potential conflict situation recognised in this Conflicts of Interest policy. All payments or benefits in kind to Members and Trustees will be reported in the Trust's Accounts and Annual Report, with amounts for each Member and Trustee listed for the year in question.

Where a member of the Trust's staff is connected to a party involved in the supply of a service or product to the Trust, this information will also be fully disclosed in the Annual Report and Accounts again making reference also to any potential conflict situation recognised in this Conflicts of Interest policy. The Trust formally acknowledges the Education and Skills Funding Agency's guidance on "related party transactions".

Managing Contracts

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

Notified Conflicts of Interest

APPENDIX 18

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

- The appointment or nomination of individuals by the LGC to serve on the Trust Board;
- The appointment or nomination of individuals by the Trust Board to serve on the LGC; and
- The fact that some of the Trustees might also be Members of the Trust.

Policy review

This policy is maintained by the Trust Board and was approved on 30 September 2019.

Compliance with this policy is overseen by the Chair of Trust Board with regard to non-executive personnel and the CEO and by the CEO in respect of members of staff (other than the CEO).

This policy will be reviewed every three years.

Next review date: September 2022

September
2019