



Academies Trust

The Co-operative Academies Trust

Governance Arrangements

September 2019



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1. Introduction

- 1.1. The purpose of this manual is to ensure that The Co-op Academies Trust (CAT) maintains and develops systems of strong governance which conform with the requirements both of the ESFA and that maintains high standards and best practice.
- 1.2. This document outlines the roles and responsibilities for members of staff, Board, Committees and Governing Bodies. Overall responsibility for approval of the governance arrangements rests with the Trust's Board which will consider the views its constituent parts.

2. Purpose and Vision

- 2.1. CAT's purpose and vision, including the role of Academies is shown in Table 1 below:

<p>The Co-op's purpose for the Trust:</p> <p>To develop and deliver the Co-op's vision for its Co-op Academies programme. To provide a effective and sustainable mechanism to drive collaboration, co-operation and efficiencies across the Academies.</p> <p>The Co-op's vision is to inspire a new generation of high achieving, aspirational, skilled, and confident young people who fully understand and appreciate how a co-operative approach will prepare and enable them to play their part in the changing global society. To:</p> <ul style="list-style-type: none">● Be recognised as the best values led provider of education in the UK;● Deliver outstanding education in and outside of the classroom;● Use our co-operative difference and co-operative enterprises to educate our young people about the world; and● Enrich the communities we serve. <p>Agreed by the Coop's Values & Principles Committee April 2012</p>
<p>The CAT's purpose:</p> <p>To deliver the Co-op's vision of creating an educational offer, based on co-operative values and principles, that will be ambitious and inspirational to its learners ensuring they fulfil their potential. To provide effective leadership and direction in order to enable all the Co-op Academies to deliver their purpose. To drive effective and sustainable collaboration, co-operation and efficiencies across the academies.</p> <p>CAT's Vision is to:</p> <ul style="list-style-type: none">● Enable and ensure all Academies meet their purpose of providing an outstanding education for all their learners, founded on co-operative values;



- React, respond and initiate new opportunities in the education sector that deliver or develop CAT's purpose;
- Develop innovative co-operative approaches, practices and curriculum;
- Strategically grow the Co-op Academies programme to create a strong network of Academies;
- To ensure maximum benefit from being a group of schools working together, with the Co-op and the wider co-operative movement; and
- Seek out opportunities for efficiencies across the programme that can be reinvested to the benefit of our learners.

The Academies' Purpose:

To provide an outstanding education for all our learners, founded on co-operative values and principles.

The Academy Vision:

- Our Academies will be at the heart of the community, underpinning co-operative values to create a welcoming environment for all;
- Using a co-operative approach our Academies will support learners to exceed expected standards of attainment and make good progress. Our Academies will be agents of change in their wider community;
- Our Academies will provide a safe environment where adults are dedicated to protecting the rights, meeting the needs and supporting the aspirations of children. Each Academy will be recognised by all as an inclusive, high quality learning environment; and
- Enable and ensure all staff to provide outstanding educational opportunities for all our learners.

3. Board Arrangements

Terms of Reference

3.1. The Board will:

- Provide strategic direction and advice to CAT;
- Provide guidance and support during the establishment of the trust;
- Ensure financial viability and the best use of the trust funds to ensure it delivers its purpose;
- Establish an independent Audit Committee in compliance with the Department for Education requirements;
- Communicate with the Academy Governing bodies;
- Consult with the Academies on key issues;
- Set the policy for pay and conditions (using a robust evidence-based approach);



- Set model policies on key issues - (where appropriate in consultation with) for Co-op Academies;
- Approve the establishment of new Co-op Academies;
- Actively promote the work of the Co-op Academies;
- Communicate with the Department for Education, Ofsted, the Regional Schools Commissioners and other key external partners on key issues;
- Hold to account the trust management team;
- Seek out opportunities to enhance the Co-op academies programme; and
- Ensure co-operative values are embedded in the Co-op academy programme.

The Board is to perform its functions for the general purpose of:

- Setting up the overarching educational philosophy of the Co-op Academies;
- The improvement of activities within its remit;
- Providing strategic direction and advice to CAT through the creation of a strategic plan;
- Monitoring CAT's performance against strategic objectives and targets and holds to account CAT management for the delivery of the strategic plan;
- Determining priorities for CAT Academies and set appropriate targets;
- Providing guidance and support during the establishment of the trust;
- Ensuring financial viability and the best use of the trust funds to ensure it delivers its purpose;
- Establishing an independent Audit Committee for the Trust;
- Communicating and consulting with the Academies, including the Governing Bodies on key issues;
- Setting the policy for pay and conditions;
- Establishing model policies on key issues - (where appropriate with consultation with) for Co-op Academies;
- Approving the establishment of new Co-op Academies;
- Actively promoting the work of the Co-op Academies;
- Communicating with the Department for Education on key issues;
- Holding to account the trust management team;
- Seeking out opportunities to enhance the Co-op academies programme;
- Ensuring co-operative values are embedded in the co-operative academy programme;
- Holding to account the CAT management team;
- Performance managing the Director of the Trust;
- Approve appointment of Principals and Head Teachers; and
- Seeking out new opportunities to create strong co-operative solutions to educational issues.

3.2. In performing its functions, the Board is to have regard to:

- The need to safeguard and promote the rights and welfare of children;
- The requirements of the Co-op;
- The co-operatives values; and
- Stakeholder feedback.



3.3. In order to carry out its functions, the Board will:

- Provide oversight and approval of CAT's Strategic Plan, which will be proposed by the Director of Trust and will set out the strategic priorities against which CAT's priorities will be judged; and
- Monitor, at regular intervals, information about CAT's performance, in order to ensure that its functions are carried out efficiently and effectively.

3.4. Other important corporate responsibilities of the Board include:

- Ensuring that high standards of corporate governance are observed at all times;
- Ensuring that a transparent system of prudent and effective controls is in place (including internal controls);
- Ensuring that CAT has regard to the views of users in the performance of its functions;
- Ensuring that CAT is an open organisation that provides information about its operations in an honest and clear way;
- Ensuring that CAT operates with corporate social responsibility in the discharge of its statutory functions;
- Overseeing the risk management process within CAT;
- Board members will comply at all times with the Code of Conduct; and
- Meetings of the Board will be held in accordance with the agreed policy covering the proceedings of the board.

3.5. Role and appointment of the Chair of CAT:

- The Chair will be appointed by the Co-op;
- The Chair has particular responsibility for providing effective leadership on matters such as:
 - Formulating the Board's strategy for discharging its duties;
 - Encouraging high standards of propriety;
 - Representing the views of the Board externally and internally; and
 - Providing for the induction, training, objectives and assessment of individual Board members Advice to the Co-op on the performance of the Director of the Trust, on behalf of the Board.

CAT Trust Members and Appointment Process

3.6. The Board will be made up of individuals who have the skills and knowledge to provide strategic leadership and good governance for CAT. These may include: knowledge of the education sector; knowledge of the 'seven principles of public life' applying to everybody who holds public office; knowledge of the HE or FE sector; innovation and creativity; HR; finance skills; an external educational perspective; knowledge of community engagement; business skills and good governance. As per the Articles of Association, the members may appoint Directors through such process as they may determine.



Committees

- 3.7. The Board may establish committees, and any committee so established may establish sub-committees. The Board will have an Audit and Risk committee and an Outcomes Committee.

The Corporate Plan and Budget Setting

- 3.8. The corporate plan, budget and business planning process includes:
- The Director of Trust with the advice of the Trust's Finance & Resources Director, manages the preparation of the CAT budget on an annual basis, to reflect CAT's strategic priorities. The Board approves the budget annually and monitors it during the year.
 - Any changes to CAT budgets are proposed by the Director of Trust, as advised by the Chief Operations Officer and the CAT Board approve.
 - The strategic plan is supported by operational plans, which are approved by the Director of Trust with the advice of the all governing bodies and Principals/Headteachers.

Internal Audit. and other forms of assurance requirements

- 3.9. CAT must maintain an effective and independent internal audit facility and ensure that it operates in accordance with the ESFA and wider Co-op expectations
- 3.10. Any changes to CAT budgets are approved by the Director of Trust, as advised by the Chief Operations Officer and the CAT Board are informed

CAT Annual Report and Accounts

- 3.11. The CAT Board will publish an Annual Report and Accounts. The Annual Report and Accounts will provide details on the work of the CAT Board for that year and the way in which the CAT has contributed to the improvement of academies. **The Annual Report and Accounts will also be issued to all Members.**

The CAT Board and its Relationship with Local Governing Bodies

4. Governance Arrangements - Scheme of Delegation

Introduction



- 4.1. As a charitable company limited by guarantee, The Co-op Academies Trust (the “Trust”) is governed by a Board of Directors (the “Directors”) who are responsible for, and oversee the general control, management and administration of the Trust and the academies run by the Trust.
- 4.2. The Directors are accountable to external government agencies including the Department for Education (including any successor bodies) and Charity Commission for the quality of the education they provide, and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 4.3. The Trust has entered into a Master Funding Agreement dated 28 August 2013. The Trust has also entered into a Supplemental Funding Agreement in relation to the Academy.
- 4.4. In order to discharge these responsibilities, the Directors appoint people who are more locally based to serve on a board (the “Local Governing Body”) which has been established to ensure the good governance of the Academy.
- 4.5. This Scheme of Delegation and attached Schedule and Appendices (together “the Scheme of Delegation”) explain the ways in which the Directors fulfil their responsibilities for the leadership and management of the Academy, the respective roles and responsibilities of the Directors and the Local Governing Body and commitments to each other to ensure the success of the Academy.
- 4.6. This Scheme of Delegation has been put in place by the Directors from the Effective Date in accordance with the provisions of the Trust’s Articles of Association (the “Articles”) and should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant clause of the Articles.
- 4.7. Except as expressly provided in this Scheme of Delegation, words and expressions defined in the Articles, Master Funding Agreement and Supplemental Funding Agreement shall have the same meanings in this Scheme of Delegation as were ascribed to them in Articles, Master Funding Agreement and Supplemental Funding Agreement.
- 4.8. If there is an inconsistency between any of the provisions of this Scheme of Delegation and the Articles, Master Funding Agreement and/or Supplemental Agreement (as applicable), the provisions of the Articles, Master Funding Agreement and/or Supplemental Agreement (as applicable) shall prevail over the provisions of this Scheme of Delegation.

Ethos and Mission Statement

- 4.9. The Trust's vision is:
 - *our Academies will be at the heart of the community underpinning co-operative values to create a welcoming environment for all;*
 - *using a co-operative approach our Academies will support learners to exceed expected standards of attainment and good progress. Our Academies will be agents of change in their wider community;*
 - *our Academies will provide a safe environment where adults are dedicated to protecting the rights, meeting the needs and supporting the aspirations of children.*



- *each Academy will be recognised by all as an inclusive, high quality learning environment; and*
- *enable and ensure all staff to provide outstanding educational opportunities for all our learners.*

4.10. The Academy will work with other academies and schools within the Trust and associated with the Trust. It will actively pursue partnerships with local schools and other organisations to further the achievement and educational opportunity of pupils.

Directors' Powers and Responsibilities

4.11. The Directors have overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of schools and in particular the Academy as a school. This is largely exercised through strategic planning and the setting, overseeing and implementation of strategy and policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality management processes. The Directors have the power to direct change where required.

4.12. The Directors have a duty to act in the fulfilment of the Trust's charitable objects, as set out in its Articles which are as follows:

- *to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing schools (the Academies) offering a broad and balanced curriculum;*
- *it is intended that the curriculum and ethos of the Academies will place an emphasis on, and include a commitment to students learning about the co-operative values of self-help, self-responsibility, democracy, equality, equity, solidarity, honesty, openness, social responsibility and caring for others with the aim of encouraging students to become better citizens, not only while they are students of the Academies but during their adult lives.*

4.13. The Directors will have regard to the interests of the other academies for which the Trust is responsible for deciding and implementing any policy or exercising any authority in respect of the Academy.

4.14. Articles 100, 101 and 104 provide for the appointment by the Directors of committees to whom the Directors may delegate certain of the functions of the Directors. In further recognition of the Directors' power to delegate under Articles 105 - 106, responsibility for the running of the Academy from the Effective Date will be delegated to the committee established by this Scheme of Delegation and which shall be known as the Local Governing Body of the Academy.

4.15. The constitution, membership and proceedings of the Local Governing Body is determined by the Directors and this Scheme of Delegation expresses such matters as well as acknowledges the authority delegated to the Local Governing Body in order to enable the Local Governing Body to run the Academy and fulfil the Academy's mission and vision.



- 4.16. The Directors retain authority and responsibility for those areas listed at Appendix 2. However, at the discretion of the Directors, the appointment of staff may be delegated to the Local Governing Body.
- 4.17. Those powers set out in Appendix 4 are reserved to the Directors.
- 4.18. The Schedule further sets out the allocation of roles and responsibilities amongst the Board of Directors, the Director of the Trust, the Local Governing Body, a sub-committee of the Local Governing Body, the Principal in consultation with the Chair and the Principal.

Constitution of the Local Governing Body

Members of the Local Governing Body

- 4.19. The number of people who shall sit on the Local Governing Body shall be not less than six, but shall not be more than 15, with an ideal number of 10-13. The number of governors will be related to the effectiveness of the Governing Body.
- 4.20. The Local Governing Body shall consist of a suitable mix of skills and experience to support the success of the Academy and succession planning and shall include representatives from some or all of educationalists, finance, marketing, regeneration, community groups, local housing associations, tenant associations, health professions, religious groups, charities and/or local businesses.
- 4.21. The Local Governing Body shall have the following members:
- At least 2 and up to 5 members appointed by the Co-operative Group. These individuals will be agreed by the Co-operative Group and they may include members of staff from the Co-operative Group, elected members, ex-employees or any person the Co-operative Group deems suitable to appoint, in its absolute discretion;
 - Two staff members (one teaching and one non-teaching staff member);
 - Two parent members elected or appointed under paragraph 4.19 and 4.20;
 - **Up to four co-opted governors, appointed by the local governing body;**
 - The Headteacher (or Executive Headteacher if applicable) of the Academy (the "Principal");
 - Up to two members from each Partner if the Academy has formal partners; and
 - Up to one local authority representative member (where applicable).

Appointment of additional Members

- 4.22. The Directors shall appoint such number of additional members to the Local Governing Body as it may consider necessary for the effective operation of the Academy provided always that the number of members of the Local Governing Body specified in paragraph 4.19 shall not be exceeded.



- 4.23. All persons appointed or elected to the Local Governing Body shall give a written undertaking to the Directors confirming their consent to act on the Local Governing Body in a form prescribed by the Directors.

Appointment of members of the Local Governing Body

- 4.24. Each co-opted member of the Local Governing Body will be required to provide two references and such other documents as required by the Local Governing Body and all governors must complete a DBS check prior to appointment. At the discretion of the Chair, the individual may attend meetings of the Local Governing Body as an observer until both checks are complete.
- 4.25. The Local Governing Body may nominate persons who are employed at the Academy to serve on the Local Governing Body through such process as they may determine, provided that the total number of such persons (including the Principal) does not exceed one third of the total number of persons on the Local Governing Body. The positions held by those employed at the Academy (e.g. teaching and non-teaching) may be taken into account when considering appointments.
- 4.26. Unless the Directors agree otherwise, in appointing persons to serve on the Local Governing Body who are employed at the Academy, the Local Governing Body shall invite nominations from all staff employed under a contract of employment ~~or a contract for services or otherwise engaged to provide services to the Academy~~ (excluding the Principal) and, where there are any contested posts, shall hold an election by secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Local Governing Body in accordance with procedures agreed by the Directors.
- 4.27. The Principal shall be treated for all purposes as being an ex officio member of the Local Governing Body.
- 4.28. Subject to paragraphs 4.19 to 4.23 (inclusive), the parent members of the Local Governing Body shall be elected by parents of registered pupils at the Academy and he or she must be a parent of a pupil at the Academy at the time when he or she is elected.
- 4.29. The Local Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of the Local Governing Body, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of persons who are to be the parent members of the Local Governing Body which is contested shall be held by secret ballot.
- 4.30. The arrangements made for the election of the parent members of the Local Governing Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so.
- 4.31. Where a vacancy for a parent member of the Local Governing Body is required to be filled by election, the Local Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is



informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate and vote at the election and given an opportunity to do so.

- 4.32. The number of parent members of the Local Governing Body required shall be made up by persons appointed by the Directors if the number of parents standing for election is less than the number of vacancies.
- 4.33. In appointing a person to be a parent member of the Local Governing Body pursuant to paragraph 4.28, the Directors shall appoint a person who is the parent of a registered pupil at the Academy or, where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

Term of Office

- 4.34. The term of office for any person serving on the Local Governing Body shall be four years, save that this time limit shall not apply to the Principal. Subject to remaining eligible to be a particular type of member on the Local Governing Body, any person may be reappointed or re-elected to the Local Governing Body.

Resignation and Removal

- 4.35. A person serving on the Local Governing Body shall cease to hold office if he resigns his office by notice to the Local Governing Body (but only if at least three persons will remain in office when the notice of resignation is to take effect).
- 4.36. A person serving on the Local Governing Body shall cease to hold office if he is removed by the person or persons who appointed him. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Local Governing Body by a person or persons who appointed him, any failure to uphold the values of the Trust and/or the Academy or to act in a way which is appropriate in light of this Scheme of Delegation will be taken into account.
- 4.37. A person may also be removed by the Directors but only after the Directors have given due regard to any representations by the Local Governing Body.
- 4.38. If any person who serves on the Local Governing Body in his capacity as an employee at the Academy ceases to work at the Academy, then he shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of his work at the Academy.
- 4.39. Where a person who serves on the Local Governing Body resigns his office or is removed from office, that person or, where he is removed from office, those removing him, shall give written notice thereof to the Local Governing Body who shall inform the Directors.



Disqualification of members of the Local Governing Body

- 4.40. No person shall be qualified to serve on the Local Governing Body unless he is aged 18 or over at the date of his election or appointment. No current pupil of the Academy shall be entitled to serve on the Local Governing Body.
- 4.41. A person serving on the Local Governing Body shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
- 4.42. A person serving on the Local Governing Body shall cease to hold office if he is absent without the permission of the Chair of the Local Governing Body from all the full meetings of the Local Governing Body held within a period of six months and the Local Governing Body resolves that his office be vacated.
- 4.43. A person shall be disqualified from serving on the Local Governing Body if:
- his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
 - he is the subject of a bankruptcy restrictions order or an interim order.
- 4.44. A person shall be disqualified from serving on the Local Governing Body at any time when he is subject to a disqualification order or disqualification undertaking under the 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).
- 4.45. A person serving on the Local Governing Body shall cease to hold office if he would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of sections 178 to 180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 4.46. A person shall be disqualified from serving on the Local Governing Body if he 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 was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
- 4.47. A person shall be disqualified from serving on the Local Governing Body at any time when he is included in the children's barred list kept by the Independent Safeguarding Authority under section 3(2) of the Safeguarding Vulnerable Groups Act 2006, as amended.
- 4.48. A person shall be disqualified from serving on the Local Governing Body if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 4.49. A person shall be disqualified from serving on the Local Governing Body where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under sections 178 to 180 of the Charities Act 2011.



- 4.50. After the Academy has opened, a person shall be disqualified from serving on the Local Governing Body if he has not provided to the Chair of the Local Governing Body a criminal records certificate at an enhanced disclosure level under current legislation within the specified time frame. In the event that the certificate discloses any information which would in the opinion of either the Chair or the Principal confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
- 4.51. Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Body; and he was, or was proposed, to so serve, he shall upon becoming so disqualified give written notice of that fact to the Local Governing Body who shall inform the Directors.

Paragraph 4.40 and paragraph 2 of Appendix 1 shall also apply to any member of any committee of the Local Governing Body who is not a member of the Local Governing Body.

Delegated Powers

General Provisions

- 4.52. Subject to paragraph 4.55 below and in accordance with the provisions of the Companies Act 2006, the Articles and to any directions given by the Members of the Trust following a special resolution, the management of the business of the Academy shall be delegated by the Directors to the Local Governing Body who may exercise all the powers of the Trust in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation. No alteration of the Articles and no such direction shall invalidate any prior act of the Local Governing Body which would have been valid if that alteration had not been made or that direction had not been given. Except as provided for in this Scheme of Delegation, the powers given by this Scheme of Delegation shall not be limited by any special power given to the Directors by the Articles or to the Local Governing Body by this Scheme of Delegation and a meeting of the Local Governing Body at which a quorum is present may exercise all the powers so delegated.
- 4.53. In general terms, the responsibility of the Directors in so far as the business of the Academy is concerned is to determine the strategy, policy and procedures of the Academy, to ensure financial stability and confirmed school improvement and to consider and respond to strategic issues. Whilst the Directors are free to decide what constitutes a strategic issue, having regard to all the circumstances, unless the matter is identified as a strategic issue and/or is identified as being the responsibility of the Directors under this Scheme of Delegation, the responsibility for such matter will be that of the Local Governing Body. The Local Governing Body is responsible for implementing the strategy, policy and procedures determined by the Directors.
- 4.54. Except as provided for in this Scheme of Delegation, in addition to all powers hereby expressly conferred upon the Local Governing Body and without detracting from the generality of the powers delegated, the Local Governing Body shall have the following powers, namely:
- to expend certain funds of the Trust as permitted by paragraph 4.53 in such manner as



the Local Governing Body shall consider most beneficial for the achievement of the Object in so far as it relates to the Academy and to invest in the name of the Trust such part of the funds of the Trust for which it has responsibility pursuant to this Scheme of Delegation as it may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object; and

- to enter into contracts on behalf of the Trust in so far as they relate to the Academy (subject to approval by the Chief Operations Officer).

4.55. In the exercise of its powers and functions, the Local Governing Body may consider any advice given by the Principal and any other executive officer and shall act in accordance with any advice, instruction and/or direction given by the Directors.

4.56. Any bank account in which any money of the Trust in so far as it relates to the Academy is deposited shall be opened by the Trust and operated by the Local Governing Body in the name of the Trust. Signatories for bank accounts will be established on mandates signed by Trust Directors.

4.57. Where any power or function of the Directors has been exercised by the Local Governing Body, the Local Governing Body shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.

4.58. The Local Governing Body shall comply with the virement thresholds, as follows:

- fund revenue expenditure – unbudgeted funded by virements up to £10,000 per quarter is the responsibility of the Local Governing Body; and
- fund revenue expenditure – unfunded, budgeted by virements over £10,000 per quarter is the responsibility of the trust, in particular its Financial Director.

Trust's Ethos and Values

4.59. Whilst the Local Governing Body shall be responsible for ensuring that the Academy is conducted in accordance with the Trust's ethos and values referred to in paragraph 4.9 and 4.10, the determination of the Trust's ethos and values shall be the responsibility of the Directors.

4.60. At all times, the Directors and the Local Governing Body shall ensure that the Academy is conducted in accordance with the objects of the Trust, and any agreement entered into with the Secretary of State for the funding of the Academy.

Finance

4.61. In acknowledgement of the receipt by the Directors of funds in relation to the Academy; provided by the Secretary of State, donated to the Trust and generated from the activities of the Trust, the Directors delegate to the Local Governing Body the responsibility to manage and expend all monies received on account of the Academy for the purposes of the Academy less a percentage



of the funds received from the Secretary of State to be determined each year by the Directors, acting reasonably.

- 4.62. Whilst the Local Governing Body shall have the power to enter into contracts on behalf of the Company in so far as they relate to the Academy pursuant to paragraph 4.55, the Local Governing Body shall comply with the matrix for expenditure authorisation set out in the attached Schedule and the policies in respect of financial controls as set by the Trust.
- 4.63. The accounts of the Trust shall be the responsibility of the Directors, but the Local Governing Body shall provide such information about the finances of the Academy as often and in such format as the Directors shall reasonably require. Without prejudice to the above, the Local Governing Body shall provide monthly management accounts to the Directors.
- 4.64. The Local Governing Body shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook are observed at all times as well as any requirements and recommendations of the Directors and the Secretary of State.
- 4.65. The Local Governing Body shall inform the Directors of any need for significant unplanned expenditure and will discuss with the Directors (and others as the Directors shall require) options for identifying available funding.
- 4.66. The Local Governing Body shall develop appropriate risk management strategies and shall at all times adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Academy. Where the management of financial affairs will result in a budget deficit or when the Academy is placed in “special measures” or deemed to have “serious weaknesses” or the Directors become aware of any audit or other report evidence or disclosure which leads the Directors to believe that there are issues with the financial management of the Academy the Directors have the power to withdraw financial delegation.

Premises

- 4.67. Subject to and without prejudice to paragraphs 4.53 to 4.53 (inclusive), the maintenance of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Body, who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Directors (and/or any others) as owners of such buildings and facilities.
- 4.68. The Local Governing Body shall in conjunction with the Directors develop an estate management strategy that will identify the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Local Governing Body’s responsibility to ensure the buildings and facilities are maintained to a good standard.
- 4.69. The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Directors.
- 4.70. Insuring the land and buildings used by the Academy will be the responsibility of the Directors who shall recover the cost from the budget delegated to the Local Governing Body.



Resources

Key Staff

- 4.71. Following consultation with the Local Governing Body, the Directors shall appoint the Principal and, where appropriate as determined by the Directors, the Finance Officer and Human Resources Officer of the Academy. The Directors and the Local Governing Body may delegate such powers and functions as they consider are required by the Principal for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Directors and the Local Governing Body and for the direction of the teaching and curriculum at the Academy).

Other Staff

- 4.72. The Local Governing Body shall be responsible for the appointment and management of all other staff including the Vice Principal to be employed at the Academy provided that the Local Governing Body shall:
- comply with all policies dealing with staff issued by the Directors from time to time;
 - comply with any pay terms set by the Directors;
 - comply with any standard contracts or terms and conditions for the employment of staff issued by the Directors;
 - manage any claims and disputes with staff members having regard to any advice and recommendations given by the Directors.
- 4.73. The Local Governing Body shall oversee the performance management of all staff except the Principal, whose performance management will be the responsibility of the Directors and shall put in place procedures for the proper professional and personal development of staff.

Curriculum and Standards

- 4.74. The Directors shall be responsible for the setting and review of the principles of the curriculum but shall comply with their obligation to the Secretary of State to provide a broad and balanced curriculum.
- 4.75. The Local Governing Body shall be responsible for the setting and implementation of the curriculum with the Principal in accordance with the principles set by the Directors.
- 4.76. The Local Governing Body shall be responsible for the standards achieved by the Academy and the pupils attending the Academy but shall follow such advice and recommendations of the Directors as they might issue from time to time.
- 4.77. The Local Governing Body shall be responsible for the setting and annual review of the Academy's admissions policy and arrangements.
- 4.78. The Local Governing Body shall review and consult on the admissions arrangements for the forthcoming academic year in accordance with applicable local authority arrangements, subject to



prior agreement with the Directors of the admissions policy and criteria to be consulted on. These arrangements and any new admissions policy and criteria must be agreed with the Directors before being adopted for the Academy.

- 4.79. Any decision to expand the Academy shall be that of the Directors but who shall have regard to the views of the Local Governing Body.

Extended Schools and Business Activities

- 4.80. Whilst the undertaking of any activities which would be described as part of the Academy's "extended schools agenda" or any activities designed to generate business income, would be the responsibility of the Local Governing Body, this shall only be undertaken in a manner consistent with any policy set by the Directors and having regard to the viability of such activities, the impact on the Academy's activities and any financial implications, such as the threat of taxation in light of the Trust's charitable objects and any threat to funding provided by the Secretary of State.

Regulatory Matters

- 4.81. The responsibility for the satisfaction and observance of all regulatory and legal matters shall be the Directors but the Local Governing Body shall do all such things as the Directors may specify as being necessary to ensure that the Trust is meeting its legal obligations.

Operational Matters

- 4.82. The Local Governing Body shall comply with the obligations set out in Appendix 1 and the Schedule which deals with the day to day operation of the Local Governing Body.
- 4.83. The Local Governing Body will adopt and will comply with all policies of the Directors communicated to the Local Governing Body from time to time.
- 4.84. Both the Directors and all members of the Local Governing Body have a duty to act independently and not as agents of those who may have appointed/elected them and will act with integrity, objectivity and honesty in the best interests of the Trust and the Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.
- 4.85. The Local Governing Body will review its policies and practices on a regular basis, having regard to recommendations made by the Directors from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.
- 4.86. The Local Governing Body shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.
- 4.87. The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Directors in the event that intervention is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under this Scheme of Delegation in such circumstances.



- 4.88. The Directors may, by mutual discussion and agreement, deploy staff to work in other areas of the Trust than their current employment on tasks and activities which are commensurate with their skills and experience. This is intended to provide career and professional development opportunities for staff.

Annual Review

- 4.89. This Scheme of Delegation shall operate from the Effective Date in respect of the named Academy.
- 4.90. The Directors will have the absolute discretion to review this Scheme of Delegation at least on an annual basis and to alter any provisions of it.
- 4.91. In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Directors will have regard to and give due consideration of any views of the Local Governing Body.

Reservation of Powers

- 4.92. The Directors, having overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of schools and, in particular, the Academy as a school, may exercise themselves functions and powers delegated to the Local Governing Body under this Scheme of Delegation in accordance with the provisions of Appendix 4 in the event of one of the following circumstances occurring:
- the Academy is placed in Special Measures following an Ofsted inspection;
 - the Academy is advised of "Serious Weaknesses" following an Ofsted inspection;
 - the Academy is advised that it "Requires Improvement" following an Ofsted inspection; and
 - in the absolute discretion of the Directors, the Academy is deemed not to be acting in accordance with this Scheme of Delegation or is otherwise not acting in accordance with the Ethos and Mission Statements of the Trust as set out in paragraph 4.9.



APPENDIX 1

FUNCTIONING OF THE LOCAL GOVERNING BODY

1. CHAIR AND VICE-CHAIR OF THE LOCAL GOVERNING BODY

- 1.1. The Directors shall appoint a chair of the Local Governing Body in each school year. Other than in exceptional circumstances (to be identified as such by the Trust Board), neither a person who is employed by the Trust (whether or not at the Academy) nor a person who is at the time of election already a Director of the Trust shall be eligible for election as Chair or vice-Chair, noting for the avoidance of doubt that once elected the Chair will be eligible to serve as a Director of the Trust
- 1.2. When Academies are first established an interim Chair may be appointed by the Directors.
- 1.3. Subject to paragraph 1.4, the Chair or vice-Chair shall hold office as such until his successor has been elected in accordance with this paragraph 1.
- 1.4. The Chair or vice-Chair may at any time resign his office by giving notice in writing to the Local Governing Body. The Chair or vice-Chair shall cease to hold office if:
 - he ceases to serve on the Local Governing Body;
 - he is disqualified from serving on the Local Governing Body in accordance with the provisions of paragraph 4 of the Scheme of Delegation;
 - he is removed from office in accordance with this Scheme of Delegation; or
 - in the case of the vice-Chair, he is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of Chair.
- 1.5. Where by reason of any of the matters referred to in paragraph 1.4, a vacancy arises in the office of Chair or vice-Chair, the Directors shall appoint a new chair of the Local Governing Body, subject to paragraph 1.1 above.
- 1.6. 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.
- 1.7. Where in the circumstances referred to in paragraph 1.4 the vice-Chair is also absent from the meeting or there is at the time a vacancy in the office of vice-Chair, the members of the Local Governing Body shall elect one of their number to act as a Chair for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Trust (whether or not at the Academy) nor a Director, other than the exceptional circumstances referred to in paragraph 1.1.



- 1.8. Any election of the Chair or vice-Chair which is contested shall be held by secret ballot.
- 1.9. Subject to the provisions of this scheme of Delegation, the Chair may only be removed from office by the Directors at any time and the Local Governing Body may remove the Vice Chair.
- 1.10. A resolution to remove the Chair or vice-Chair from office which is passed at a meeting of the Directors or the Local Governing Body (as the case may be) shall not have effect unless:
 - ~~it is confirmed by a resolution passed at a second meeting of the Directors or the Local Governing Body (as appropriate) held not less than fourteen days after the first meeting; and~~ the matter of the Chair's or vice-Chair's removal from office is specified as an item of business on the agenda for ~~each of those meetings~~ the meeting at which it is decided upon.
- 1.11. Before a resolution is passed by the Directors or the Local Governing Body at the relevant meeting as to whether to ~~confirm the previous resolution to~~ remove the Chair or vice-Chair from office, the person or persons proposing his removal shall at that meeting state their reasons for doing so and the Chair or vice-Chair shall be given an opportunity to make a statement in response.

2. CONFLICTS OF INTEREST

- 2.1. For the purpose of paragraph 2.1, a person has a Personal Financial Interest if he is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the Academy.
- 2.2. In any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.
- 2.3. Any disagreement between the members of the Local Governing Body, the Principal and/or any subcommittee of the Local Governing Body shall be referred to the Directors for their determination.

3. THE MINUTES

- 3.1. The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and entered into a book kept for the purpose by the person authorised to keep the minutes of the Local Governing Body; and shall be signed (subject to the approval of the members of the Local Governing Body) at the same or next subsequent meeting by the person acting as Chair thereof. The minutes shall include a record of:
 - all appointments of officers made by the Local Governing Body; and
 - all proceedings at meetings of the Local Governing Body and of committees of the Local Governing Body including the names of all persons present at each such meeting.



- 3.2. The Local Governing Body shall ensure that an executive summary of actions taken, or decisions made by the Local Governing Body in respect of the functions delegated by the Trust to enable the Directors to be appraised of these actions and/or decisions shall be recorded in an action log
- 3.3. The Chair shall ensure that copies of minutes of all meetings of the Local Governing Body (and such of the subcommittees as the Directors shall from time to time notify) shall be made available to the Directors as soon as reasonably practicable after those minutes are approved.

4. COMMITTEES

- 4.1. Subject to the approval of the Trust Board, ~~this Scheme of Delegation~~, the Local Governing Body may establish any sub-committee. The constitution, membership and proceedings of any sub-committee shall be determined by the Local Governing Body but having regard to any views of the Directors. The establishment, terms of reference, constitution and membership of any sub-committee shall be reviewed at least once in every twelve months. The membership of any sub-committee may include persons who do not also serve on the Local Governing Body, provided that a majority of the members of any such sub-committee shall be members of the Local Governing Body or Directors and provided that those persons meet the eligibility criteria in the Scheme of Delegation section 4.2.1. The Local Governing Body may determine that some or all of the members of a sub-committee who are not Directors or who do not serve on the Local Governing Body shall be entitled to vote in any proceedings of the sub-committee. No vote on any matter shall be taken at a meeting of a sub-committee unless the majority of members of the sub-committee present either are Directors or who serve on the Local Governing Body.
- 4.2. Subject to this Scheme of Delegation, the Local Governing Body may recommend the establishment of a Parent Teacher Association (PTA). The constitution, membership and proceedings of any PTA shall be approved by the Trust Board. Any PTA so established shall not have a formal role in the governance of the academy or the Trust. The establishment, terms of reference, constitution and membership of any PTA shall be reviewed by the Governing Body at least once every 24 months and any recommendations for change subject to approval by the Trust Board.

5. DELEGATION

- 5.1. Provided such power or function has been delegated to the Local Governing Body, the Local Governing Body may further delegate to any person serving on the Local Governing Body, sub-committee, the Principal or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Directors or the Local Governing Body may impose and may be revoked or altered



- 5.2. Where any power or function of the Directors or the Local Governing Body is exercised by any sub-committee, any Director or member of the Local Governing Body, the Principal or any other holder of an executive office, that person or sub-committee shall report to the Local Governing Body in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Local Governing Body immediately following the taking of the action or the making of the decision.

6. MEETINGS OF THE LOCAL GOVERNING BODY

- 6.1. Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings as the members of the Local Governing Body think fit.
- 6.2. The Local Governing Body shall meet at least three times in every school year. Meetings of the Local Governing Body shall be convened by the secretary to the Local Governing Body. In exercising his functions under this Scheme of Delegation the secretary shall comply with any direction:
- given by the Directors or the Local Governing Body; or
 - given by the Chair of the Local Governing Body or, in his absence or where there is a vacancy in the office of Chair, the vice-Chair of the Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 6.1 above.
- 6.3. Any five members of the Local Governing Body or the Chair may, by notice in writing given to the secretary, requisition a meeting of the Local Governing Body; and it shall be the duty of the secretary to convene such a meeting as soon as is reasonably practicable.
- 6.4. Each member of the Local Governing Body shall be given at least seven clear days before the date of a meeting:
- notice in writing thereof and sent to each member of the Local Governing Body at the address provided by each member from time to time; and
 - a copy of the agenda for the meeting;
 - provided that where the Chair or, in his absence or where there is a vacancy in the office of Chair, the vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.
- 6.5. The convening of a meeting and the proceedings conducted at such meeting shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda of the meeting.



- 6.6. A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Body shall not be proposed at a meeting of the Local Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.7. A meeting of the Local Governing Body shall be terminated immediately if:
- the members of the Local Governing Body so resolve; or
 - the number of members present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.10, subject to paragraph 6.12.
- 6.8. Where in accordance with paragraph 6.7 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
- 6.9. Where the Local Governing Body resolves in accordance with paragraph 6.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the secretary to convene a meeting accordingly.
- 6.10. Subject to paragraph 6.12, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be any three of the members of the Local Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Body at the date of the meeting provided that employees of the Trust shall not form a majority of the quorum and the Chair or another governor appointed by the Co-operative Group shall be present.
- 6.11. The Local Governing Body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a further meeting of the Local Governing Body.
- 6.12. The quorum for the purposes of:
- appointing a parent member;
 - any vote on the removal of a person in accordance with this Scheme of Delegation;
 - shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters.



- 6.13. Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Local Governing Body shall have one vote.
- 6.14. Any decision to remove the Chair of the Local Governing Body shall be at the sole discretion of the Directors but the Local Governing Body may advise the Directors in relation to the same.
- 6.15. Subject to paragraphs 6.10 – 6.12, where there is an equal division of votes, the Chair of the meeting shall have a casting vote in addition to any other vote he may have.
- The proceedings of the Local Governing Body shall not be invalidated by
 - any vacancy on the Local Governing Body; or
 - any defect in the election, appointment or nomination of any person serving on the Local Governing Body.
- 6.16. A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Body or of a subcommittee of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body or (as the case may be) a subcommittee of the Local Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Body and may include an electronic communication by or on behalf of the Local Governing Body indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Body in writing of the email address or addresses which the member will use.
- 6.17. Subject to paragraph 6.18, the Local Governing Body shall ensure that a copy of:
- the agenda for every meeting of the Local Governing Body;
 - the signed minutes of every such meeting and the draft minutes of every such meeting, if they have been approved by the person acting as Chair of that meeting; and
 - any report, document or other paper considered at any such meeting, are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.
- 6.18. There may be excluded from any item required to be made available in pursuance of paragraph 6.17, any material relating to:
- a named teacher or other person employed, or proposed to be employed, at the Academy;
 - a named pupil at, or candidate for admission to, the Academy; and



- any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.

6.19. Any member of the Local Governing Body shall be able to participate in meetings of the Local Governing Body by telephone or video conference provided that:

- he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- the Local Governing Body has access to the appropriate equipment.

6.20. 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.

7. NOTICES

7.1. Any notice to be given to or by any person pursuant to this Scheme of Delegation (other than a notice calling a meeting of the Local Governing Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.

7.2. A notice may be given by the Local Governing Body to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing Body by the member. A member whose registered address is not within the United Kingdom and who gives to the Local Governing Body an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Body.

7.3. A member of the Local Governing Body present, either in person or by proxy, at any meeting of the Local Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

7.4. 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 48 hours after the envelope containing it was posted by guaranteed next day delivery or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.



8. INDEMNITY

- 8.1. Subject to section 232 of the Companies Act 2006 the Trust shall procure appropriate insurance so that every member of the Local Governing Body or other officer or auditor of the Trust acting in relation to the Academy shall be indemnified out of the assets of the Trust against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.



APPENDIX 2

DIRECTORS' AREAS OF AUTHORITY AND RESPONSIBILITY

1. Approve three year and financial budgets for the Trust
2. Compliance with Funding Agreement Preparation and approval of this Scheme of Delegation under which the Academy is governed and subsequent amendments
3. Preparation and approval of this Scheme of Delegation under which the Academy is governed and subsequent amendments
4. Agreement of the Academy's annual funding in consultation with the Local Governing Body
5. Compliance with the ESFA's Academies Financial Handbook
6. Procurement policies for the Trust
7. Compliance with the financial and accounting requirements of the Trust
8. Strategic and financial planning for the Trust and the Academies
9. Cost allocation between the Trust and the Academies
10. Employment of all staff
11. Appointment and Dismissal Procedures, including Appeals in relation to Principal
12. Approval of all appointments falling outside the Academy budget
13. Establish pay policy
14. Determination of performance management policy
15. Accountable for performance management of the Principal
16. Determination of terms and conditions of all staff
17. Determination and review of disciplinary and capability procedures
18. Lead on Trade Union relationships
19. Dismissal payments
20. Determination of Early Retirement policy and requests



21. Approval of pension discretions with LGPS
22. Compliance with all statutory regulations
23. Agreement of academies' admissions policy in consultation with the Governing Body
24. Determination of educational vision of the Academy
25. Issuance of guarantees, indemnities and letters of comfort
26. Charging and remissions policy
27. Set procedures for financial controls
28. Approval of Trust Curriculum and Qualification Statement
29. Set targets of Trust outcomes
30. Establish health and safety policy
31. Devise Trust branding and branding guidance
32. Approval on submission by the Local Governing Body of all proposed capital projects (for prior approval) before any costs incurred in relation to any project
33. Approval of any increase in pupil numbers beyond the planned admission numbers
34. Approval of any change in staff numbers beyond those budgeted for in the approved budget of the Academy
35. Central procurement of insurance including buildings, land and directors' and governors' insurance



APPENDIX 3

LOCAL GOVERNING BODY AREAS OF DELEGATED AUTHORITY AND RESPONSIBILITY

1. Academy Budget plan for financial year, subject to final approval by the Trust Board
2. Academy three-year budget plan, subject to final approval by the Trust Board
3. Management of Academy Risks / Risk Management in compliance with the Trust's Risk Management Policy including reporting requirements
4. Where the Academy is subject to PFI arrangements, regular monitoring and review of PFI contractor performance.
5. Staff appointments, except for Principal
6. Recruitment process for Principal/Head Teacher, guided by the Director of the Trust to enable recommendation of candidate to Trust Board
7. Undertake performance management of all staff, except for Principal
8. Report to the Director of the Trust on the constitution of an appeals panel
9. Determine staffing structures in accordance with approved budget
10. Suspension and dismissal of Academy staff (except Principal)
11. Implementation of Curriculum and Qualification Statement
12. Monitor teaching standards
13. Subject options/non-school day activities
14. Implementation of policies approved by the Directors
15. Review use of exclusion and decide whether or not to confirm permanent and fixed term exclusions where the student is either excluded for more than 15 days in total in a term or would lose the opportunity to sit a public examination
16. Direct reinstatement of excluded students
17. Annual review of admissions policy
18. Annual Review of the Academy Business Continuity Plan



19. Arrangements for collective worship
20. Produce Academy buildings strategy for approval by Chief Operations Officer
21. Maintain Academy buildings in accordance with approved Academy buildings strategy and approved revenue budget
22. Implement Health and Safety Policy and ensure the health and safety regulations are followed including regular audits
23. Set Academy term and holiday dates and any variations
24. Ensure Academy meets 380 sessions in a school year
25. Ensure provision of free school meals to those students meeting the criteria.
26. Adopt and review home school agreements.
27. Set up a register of Governors' business and pecuniary interests and ensure posted on academy website.
28. Complete annual declaration of training and development completed by governors
29. Complete an annual effectiveness review
30. Discharge duties in respect of students with special needs by appointing a responsible person.
31. Consider whether or not to delegate functions to individuals or committees.
32. Ensure effective partnerships with the local community and groups.
33. Establish procedures for reporting to parents.
34. Ensure Academy website is maintained properly.



APPENDIX 4

RESERVATION OF POWERS

1. Directors' discretion

- 1.1. The Directors may override provisions relating to delegation to the Local Governing Body contained in this Scheme where, in their absolute discretion, they deem it necessary for the efficient operation of the Academy or the Trust.
- 1.2. If the Directors decide to exercise their power under this paragraph 1, the Chair of Directors and the Executive Director of the Trust shall be authorised to exercise this right.

2. Reservation of Powers

- 2.1. The Directors of the Trust reserve the right to deliver themselves the powers and functions, as delegated under this Scheme to the Local Governing Body, in the following circumstances:

3. Academy in Special Measures

- 3.1. In the event that the Academy is placed in Special Measures, the Directors may reserve to themselves any or all powers delegated to the Local Governing Body under this Scheme of Delegation; save for which the Directors, in their absolute discretion, deem necessary to operate the Academy.
- 3.2. The Local Governing Body may continue to oversee the operation of the Academy on a day to day basis, subject to regular consultation with the Chair of the Directors.

4. Academy with "Serious Weaknesses"

- 4.1. In the event that the Academy is notified of "Serious Weaknesses" following an Ofsted inspection, the Directors may:
 - withhold the right of the Local Governing Body to appoint staff;
 - request the Local Governing Body refers all major financial decisions to them for approval;
 - reserve their right to approve in advance all decisions to enter into contracts made by the Local Governing Body, further to paragraph 5.3.2 in this scheme;
 - review any other major decision which they consider to be necessary to maximise the efficient running of the Academy.
- 4.2. The Local Governing Body may continue to oversee the operation of the Academy on a day to day basis, in conjunction with the Principal and staff of the Academy but shall keep the Directors regularly informed, at their reasonable request, of progress generally, operational decisions and other matters of importance to the running of the Academy.



5. Academy “Requiring Improvement”

- 5.1. In the event that the Academy is deemed to “Require Improvement” the Directors may:
- withhold the right of the Local Governing Body to appoint staff;
 - review any other major decision which they consider to be necessary to maximise the efficient running of the Academy.
- 5.2. The Local Governing Body may continue to oversee the operation of the Academy on a day to day basis, in conjunction with the Principal and staff of the Academy but shall keep the Directors regularly informed, at their reasonable request, of progress generally, operational decisions and other matters of importance to the running of the Academy.

6. **Withdrawing of the Scheme of Delegation**

- 6.1. The Directors may withdraw the Scheme of Delegation in the event of:
- any breach of the Scheme of Delegation by the Local Governing Body; or
 - a "red" event as set out below:

Red Events

- 6.2. Where there is reason to believe:
- that the care and welfare of children or their families are placed at significant risk and the continuing actions or inaction of the Local Governing Body is deemed unlikely to resolve the issue;
 - that the Local Governing Body has acted in a manner contrary to the best interests of the academy, its learners or the Trust;
 - that the inclusive, faith-neutral values of the Trust are being wilfully undermined;
 - that financial controls in place at the Academy have not been adhered to.
 - Where a criminal investigation relating to the affairs of a member or members of the Local Governing Body is judged to be of significance to the well-being of children or their families, financial probity or the reputation of the Trust.
 - Where there is a lack of engagement by the Academy with the Trust or its Sponsor.
 - Where a pre-warning notice is issued by the DfE.
 - Where a Financial Notice to Improve is issued by the ESFA.



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- Where an event or events occur, which cause or are likely to cause significant reputational damage to the Trust, the Sponsor or the Academy.



APPENDIX 5

Proceedings of the Trust Board

1. Introduction

- 1.1. In the exercise of its powers the Co-operative Academies Trust Board has made the following provisions to regulate its proceedings.

2. Frequency and timings of meetings

- 2.1. The Co-operative Academies Trust Board meetings will ordinarily be held quarterly.
- 2.2. Meetings will be held for up to three hours. The Board may agree to extend the time available for the meeting.

3. Location of meetings

- 3.1. Board meetings will usually be held at Angel Square, Manchester or at an academy.

4. Board development event

- 4.1. The Board may decide to hold a development event, once a year, in addition to regular business.
- 4.2. The purpose of this event will be to provide the opportunity for the Board to develop its strategic priorities and working practices and to reflect more thoroughly on key issues.

5. Special meetings

- 5.1. On an exceptional basis, it may be necessary to conduct some business of the Board outside the regular cycle of meetings. Special meetings may be held in the following circumstances:

- If called by the Chair of the Board following a written request signed by at least four Board members
- If called by the Chair where, in their opinion, an urgent matter has arisen.
- If the Board agree extra meetings are required.

- 5.2. Papers for special meetings will be circulated to Board members not less than five days before the date of the meeting.

6. Additional attendance at meetings

- 6.1. The Chair of Governors and/or Headteachers/Principals may be required to attend meetings of the CAT Board. In addition, members of the central team may also be asked to attend.



7. Minutes of meetings and papers for meeting

- 7.1. Within seven working days of each Board meeting, the draft minutes will be circulated to the Chair for his comments.
- 7.2. The minutes of all Board meetings should include: the names of every Board member present and of any other person present; apologies tendered by any Board member; any declaration of interest; and the withdrawal from the meeting of any Board member on account of a conflict of interest. Minutes should record key points of discussion but should not attribute comments to individual members unless specifically requested by the Board member concerned or required by the Chair. The minutes should record clearly which items are to be considered confidential business. This will normally include, but is not limited to, any issue where publicity would be prejudicial to the public interest or in breach of data protection, for example:
- Issues where a named individual is the subject of the item
 - Issues which are of a commercially sensitive nature
 - Issues involving security or financial propriety
- 7.3. The minutes will be reviewed and approved at the next meeting after which the approved minutes will be published formally

8. Attendance at meetings

- 8.1. Members of the Board are expected to attend not less than three of the four meetings scheduled in a 12-month period, unless exceptional circumstances prevent this. Attendance by telephone or video conferencing will be deemed as attending the meeting.

9. Agenda and distribution of papers

- 9.1. Board meetings will address, and make decisions relating to, long-term strategic issues and the areas of principal responsibility. The content of the Co-operative Academies Trust strategic plan will provide particular focus.
- 9.2. The agenda for each Board meeting will be drawn up by the Director of the Trust following discussion with the Chair of the Board. With the permission of the Chair, a Board member may place items on the agenda for a Board meeting. Standing agenda items will allow the Board to monitor the Co-operative Academies Trust's performance to ensure that its functions are being carried out efficiently and effectively
- 9.3. The agenda and supporting papers will usually be circulated to Board members seven days in advance of the meeting electronically and by request in paper format. All matters requiring substantial decisions should usually appear on the agenda and be supported by short papers which will include the necessary information on which to base a decision. There may be pressing circumstances where this cannot happen. Such circumstances must be exceptional, and an explanation provided to the meeting. The non-receipt of agenda or papers for a meeting will not invalidate the meeting or any business transacted at the meeting.



- 9.4. The order of business at Board meetings will follow the agenda issued for that meeting unless otherwise agreed by the members attending the meeting.
- 9.5. The Chair may propose altering the order of the agenda of Board meetings and taking business that does not appear on the agenda where they consider that because of special circumstances the matter should be considered at the meeting as a matter of urgency. A majority of the Board members in attendance must agree the proposed change.
- 9.6. Board members will be expected to have read the papers before the meetings.

10. Chair

- 10.1. If present, the Chair will preside over all Board meetings.
- 10.2. If the Chair is absent from a meeting temporarily on the grounds of a declared conflict of interest or otherwise, the Vice Chair will chair the meeting, or other Director as agreed by the Directors present. The Director of Trust is not permitted to chair any Board meeting.
- 10.3. It will be the responsibility of the Chair or the Board member presiding to:
- Decide the order in which the Board members will speak ensuring that adequate views are sought to make decisions
 - Determine all matters of order, competency and relevancy
 - Decide which matters are or are not out of order in terms of the meeting
 - Determine whether or not a vote is required and how it is carried out in accordance with the section on voting
 - Maintain order in the meeting
 - Adjourn the meeting if this is necessary, for whatever period of time they think is appropriate.

11. Quorum

- 11.1. Any decision made by a properly constituted Board satisfying the requirements of this framework should be deemed as a decision made by the Board.
- 11.2. In order to ensure that there has been proper input to and scrutiny of decisions, it is necessary to have a quorum for Board meetings.¹ To be considered quorate, meetings must have present at least three Directors or, where greater any one half (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting.
- 11.3. The quorum for the purposes of –
- a. appointing a parent Director in accordance with the Articles
 - b. any vote on the removal of a Director in accordance with the Articles

¹ A quorum is the minimum number of people needed to make decisions.



- c. any vote on the removal of the chairman of the Directors in accordance with the Articles shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Directors entitled to vote on those respective matters.

- 11.4. If a Board member has been disqualified from participating in a discussion on any matter and/or from voting on any resolution because of the declaration of interest (see code of conduct) they will no longer count towards the quorum. If a quorum is not available for discussion of any matter, this will be recorded in the minutes and the meeting will proceed to the next business.
- 11.5. Where a quorum is not present within 30 minutes of the start of a meeting, or the meeting becomes inquorate during the course of the meeting, the meeting will be adjourned and a new date, time and venue for the meeting will be arranged.
- 11.6. The validity of the proceedings of the Board or any committee will not be affected by any vacancy in membership
- 11.7. All or any of the Board members may, in exceptional cases, participate in a Board meeting by means of conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. Such participants will be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.
- 11.8. Written comments about agenda items submitted by any Board member who is not present when a particular agenda item is discussed may be circulated to those members of the Board who are present at the meeting and read out at the appropriate point in the meeting.

12. Voting

- 12.1. Where decisions of the Board are needed, a majority of votes of the Board members present and eligible to vote at the meeting is required. In the case of an equality of votes, the Chair or other person presiding at the meeting will have a second or casting vote.
- 12.2. A Board member absent at the time of the vote may not vote by proxy.

13. Deferral of decision

- 13.1. The Board may agree to defer a decision on an agenda item so that the Board can be provided with additional information, or for any other reason. The decision to defer, together with the reasons for doing so, will be recorded in the minutes of the meeting together with a proposed timescale for returning the matter to the Board for consideration
- 13.2. A deferred decision may be taken through postal or email correspondence, outside of Board meetings, where this is agreed in the meeting. This may be agreed by the meeting by consensus or a majority
- 13.3. All deferred decisions taken between Board meetings should be reflected in the minutes of the subsequent Board meeting, including the approval of key documents.



14. Urgent decisions

- 14.1. There may be pressing circumstances where decisions have to be taken outside Board meetings. Every reasonable effort should be taken to solicit the views of Board members before any such decision is made. Where decisions that would ordinarily be taken at Board meetings have to be made on an urgent basis, they may be taken by the Chair in consultation with the Director of Trust and will then be reported at the next Board meeting, with an explanation of the urgency. The decision will be recorded in the minutes of the Board meeting.
- 14.2. Resolutions in writing can be used in exceptional circumstances where it is agreed by the Chair and the Director of Trust that this is necessary. In order for a resolution to be effective, it must be signed by all Board members who would have been entitled to vote on the subject of such resolution had it been proposed at a meeting at which they were present. All must be in agreement with the resolution. A resolution in writing will be as effective as if it had been passed at a meeting duly convened and held for that purpose.

15. Remuneration

- 15.1. Board members are expected to spend:
- Approximately eight days a year preparing for and attending regular Board meetings
 - One day a year attending a Board away day
 - One day on knowledge-building activities such as visits to academies

16. Expenses

- 16.1. Board members and members of Board committees and subcommittees are entitled to seek reimbursement of reasonable expenses incurred in the exercise of their duties in accordance with this expenses policy agreed by the Board. References to Board members should be taken to cover Board members and members of Board committees and subcommittees.
- 16.2. As reimbursement is from public funds it is important that expenditure is cost effective and balances business requirements with best-value principles.



APPENDIX 6

Board Development and Effectiveness

1. Induction, training and objectives for individual Board members

- 1.1. The Chair of the Board will ensure that individual members of the Board are informed about the terms of their appointment, their duties and responsibilities.
- 1.2. Board members will be expected to ensure they have the skills, knowledge and training to fulfil their duties and responsibilities and to meet their performance objectives.
- 1.3. The Chair, from time to time, may give an individual Board member responsibility for providing oversight and guidance on the Board's behalf in relation to areas of the Board's work. In that event, the relevant Board member will take an active involvement in the work area and will take a lead in Board discussions concerning their portfolio.
- 1.4. A Board member will be identified as the Board's Equalities champion, to ensure that equalities issues are considered routinely as part of Board business.
- 1.5. Board members will be expected to spend approximately 10 days each year on the Co-operative Academies Trust business.

2. Review of effectiveness

- 2.1. The Board will review its performance annually. As agreed by the Board, this review may from time to time involve external advisers to provide challenge from an independent, expert perspective. The Chair will agree the framework for the annual review of the Board.
- 2.2. Where performance or conduct of a Board member is not satisfactory, such that the Chair considers a Board member is unable or unfit to carry out the duties of their office, the Chair may recommend to the Co-operative Academies Trust that their appointment be terminated.
- 2.3. The effectiveness of the Chair will be reviewed by a representative from the Co-operative Group taking account of a range of views.



APPENDIX 7

Ambassadorial Protocol

For CAT Board members and members of its committees and subcommittees and Local Governing Bodies (GBs)

1. Scope

- 1.1. This protocol applies to all members of the Co-op Academies Trust Board and members of its committees and subcommittees and Local Governing Bodies. It covers all activities and engagements carried out on behalf of CAT or where membership of the Co-op Academies Trust may be relevant. Such activities might include requests: to speak to the media; to publish articles; or to attend provider, stakeholder or other events. References to members of the Board should be considered to apply also to members of Board committees and subcommittees and Local Governing Bodies. Activities covered include those where:
 - 1.2. An individual receives an invitation in their capacity as a member of the Co-op Academies Trust Board, whether this is an external or an internal event
 - 1.3. An individual pursues an engagement as part of a development plan agreed with the Chair
 - 1.4. An individual pursues an engagement which does not have a direct connection with CAT, but where the individual's position with the Co-op Academies Trust may be used in publicity or be highlighted during the activity.

2. General

- 2.1. The Director of Trust is the day to day spokesperson of the Co-op Academies Trust.
- 2.2. The Board/GB will take collective responsibility for the decisions made by it, and individual members will represent the Board's/GB's decisions.
- 2.3. In no case should views be expressed that are at variance with agreed the Co-op Academies Trust policy. If in doubt as to what is agreed Co-op Academies Trust policy, a Board/GB member should consult the Chair of the Trust Board/GB or the Director of the Trust.
- 2.4. The Chair and members of the Board/GB are not restricted from activities in any personal or professional non-Co-operative Academies Trust capacity, where the activity could not be considered to be connected with CAT's remit. This protocol does not cover such activities.

3. External events

Media

- 3.1. A Board/GB Member must obtain the prior approval of the Chair of the Trust Board before agreeing to speak to or in the presence of the national or local media or publishing articles or engaging in any other media related activity where this activity could be considered to be connected with the Co-op Academies Trust remit.



- 3.2. The Chair of the Trust Board will consult with the Director of the Trust, and the Co-op's Press Office as appropriate, before approving any requests and before agreeing to speak to or in the presence of the national or local media or publishing articles or engaging in any other media related activity where this activity could be considered to be connected with the Co-op Academies Trust remit.

Stakeholder and other events

- 3.3. A Board/GB member must obtain the Chair's approval before accepting any invitation to attend an event on behalf of the Co-op Academies Trust, or where the engagement could be considered to be connected with the Co-operative Academies Trust's remit.
- 3.4. The Chair will consult with the Director of the Trust before approving or accepting himself/herself any invitation to attend an event on behalf of the Co-op Academies Trust, or where the engagement could be considered to be connected with the Co-op Academies Trust's remit.

Visiting Co-op Academies

- 3.5. Board/GB members are encouraged to visit the Trust's Co-op Academies and such visits must be arranged in advance with the Principal/Headteacher. Care should be taken to make clear that the Board/GB member has no role in the professional process of teaching and is visiting to better understand the context of the school and the community it serves.



APPENDIX 8

Code of Conduct for the Co-op Academies Trust Board and Local Governing Bodies (GBs)

1 Code of conduct

- 1.1. A Board/GB member must observe the Code of Conduct whenever they conduct the business of the Board or act as a representative of the Board.
- 1.2. The Board/GB will always in its activities and actions:
 - Observe the highest standards of propriety through impartiality, integrity and objectivity in relation to the stewardship of public funds and the strategic leadership of the Co-op Academies Trust
 - Challenge and support in maximising value for money through delivery of the Co-op Academies Trust's functions in the most economical, efficient and effective way, within available resources, and with independent validation of performances achieved wherever practicable
 - Ensure that the Co-op Academies Trust is open and honest in its interactions with the public through the publication of reports, effective complaints procedures and clear and accessible guidance
 - Have regard to best practice in good governance

2. Responsibilities of individual Board/GB members

- 2.1. As individuals, Board/GB members are responsible for upholding the values and principles of the Co-op Academies Trust and for contributing their personal skills, knowledge and experience to the Board's/GB's work.
- 2.2. Board/GB members must also:
 - Comply at all times with this Code of Conduct and with the rules relating to the use of funds
 - Act in good faith and in the best interests of the Co-op Academies Trust
 - Not use information gained in the course of their service to promote their private interests, or those of connected persons
 - Familiarise themselves and ensure that they comply with the Co-op Academies Trust rules on declaration and registration of interests and on the acceptance of gifts and hospitality
 - Comply with the Co-op Academies Trust ambassadorial protocol for Board/GB members
 - Comply with the Co-op Academies Trust protocol for visiting academies



- Not disclose to outside parties working papers of the Board/GB and its meetings, except where these are published documents or where expressly agreed by the Chair or Director of the Trust.

2.3. A Board/GB member may be removed from office on the grounds they are unable or unfit to discharge the functions of a member. This includes failing to meet their obligations and responsibilities as described in the code of conduct and the roles and responsibilities as outlined by the Trust.

3. Personal liability

3.1. Legal proceedings by a third party against individual members of the Board/GB are very rare. Except for fraud, negligence, breach of confidence under common law or a criminal offence under insider dealing legislation, the issue of personal liability should not arise. However, if it should, provided that Board/GB members have acted honestly, reasonably, in good faith and without negligence, they will not have to meet, out of their own personal resources any personal civil liability which is incurred in execution or purported execution of their functions as a Board/GB member.

3.2. The Board is responsible for the rights or liabilities relating to the powers of the Board, exercisable by the Board.

4. Process for investigations

4.1. Where any person alleges that a Board/GB member has failed to comply with the Code of Conduct, the Chair will require details of any alleged contravention of the Code in writing in order to determine whether there is sufficient evidence of a potential breach of the Code as to warrant investigation.

4.2. Where the Chair considers that an investigation is required, they will appoint a senior manager from the Co-op or the Trust (or any other person the Chair considers appropriate) to investigate the matter and prepare a report to determine whether the Board/GB member concerned has contravened the Code of Conduct.

4.3. Where the report prepared for the Chair concludes that there has been a failure to comply with the Code of Conduct, the Chair will refer the matter to the Board/GB for consideration and to determine what further action (if any) should be taken.

4.4. In the event that any person alleges that the Chair has failed to comply with the Code of Conduct, the Board/GB will ensure that a third party is appointed to investigate the alleged contravention in accordance with the above requirements, in place of the Chair.



APPENDIX 9

Co-op Academies Trust General Expenses Policy

1. This section is to be read in conjunction with the Trust's Travel and Expense Policy Statement.
 - 1.1. When claiming expenses, Board/GB members are required to certify that:
 - travelling expenses were actually incurred on the Co-op Academies Trust business
 - subsistence expenses were incurred necessarily and that the periods of absence and details of meals taken were specified in the claim.
 - 1.2. The Co-op Academies Trust business covers all activities and engagements necessarily carried out on behalf of the Co-operative Academies Trust and undertaken in accordance with the ambassadorial protocol. Activities covered include those where:
 - A Board/GB member, with the agreement of the Chair, accepts an invitation in their capacity as a member of the Co-operative Academies Trust Board/GB to an external or internal event including attendance at CAT Board/GB meetings
 - A Board/GB member pursues an engagement as part of a development plan agreed with the Chair/Trust Central Team.
2. **Travelling expenses**
 - 2.1. **Home to Office Expenses**

Board/GB members are entitled to receive payment of 'home to office' or 'home to venue' travel-related expenses.

Own Vehicle
 - 2.2. The Director of the Trust will make available to Board/GB members details of the mileage reimbursement rate relating to the use of their own vehicle.
 - 2.3. **Public transport**
 - The cost of travel by rail, bus and/or coach will be met. Board/GB members should take advantage of any reduced fares available.
 - In addition, the cost of any seat reservation, storage of luggage and sleeping accommodation on any overnight journey will be met.
 - Where there is a need for urgency, there is no appropriate public transport available or the Board/GB member has a disability which would make the use of public transport impractical, the cost of any taxi fare and any reasonable gratuity will be met.



- Where there is a cost benefit in terms of travel and subsistence or the Chair decides that the saving in time is so substantial as to justify travel by air, the costs of a flight and any airport taxes will be met.

2.4. **Hire car**

Travel by a hired car will be approved where this is the most cost-efficient mode of transport or represents the best balance of cost efficiency and business need. The choice of car hired should be appropriate to the business need. Arrangements for hire cars should be made through contact with the Director of the Trust.

3. **Hotel expenses**

- 3.1. Board/GB members requiring overnight accommodation should contact the Director of the Trust who will make an appropriate reservation using the Co-op Academies Trust's preferred partner.

4. **Subsistence**

- 4.1. The Director of the Trust will make available to Board members details of day and overnight subsistence rates. Meal and incidental costs, including costs incurred while staying at hotels, will be reimbursed to the limits set out in CAT's Travel and Expense Policy Statement. On an exceptional basis, reimbursement of subsistence expenses outside of these limits may be approved by the Chair.

5. **Carer expenses**

- 5.1. Board members can claim reimbursement of expenses incurred while on CAT business in relation to the provision of a carer for any relatives for whom they are responsible. The carer responsibility may be for a dependent child or an elderly or infirm relative resident at the home of the Board/GB member. The expenses must be receipted and in line with the costs of providing such care in the locality.
- 5.2. The Inland Revenue deem payments made under these arrangements as a taxable benefit and will require tax to be paid.

6. **Submission of expense claims**

- 6.1. Expense claims by Board members must be submitted to the Director of the Trust using an expense form which will be made available to Board members on request.
- 6.2. Expense claims by GB members must be submitted to their academy using an expense form which will be made available to GB members on request.
- 6.3. Before submitting their first expense claim, Board/GB members must complete and submit a pay mandate form, which will be made available to them on request
- 6.4. Each item should be identified separately on a claim form line to avoid confusion when the claim is checked. Claims must include details related to the nature of the claim. Where expenses have



been incurred for more than one event, the nature of the different events must be indicated clearly, and each item of expenditure clearly related to the relevant event.

6.5. Before submitting an expense form Board/GB members should ensure that they have included all receipts and signed and dated their completed expense claim form. Receipts are required for the following items:

- Car parking Actual payments (receipt required)
- Rail Standard Class or First Class where the requirements of the Travel and Expense Policy Statement are met (receipt required)
- Bus/underground Actual payments (receipt required)
- Taxis Actual payments (receipt required)
- Air travel Actual payments (receipt required)
- Subsistence Actual payments (receipt required).

6.6. Claims for expenses should be submitted as soon as possible after they have incurred. If Board/GB members have any questions or queries relating to the expense policy, they should contact their Clerk in the first instance.



APPENDIX 10

Gifts and Hospitality Policy

Policy approved by the Trust Board

References to members of the Board should be considered to apply also to members of Board committees and subcommittees and Local Governing Bodies.

1. Registration of Interests

- 1.1. In the interests of transparency and accountability, the Co-op Academies Trust requires Board members to register interests that are or may be perceived as being relevant or material to the business of the Co-op Academies Trust. In addition, in relation to specific decisions, Board members should disclose to the Chair of the Board any interests that may conflict with their duties.

2. Personal interests²

- 2.1. Board members must regard themselves as having a personal interest in any matter where:

- a decision in relation to that matter might reasonably be regarded as affecting the well-being or financial position of themselves, a relative or close friend to a greater extent than the majority of people with a similar personal interest who are not members of the Co-op Academies Trust Board, or
- the matter relates directly to, or is likely to affect:
 - a body of which they or such persons are a member or in a position of general control or management
 - any employment or business carried on by them or by such persons
 - any person or body who employs or has employed them or such persons
 - any corporate body in which they or such persons have a beneficial interest in a class of securities or body exceeding the nominal value of £25,000
 - any contract for goods, services or works made between the Co-op Academies Trust and themselves or a firm in which they are a partner, a company of which they are a remunerated director, or any corporate body of the description supplied above

² In this section:

- 'relative' means spouse, partner, parent, parent-in-law, son, daughter, step-son, step-daughter, child of a partner, brother, sister, grandparent, grandchild, uncle, aunt, nephew, niece, or the spouse or partner of any of the preceding persons
- 'partner' means a member of a couple who live together



- the interests of any person from whom they have received a gift or hospitality with an estimated value of at least £25.

3. Disclosure of personal interests

- 3.1. Where a Board member has a personal interest in any business of the Co-op Academies Trust and they attend a meeting of the Co-op Academies Trust Board at which the business is considered, they must disclose to the meeting the existence and nature of that interest at the commencement of that consideration, or when the interest becomes apparent. Any disclosure only applies where a Board member is aware or ought reasonably to be aware of the existence of the personal interest.
- 3.2. In the case of Board members who are employed by an organisation such as the Co-op Group which serves many clients including the Co-op Academies Trust, Board, members will disclose their employment by the organisation in the register of interests. The Board member need not disclose that organisation's material business relationship with the Co-op Academies Trust if they have no role within that organisation in serving the Co-op Academies Trust and are satisfied that there are sufficient internal safeguards to ensure that they are not otherwise in conflict by way of possession of information, financial interest, or other connection.

4. Prejudicial interest

- 4.1. Where a Board member has a personal interest in any business of the Co-op Academies Trust, they also have a prejudicial interest in that business where the interest is one which a member of the public with knowledge of the relevant facts would reasonably regard as so significant that it is likely to prejudice the member's judgement of the public interest.
- 4.2. A Board member does not have a prejudicial interest in any business of the Co-op Academies Trust where that business:
- 4.3. Does not affect their financial position or the financial position of a person or body as described in section 3
- 4.4. Does not relate to the determining of any new approval, consent, licence, permission or registration in relation to them or any person or body described in section 3

5. Procedures for handling interests

- 5.1. Where a Board member has a prejudicial interest in any business of the Co-op Academies Trust they must withdraw from all involvement in discussions and decisions relating to that business.
- 5.2. In the event that a Board member receives a written paper or agenda on a matter on which they have a prejudicial interest, they must immediately return the paper or agenda to the Chair of the Board.
- 5.3. If a Board member becomes aware of a conflict during the course of any discussion, they should disclose the interest immediately and a decision relating to whether the matter does cause a conflict is made at that time and recorded.



5.4. In circumstances where the interest is personal but not prejudicial, the Board member may participate in decisions and/or discussions. As an example, the Board member may participate where their relationship is so slight or historic that it would be unreasonable to suppose that they have any significant interest, or where the decision and discussion will have no foreseeable implications for their interest.

6. Registering interests

6.1. Board members must, within 28 days of the formal adoption of the Co-op Academies Trust's corporate governance framework or of their appointment to the Board, register in the Co-op Academies Trust's register of board members' interests' details of personal interests where they fall within a category mentioned in section 3 by providing written notification to the Chair of the Board.³

6.2. The Chair of the Board should retain individual hard copy or electronic declarations of Board members' interests which should clearly show when these declarations were made. All categories of disclosure should be addressed, even if this is to state that there is no interest to declare.

6.3. The following list illustrates specific situations where interests should be registered:

- Remunerated employment, office or profession of relatives if their employment is within an academy within the Co-op Academies Trust control, such as a teacher
- Directorships, whether remunerated or not, of any organisation
- Membership of, or position of general control or management, of any:
 - company, industrial and provident society, charity or body directed to charitable purposes
 - body whose principal purposes include the influence of public opinion or policy
 - trade union or professional association
 - other public bodies such as hospital trusts, governing bodies of universities, colleges, schools, and local authorities.

This list is not exhaustive, and Board members should use their judgement with regard to matters not listed.

6.4. The Chair of the Board will ask Board members to review their registration annually, but it is the responsibility of each Board member to update the register within 28 days of any change, by providing written notification to the Chair of the Board.

6.5. From time to time Board members may have, or become aware of, interests which do not have to be registered but which might, nonetheless, conflict with their duties. As well as keeping their

³ Except where otherwise stated, 'days' refers to calendar days.



entry in the register up to date, a Board member must disclose to the Chair of the Board such interests as soon as they become aware that they may cause a conflict, for example on receipt of an agenda for a meeting. Such interests must be disclosed whether or not they are entered in the register.

7. Handling business opportunities

- 7.1. If a Board member believes that they are being approached with business opportunities either on the basis of privileged knowledge of the Co-op Academies Trust gained during the course of their duties, real or perceived, or solely as a result of their membership of the Board, they should decline such opportunities. If in doubt, a Board member should seek the advice of the Chair before deciding whether to accept a business opportunity. If the opportunity is accepted, the Board member should then declare a personal interest.

8. Confidential information

- 8.1. Where Board members receive information in confidence in their capacity as Board members, they should not disclose that information to any third party unless they are required to do so by law, or they have obtained consent to disclose the information from the person authorised to give it.



APPENDIX 11

Audit and Risk Terms of Reference (Revised 101018 to be approved by Trust Board)

Audit and Risk Committee

Terms of Reference

1. Purpose

- 1.1. The Audit and Risk Committee is a sub-committee of Co-op Academies Trust Board which advises both the Director of the Trust, its central team and the Board itself.
- 1.2. The Committee's general function is to help develop policy/objectives that support the trust's overall strategy and complements both the Director of the Trust and the Board in their responsibilities. It will ensure that the Trust's strategic vision and co-operative values are at the centre of its endeavours. It will consider safeguarding and equalities implications when undertaking all committee functions.
- 1.3. The Committee's specific function is to support the Trust Director and the Trust Board in their responsibilities for issues of risk, internal control including finance and governance. The Audit and Risk Committee will therefore monitor, evaluate, advise and report on:
 - the comprehensiveness of assurances in meeting the Co-op Academies Trust Board accounting needs
 - the reliability and integrity of these assurances
 - how well the Co-op Academies Trust Board and its Accounting Officer role are supported in decision making and in discharging their accountability obligations (particularly in respect of financial reporting)

Additionally, the Audit and Risk Committee will:

- select the external and internal auditor and oversee, direct, monitor, evaluate and report on their work
- 1.4. Ultimate responsibility for audit and risk rests with the Trust Board. Routine matters, relating to audit and risk, and which are in line with agreed policy objectives established by the Trust Board, can be managed by the Committee. Exceptional matters, including those that require wider consideration and/or formal approval must be taken to the Trust Board. The committee should seek a view from either the Director of the Trust or the Chair of the Trust Board if they are unclear whether a matter should be passed to the Trust Board for consideration and/or agreement.
 - 1.5. The Committee will liaise with and consult with other committees of the Trust Board and local Governing Bodies where appropriate.



2. Membership

- 2.1. The membership of the Audit and Risk Committee is as follows:
- 2.2. Chair: one CAT Board member
- 2.3. Members: at least three additional members of the Co-op Academies Trust Board, two of whom should have finance expertise. The Trust Board may appoint advisers to the committee with relevant skills, knowledge, expertise and experience. These colleagues will not carry voting rights.
- 2.4. The Chair and members of the Audit and Risk Committee will be appointed by the Board.
- 2.5. The Chair of the Board may be an ex officio member of the Committee.

3. Meetings

- 3.1. The Audit and Risk Committee will meet at least twice each year. The Chair may convene additional meetings, as they deem necessary. The Director of the Trust or the Co-op Academies Trust Board may, in exceptional circumstances, ask the Audit and Risk Committee to meet to consider any matter of relevant business.
- 3.2. A minimum of two Board Members of the Audit and Risk Committee will be present for the meeting to be deemed quorate.
- 3.3. The following will normally attend meetings of the committee:
 - Director of the Trust
 - Chief Operating Officer
 - Others, including members of the trust's central team and/or Headteachers/Principals, may also be invited to attend committee meetings to address specific issues.
- 3.4. Other Board members may also attend meetings at any time.
- 3.5. The Trust Board may appoint advisers to assist in the work of the Committee at any time. These advisers do not carry voting rights.
- 3.6. The Audit and Risk Committee may ask any of all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters.
- 3.7. Committee papers will ordinarily be distributed to those attending seven days in advance of meetings.

4. Reporting

- 4.1. Within seven working days of each meeting, the draft minutes will be circulated to Audit and Risk Committee members for their comments.



- 4.2. The Audit and Risk Committee will provide the Co-op Academies Trust Board with an Annual Report. This will be timed to support the finalisation of the annual report and accounts, which include the governance statement, summarising its conclusions from the work it has completed during the year.

5. Responsibilities

- 5.1. In the context of the Co-op Academies Trust Strategic Plan agreed by the Trust Board, the Committee shall consider and advise the Director of the Trust and Trust Board on the following matters:

- Effectiveness of strategic processes for risk management, internal control, governance and information assurance including responsibilities within the revised Data Protection Act 2018
- Accounting policies, including the process for review of the annual report and accounts prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors
- Planned activities and results of internal and external audits
- Adequacy of management's response to issues identified by audit activity, including external audit management letter
- Assurances relating to the corporate governance requirements for the organisation
- (where appropriate) Proposals for tendering for either Internal or External Audit services or for purchase of non-audit services from contractors who provide audit services
- Anti-fraud policies and whistleblowing processes
- Working with the Auditors to provide an accurate review of the accounts and the annual report of the accounts
- Publishing the annual report on the academy website
- The Audit Committee will work with the auditor who will recommend an audit plan for the CAT Board to approve. Any audit plan will take full account of the risks to CAT's strategic priorities. The internal audit plan is approved by the CAT Board annually

- 5.2. The Audit and Risk Committee will annually review its own effectiveness and report the results of that review to the Board.

6. Rights

- 6.1. The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee of the Trust and all employees are directed to co-operate with any request made by the Committee.

- 6.2. The Committee may co-opt additional members for a defined period to provide specialist skills, knowledge and experience and is authorised to obtain any independent professional advice it considers necessary, subject to budgets agreed by the Trust Board.



Academies Trust

- 6.3. The Chair of the Audit and Risk Committee will ensure that committee members are given appropriate opportunities for training and development.
- 6.4. The Audit and Risk Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval. The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.



APPENDIX 12

OUTCOMES COMMITTEE TERMS OF REFERENCE TERMS OF REFERENCE (Revised 14052019)

1. Purpose

- 1.1. The Outcomes Committee is a sub-committee of the Co-op Academies Trust Board which advises both the Director of the Trust, its central team and the Board itself.
- 1.2. The Committee's general function is to help develop policy/objectives that support the trust's overall strategy and complements both the Director of the Trust and the Board in their responsibilities. It will ensure that the Trust's strategic vision and co-operative values are at the centre of its endeavours. It will consider safeguarding and equalities implications when undertaking all committee functions.
- 1.3. The Committee's specific function is to support the Trust Director and the Trust Board in their responsibilities for standards, teaching and learning by monitoring and advising on outcomes for pupils, staff and stakeholders. The Outcomes Committee will therefore monitor, evaluate, advise and report on:
 - Data on attainment and achievement for all of the Trust's academies;
 - School improvement work and leadership;
 - Overall performance of each of the academies;
 - Leadership standards;
 - Governance effectiveness;
 - Special Educational Needs and Disability (SEND) and inclusion;
 - Partnership working;
 - Admissions;
 - Safeguarding arrangements
 - Human Resources data including staff churn, appeals etc; and
 - Community engagement including responses to any Trust-wide annual surveys.
 - To provide scrutiny, challenge and approve policies.
- 1.4. Ultimate responsibility for outcomes in relation to standards, teaching and learning rests with the Trust Board. Routine matters, relating to standards, teaching and learning, and which are in line with agreed policy objectives established by the Trust Board, can be managed by the Committee. Exceptional matters, including those that require wider consideration and/or formal approval must be taken to the Trust Board. The committee should seek a view from either the Director of the Trust or the Chair of the Trust Board if they are unclear whether a matter should be passed to the Trust Board for consideration and/or agreement.
- 1.5. The Committee will liaise with and consult with other committees of the Trust Board and local Governing Bodies where appropriate.



2. Membership

- 2.1. The membership of the Outcomes Committee is as follows:
 - Chair: One member of the Trust Board.
 - Members: At least two additional members of the Trust Board with appropriate skills, knowledge, understanding and expertise.
- 2.2. The chair and members of the Committee are appointed annually by the Trust Board. No academy employee can be Chair of this committee.
- 2.3. The Chair of the Trust Board may be an ex officio member of the Committee.

3. Meetings

- 3.1. The Outcomes Committee will meet at least twice each year. The Chair may convene additional meetings, as they deem necessary. The Director of the Trust or the Co-op Academies Trust Board may, in exceptional circumstances, ask the Outcomes Committee to meet to consider any matter of relevant business.
- 3.2. A minimum of two Board members of the Outcomes Committee will be present for the meeting to be deemed quorate.
- 3.3. The following will normally attend the committee but will have no voting rights:
 - Director of the Trust;
 - Chief Education Officers/Hubs;
 - Others, including other members of the Trust central team and/or Principals/Headteachers may be invited to attend committee meetings to address specific issues; and
 - Other Board members may also attend meetings at any time.
- 3.4. The Trust Board may appoint advisers to assist in the work of the sub-committee at any time. These advisers do not carry voting rights. The Outcomes Committee may ask any or all of those who normally attend, but are not Board members, to withdraw to facilitate open and frank discussion of particular matters.
- 3.5. Committee papers will be distributed to those attending seven days in advance of meetings.

4. Reporting

- 4.1. Within 7 working days of each meeting, the draft minutes will be circulated to Committee members for their comments.
- 4.2. The Outcomes Committee will provide the Trust Board with regular reports and updates on progress at Board meetings, where sub committee minutes will also be received for information.



5. Responsibilities

- 5.1. In the context of the CAT Strategic Plan agreed by the Board, the Committee shall consider and advise the Board on the following matters:
 - Outcomes for pupils
 - Outcomes for staff
 - Outcomes for parents/carers
- 5.2. The Academies' statutory requirements in relation to the curriculum offer and other curriculum issues such as spiritual, moral, social and cultural learning.
- 5.3. Extra-curricular activities.
- 5.4. The broad educational needs of the pupils attending the Trust's academies and equality of opportunities, ensuring that all children progress well.
- 5.5. The Trust's policies and progress in relation to provision for all groups of vulnerable and disadvantaged children including:
 - those eligible for the pupil premium and looked after children (LAC);
 - pupils with English as an additional language (EAL); and
 - children with special educational needs and disabilities.
- 5.6. The achievement of strategic objectives, in particular the overview of performance against quantitative and qualitative benchmarks for key indicators/outcomes and the Ofsted framework, providing challenge and recommending remedial actions where required.
- 5.7. Information on curriculum and quality issues for all the Trust's academies.
- 5.8. Progress reports on the implementation of post-Ofsted action plans and any other formal evaluation reports related to the quality and achievement of learning across the Trust, to further inform and develop the Trust's Improvement Plans and strategies.
- 5.9. Information on attendance and behaviour for all the Trust's academies.
- 5.10. To review outcomes, identifying significant changes in performance, emerging trends and risks in relation to the future performance of each academy.

Outcomes for staff

- 5.11. The development of the quality of teaching and its positive impact on pupil/student learning
- 5.12. The impact of continuing professional development on improving staff performance.
- 5.13. The development and maintenance of a strong and effective leadership structure across the Trust with the right skills, clear line management and reporting mechanisms.



- 5.14. Progress towards ensuring that at least half of all senior academy appointments are awarded to existing Trust staff following a competitive process that attracts many external candidates.

Outcomes for stakeholders

- 5.15. The implementation and review of an independent annual engagement review of stakeholders (e.g. Foretel survey) and other methods to listen to, understand and respond to pupils, parents, staff and local communities across all academies.
- 5.16. Publicity, public presentation and relationships with the wider community.
- 5.17. Identification and celebration of staff and student achievements including staff and student recognition events.
- 5.18. Ensuring all statutory requirements for reporting and publishing information are met and that Trust and academy website content is fully compliant and presented in an accessible way.
- 5.19. Ensuring governance arrangements are conducive to effective working, ensuring checks and balances but avoiding duplication at different levels, and delivering good two-way communication.
- 5.20. The impact and benefits academies within the Trust draw from collaboration with each other, other schools outside the Trust and other sectors, including the Co-op as sponsor.
- 5.21. The extent to which the Trust is involved in contributing to improving leadership and schools beyond its own academies.
- 5.22. Ensuring the Trust's vision and core values are known by all stakeholders.

6. Rights

- 6.1. The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee of the Trust and all employees are directed to co-operate with any request made by the Committee.
- 6.2. The Committee may co-opt additional members for a defined period to provide specialist skills, knowledge and experience and is authorised to obtain any independent professional advice it considers necessary, subject to budgets agreed by the Trust Board.
- 6.3. The Chair of the Outcomes Committee will ensure that committee members are given appropriate opportunities for training and development.
- 6.4. The Outcomes Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval. The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.



APPENDIX 13

Acquisitions and Development Terms of Reference (Revised 10122018)

Acquisitions and Development Committee

Terms of Reference

1. Purpose

- 1.1. The Acquisitions and Development Committee is a sub-committee of the Co-op Academies Trust Board which advises both the Director of the Trust, its central team and the Board itself.
- 1.2. The Committee's general function is to help develop policy/objectives that support the trust's overall strategy and complements both the Director of the Trust and the Board in their responsibilities. It will ensure that the Trust's strategic vision and co-operative values are at the centre of its endeavours. It will consider safeguarding and equalities implications when undertaking all committee functions.
- 1.3. The Committee's specific function is to support the Trust Director and the Board in their responsibilities for managing growth and development of the Trust. The Acquisitions and Development Committee will therefore monitor, evaluate, advise and report on:
 - the location of future academies,
 - specific due-diligence reports on individual academies/schools requesting to join the Trust
 - internal plans to help deliver the growth of the Trust.
- 1.4. Ultimate responsibility for acquisitions and development rests with the Trust Board. Routine matters, relating to acquisitions and development, and which are in line with agreed policy objectives established by the Trust Board, can be managed by the Committee. Exceptional matters, including those that require wider consideration and/or formal approval must be taken to the Trust Board. The committee should seek a view from either the Director of the Trust or the Chair of the Trust Board if they are unclear whether a matter should be passed to the Trust Board for consideration and/or agreement.
- 1.5. The Committee will liaise with and consult with other committees of the Trust Board and local Governing Bodies where appropriate.

2. Membership

- 2.1. The membership of the Acquisitions and Development Committee is as follows:
- 2.2. Chair: one CAT Board member
- 2.3. Members: at least two additional members of the Co-op Academies Trust Board. The Trust Board may appoint advisers to the committee with relevant skills, knowledge, expertise and experience. These colleagues will not have voting rights.



- 2.4. The Chair and members of the Acquisitions and Development will be appointed by the Board.
- 2.5. The Chair of the Board may be an ex officio member of the Committee.

3. Meetings

- 3.1. The Acquisitions and Development Committee will meet at least three times each year. The Chair may convene additional meetings, including some at short notice to be held by telephone conference as they deem necessary. The Director of the Trust or the Co-op Academies Trust Board may, in exceptional circumstances, ask the Acquisitions and Development Committee to meet to consider any matter of relevant business.
- 3.2. A minimum of two Board Members of the Acquisitions and Development Committee will be present for the meeting to be deemed quorate.
- 3.3. The following will normally attend meetings of the committee:
 - Director of the Trust
 - Chief Operations Officer
 - Acquisitions and Development Manager
- 3.4. Others, including members of the trust's central team and/or Headteachers/Principals, may also be invited to attend committee meetings to address specific issues
- 3.5. The Acquisitions and Development Committee may ask any of all of those who normally attend, but who are not members, to withdraw to facilitate open and frank discussion of particular matters
- 3.6. Committee papers will ordinarily be distributed to those attending seven days in advance of meetings

4. Reporting

- 4.1. Within seven working days of each meeting, the draft minutes will be circulated to Acquisitions and Development Committee members for their comments.
- 4.2. The Acquisitions and Development Committee will provide the Co-op Academies Trust Board with an Annual Report. This will be timed to support the finalisation of the annual report and accounts, which include the governance statement, summarising its conclusions from the work it has completed during the year.

5. Responsibilities

- 5.1. In the context of the Co-op Academies Trust Strategic Plan agreed by the Trust Board, the Committee shall consider and advise the Director of the Trust and Trust Board on the following matters:
 - the planned growth strategy as outlined in the Trust's strategic plan



- new locations for growth
- detailed due diligence plans as presented by the Trust's central team
- changes to the structure of the Trust's central team in order to meet changing needs driven by growth and acquisitions including broad approach to Hub structure
- the development of systems and processes necessary to support the development of the Trust (eg. IT, procurement)
- new activities and engagements to support future growth and development of the Trust.

6. Rights

- 6.1. The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee of the Trust and all employees are directed to co-operate with any request made by the Committee.
- 6.2. The Committee may co-opt additional members for a defined period to provide specialist skills, knowledge and experience and is authorised to obtain any independent professional advice it considers necessary, subject to budgets agreed by the Trust Board.
- 6.3. The Chair of the Acquisitions and Development Committee will ensure that committee members are given appropriate opportunities for training and development.
- 6.4. The Acquisitions and Development Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval. The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.



APPENDIX 14

CHAIRS' COMMITTEE (including Remuneration Committee for Director of the Trust)

Terms of Reference

Chairs' Committee

Terms of Reference

1. Purpose

1.1. The Chairs' Committee is an independent Committee of the CAT Board, which advises both the Director of the Trust and the Co-op Academies Trust Board. The Committee's function falls into four areas:

- Offer speedy advice to the Director of the Trust to assist in the smooth running of the Trust's affairs
- Establish and review performance targets set for the Director of the Trust including an annual review of his/her salary and any additional annual awards
- Consider employment settlement information as presented by the Director of the Trust or an appointed colleague
- Provide advice and guidance to the Trust Board as and when required. This would include establishing an appointment process as and when it is necessary to appoint a new Director of the Trust.

1.2. The Committee will usually only meet face to face to conduct the review of the Director of the Trust's performance and consideration of any salary related matters related to the review.

2. Membership

2.1. The membership of the Chairs' Committee is as follows:

2.2. Chair: Chair of the Trust Board.

2.3. Members: Chairs of the three main committees of the Trust Board and the Vice Chair of the Trust Board.

3. Meetings

3.1. The Chairs' Committee will meet face to face to review the performance of the Director of the Trust and consider any remuneration issues related to this. In most other cases business will be managed electronically. The Chair may convene additional face to face meetings, if required. The Trust Board can delegate 'task and finish' activities to this committee.

3.2. A minimum of two Members of the Chairs' Committee in addition to the Chair or Vice Chair of the Trust Board will be present for the meeting to be deemed quorate.



3.3. The following will normally attend meetings of the committee:

- Director of the Trust

3.4. Others, including members of the trust's central team, may also be invited to attend committee meetings to address specific issues.

3.5. Committee papers will ordinarily be distributed to those attending seven days in advance of meetings

4. Reporting

4.1. Within seven working days of each meeting, the draft minutes will be circulated to Chairs' Committee members for their comments.

5. Responsibilities

5.1. The Chairs' Committee will advise and support the Board in:

- Providing speedy advice to the Director of the Trust to assist in the smooth running of the Trust's affairs
- Establishing and reviewing performance targets set for the Director of the Trust including an annual review of his/her salary and any additional annual awards
- Considering employment settlement information as presented by the Director of the Trust or an appointed colleague
- Providing advice and guidance to the Trust Board as and when required. This would include establishing an appointment process as and when it is necessary to appoint a new Director of the Trust.

6. Review of Director of the Trust's Performance

6.1 The Director of the Trust's performance review will take place between 1 October and 30 November. All members of the Chairs' Committee will be involved.

6.2 The responsibility for managing the process will rest with the Director of the Trust through discussion with the Chair of the Trust Board or in their absence the Vice Chair of the Trust Board.

6.3 The Director of the Trust Board will ensure all necessary paperwork is forwarded to committee members at least five working days in advance of the meeting.

6.4 All targets set for the Director's performance will relate closely to the strategic objectives of the trust as well as personal performance matters.

6.5 The outcome of the performance review will be shared, in confidence, with the Trust Board.

7. Remuneration Committee for the Director of the Trust

7.1. The Chair's Committee will:



- Review the pay of the Director of the Trust once all performance reviews of headteachers/Principals and those of the central trust team have been completed
- Report their findings to the Trust Board, in confidence
- Ensure the Director of the Trust is informed of the outcome of the decision and explain that he/she has a right of appeal.
- Establish an appeals committee consisting of at least three Trust Board members not on the Chairs' Committee.

8. Rights

- 8.1. The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee of the Trust and all employees are directed to co-operate with any requests made by the Committee.
- 8.2. The Chair of the committee will ensure that committee members are given appropriate opportunities for training and development.
- 8.3. The Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval. The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.