



The Collaborative Academies Trust Governance Structure including Scheme of Delegation

May 2018

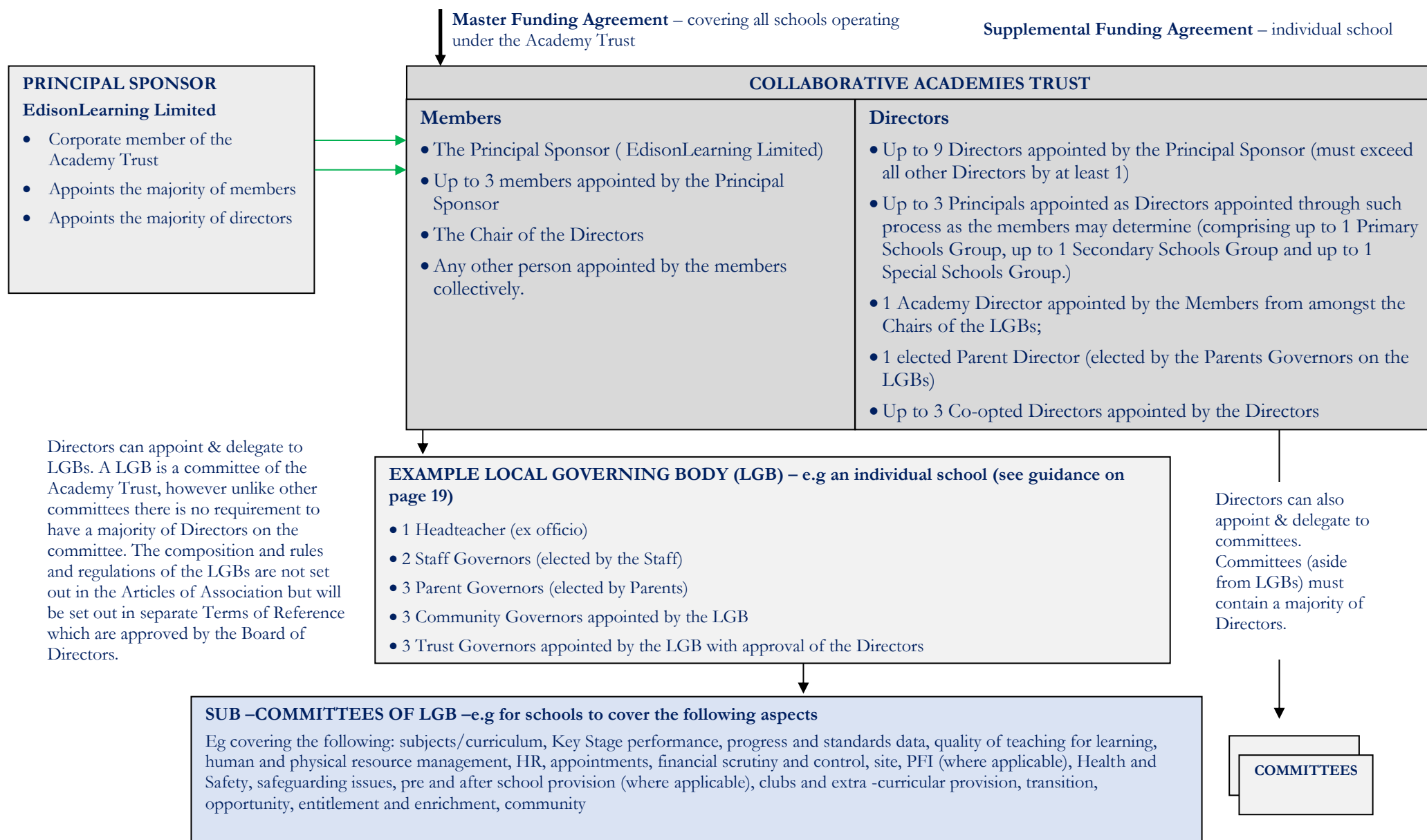
Contents

Overview of Documents Relevant to each Layer of CAT governance	3
CAT Governance Structure Map	4
1. Introduction and Overview	5
2. Ethos and Values	6
3. The Principles of Good Governance	10
4. Accountability for Decisions	12
5. Purpose and Function of the Tiers of the Trust's Governance	13
6. Constitution, Terms of Reference, and Role of Standing Committees of the Trust's Board	15
7. Terms of Reference	16
8. Code of Conduct for Trustees and Governors	20
9. Appendices	25
Appendix 1 – Twenty-one questions for MATs	26
Appendix 2 – Scheme of Delegation	29
Appendix 3 – Scheme of Delegation: Authorisation Limits	43
Appendix 4 – Reserved Matters	48
Appendix 5 – Finance and Audit Committee Terms of Reference	49

Overview of relevant documentation for each element of governance

All	<p>Governance document: outlines the tiers and principles of governance across the Trust.</p> <p>Scheme of Delegation (roles and functions matrix): identifies the tier at which a decision/function sits.</p>
Members	<p>Articles of Association (separate document): constitution of the Trust specifying the composition of the membership and how it conducts business.</p> <p>Guidance page on the role of a member.</p>
Trustees	<p>Articles of Association: constitution of the Trust specifying the objects, powers, composition of the Trustees and how they conduct business.</p> <p>Terms of reference for the Trust board: the role of the Trustee.</p> <p>Conflict of interest and related party transaction policy.</p>
Trust Board and Sub-Committees	<p>Terms of reference: specifying composition, remit and delegated functions.</p>
Regional Board	<p>Constitution and Terms of delegation: specifying composition, remit and delegated functions.</p>
Regional Board Sub-Committees	<p>Terms of reference: specifying composition, remit and delegated functions.</p>
Local governing Bodies	<p>Constitution and Terms of delegation: specifying composition, remit and delegated functions.</p>
IEB	<p>Terms of reference: specifying composition, remit and delegated functions.</p>
Executive/ Financial	<p>Scheme of delegation of executive powers underpinned by Academies Financial Handbook and The Collaborative Academies Trust Financial Handbook</p>

Trust/Local Governing Body structure for The Collaborative Academies Trust



1. Introduction and Overview

Foreword from the Chair

The purpose of this document is to set out the governance arrangements of The Collaborative Academies Trust ('CAT' or 'the Trust'), arrangements that take account of our regions and their different scale, whilst setting out a clear direction of travel that maintains our commitment to local governing boards and local communities, whilst establishing regional boards as each hub grows. All those involved in the oversight and governance of the Trust as a whole or individual schools have responsibility to:

- more than 3,500 children's education outcomes and welfare
- more than 520 staff and their deployment, care and development
- furthering the Trusts inclusive philosophy where every child is a learner
- celebrating the diversity within our Trust as exemplified by the 42 languages spoken by our children
- our communities as we manage approximately £17 million of public funds

Since the Trust was formed, late in 2012, with its first three schools, a further six have joined the Trust, all schools are sponsored academies. Steady progress continues to be made and, since 2012, 71% of schools that have received an Ofsted inspection have seen their judgement rise by at least one grade. From a starting position of no schools being graded 'good' a third of our schools are now graded as 'good' schools.

The Trust has learnt many lessons since forming, as has the whole academy sector. The Trust met with a number of other trusts as we looked beyond our own start up model, in particular Reach2 who have generously shared many of their processes, some of which we have adopted or adapted whilst remaining true to our own identity. The roll out, testing and embedding during 2016/17 will be reviewed towards the end of 2017.

2. Ethos and Values

Our aim is for CAT schools to ensure every child is a successful learner, a confident individual and a responsible citizen who is able to discover a skill, an ability, a talent or an interest through which they can become whatever they want to be.

Our Ethos

At the Collaborative Academies Trust, we believe in building learning communities where every individual is valued for what they can offer. Our schools will recognise and nurture the unique nature of each of the pupils in their care. Together, we will enable them to make choices, benefit from opportunities and develop the strength of character and resilience to overcome any barriers in their way.

Our Academies will promote the development of strong personal values and international citizenship – as a learner and as an individual.

In so doing, we aim to help all the pupils and staff involved in CAT schools to develop a love of learning, achieve a range of successful outcomes, build a lifelong interest in seeking new opportunities and embed in all a willingness to help themselves and others find their place in the world.

Our Values

Across the Trust, values drive our ethos, vision and mission. These values apply to developing our individuals, both pupils and staff, our strategic direction, and the underpinning culture of our organisation.

Aspiration

We work to make sure all our schools rapidly become at least ‘good’ by external judgement, and exemplary in a range of practices, including learning and teaching. We strive for impressive gains in pupil progress, strong attainment, and well-rounded, confident and learning-focused pupils, no matter their backgrounds or experiences. We aim to be outstanding in all we do.

Respect

We value each individual in our Trust and the qualities they bring. We develop our people so they can be exemplary in the roles they perform. We have respect for the autonomy of effective teams, their capacity to grow, and our ability to work together to sustain success.

Courage

We are brave. We encourage our people, both pupils and staff, to try new approaches, to experiment and innovate, to learn through processes and discovery. This bravery is underpinned by strong systems and processes that enable us, at the same time, to do the right things and do things right.

Integrity

Our Trust is built on collaborative autonomy, the belief that we develop agency and control over our own direction through working with others. This is a model which allows for individual and team autonomy, secured through success and shared practices. This isn’t just talk: it is our moral compass. To build effective collaboration and school autonomy in setting strategic direction, we are honest about our successes and challenges, and act with probity to improve our schools. Our integrity will allow us to develop the Trust into self-sustaining clusters that grow as part of a wider family of schools

Compassion

The Trust cares for all its people. This is shown in its commitment to professional learning for its staff, and most importantly the emphasis placed on securing the best futures for every individual pupil in our school. We are determined to narrow the achievement gaps between all our pupils so that, no matter their starting points, all can have successful futures.

Resilience

The Trust believes in ‘stickability’ and determination, a mind-set focused on overcoming barriers and avoiding excuses. Effective learning, for pupils and for staff, often involves overcoming obstacles and sometimes failure, and developing the skills that enable lifelong learning and the right habits of mind and body. We develop the range of skills, abilities, talents and interests of the pupils in our schools through our taught curriculum and extracurricular activity so that all can succeed and thrive.

Our Vision for Our Pupils

Across the Trust, we believe a values-driven school model is the vehicle for pupil success. This is how we define success for our pupils:

SUCCESSFUL LEARNERS

who aspire to achieve, have resilience and enjoy learning

CONFIDENT INDIVIDUALS

who are able to lead fulfilling lives, acting with courage and integrity

RESPONSIBLE CITIZENS

who make a positive contribution to society, driven by compassion and respect

With transparent outcomes for all pupils:

IN-DEPTH PURSUIT OF SPECIFIC INTERESTS AND PASSIONS

and the dedication to continue these in their future lives

HIGHLY REGARDED QUALIFICATIONS

the 'table stakes' mark of success

ACCESS TO FURTHER AND HIGHER EDUCATION

through a culture of striving and ambition

FLUENCY IN SKILLS

Including literacy, numeracy, world languages and communications

And a focus for learning on:

CONCEPTUAL DEVELOPMENT

Big ideas and knowledge across subjects; the cognitive 'maps' of learning

VALUES, CAPABILITIES AND BELIEFS

including building independence, responsibility and resilience, developing courage and respect, and opportunities for leadership

LEARNING SKILLS

Developing the tools to think creatively, research and investigate, reason and argue, test, evaluate and improve

OTHER SKILLS DEVELOPMENT

Including literacy, numeracy, world languages and communications

The Collaborative Academies Trust (“CAT” or the “Trust”) is founded upon the principle of “collaborative autonomy.” This means that our schools retain oversight of their own day to day management and unique character but operate within the shared values and commonly agreed practices of the trust. The benefits of belonging to CAT are several, notably schools have a community of like-minded partners with whom to work and the sharing of best practice becomes both natural and continuous. Schools improve with focussed, professional challenge and support from other schools within an atmosphere of trust and mutual respect. CAT membership also relies on commonality of practice and purpose so that educational research, and best pedagogical and assessment practice, is universally understood across all CAT schools and we learn together as these approaches evolve within each school.

The economies that can be made in the best use of money and management time are also a key aspect of collaborative autonomy. All CAT schools benefit from centrally negotiated contracts and agreements as well as the holding of associated risks at Trust level.

Our schools have all signed up to **seven goals which must inform decisions** that are made at Trust and regional level, and by local governing bodies.

These are to:

- ensure all our schools become at least ‘good’ with a demonstrable impact on progress, attainment and well-being for the children taught in them
- develop the range of skills, abilities, talents and interests of the children in our schools through our taught curriculum and extracurricular activity
- ‘narrow the gap’ for all our children
- develop the Trust into self-sustaining clusters that grow as part of a wider family of schools
- foster true collaboration between schools and improve organisational capacity centrally, regionally and in our schools
- develop our people so they can be exemplary in the roles they perform
- encourage innovation

3. The Principles of Good Governance

“The Governance Handbook¹,” for trustees of academies and multi-academy trusts (MAT) and governors of maintained schools was re-launched in January 2017 with a foreword by Lord Nash in which he states “I want everyone involved in governance to be confident in tackling underperformance, challenging mediocrity, and setting the highest of expectations; refusing to accept second best for any child.” The core purposes of governance remain as they have always been but with the increasing complexity of school groupings and lines of accountability alongside greater freedom and autonomy, the importance of robust, clear and accountable governance has never been more important. Regardless of whether we are looking at the Trust board, regional boards or the local governing bodies, the principles of good governance remain the same and are mirrored across the commercial and charitable sectors.

The Governance Handbook defines these principles as follows:

1. The right people with the necessary skills, time and commitment, and sufficient diversity of perspectives to ensure internal challenge, all actively contributing in line with clearly defined roles and responsibilities under an effective chair and an explicit code of conduct, and with active succession planning.
2. Clear governance structures with tightly defined remits, particularly in relation to functions delegated to committees or other bodies.
3. Clear separation between the strategic and operational in terms of the role of governance boards and school leaders.
4. A positive relationship between governors and school leaders enabling robust constructive challenge on the basis of a good understanding of objective data particularly on pupil progress, staff performance and finances.
5. The support and advice of an independent and professional clerk and, in the case of academies, company secretary.
6. Robust processes for financial and business planning and oversight and effective controls for compliance, propriety and value for money.
7. Processes for regular self-evaluation, review and improvement including; skills audits, training and development plans, and independent external reviews as necessary.

The guidance makes clear the need to overhaul governance structures and the scheme of delegation as a small group of schools grows into a multi academy trust and highlights the need for further and more comprehensive review of these arrangements as the MAT grows and expands. It is important that schools within a MAT are able to realise the benefits of MAT membership in terms of shared expertise, resources and support but this requires the inevitable relinquishing of some elements of sovereignty. As the Trust becomes larger and more varied, the benefits of membership expand along with it but this, more complex organisation, requires some changes to governance

1

https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/582868/Governance_Handbook_-_January_2017.pdf

CAT's Principles of Good Governance

1. CAT's Governance Structures set out the fundamental principles of the Trust and lays down the rules for its governance. CAT's principles consist of the principles below, the Trust's Articles of Association, the details set out in the Scheme of Delegation Matrix and the Terms of Reference.
2. The governance principles of CAT recognise the importance of developing relationships with common purpose to realise the full benefits that collaboration within a MAT bring. They are not about developing processes and structures without purpose.
3. We will continue to develop our governance arrangements to shape and take account of best practice from within the education sector and outside. The '21 questions that every Multi-academy Trust should ask itself' (March 2015; see Appendix 1), set out by the All Party Parliamentary Group on Education Governance and Leadership, provide a foundation by which we will assess the effectiveness of our governance.
4. Financial governance must, as a foundation, be compliant with the principles and regulations set out in the Academies Financial Handbook, which drive CAT's Financial Regulations.
5. Governance is underpinned by a common understanding about who is responsible for providing valuable input to decision making and who has the decision-making responsibility.
6. Effective governance in CAT is supported by:
 - The Members – the guardians of the constitution
 - The Trust board – the Directors (company law) and Trustees (charity law)
 - Trust board sub-committees
 - Regional Boards and their sub-committees
 - Local Governing Bodies – the local governors
 - The Executive Team – the chief executive officer (CEO), the chief finance officer (CFO), the Director of School Improvement (DSI) and their respective direct reports.
7. The Trust board has overall responsibility and ultimate decision-making authority for all of the work of the Trust, including the establishment and maintenance of the academies.
8. Regional boards have three key functions:
 - Provide regional overview, scrutiny and challenge of academy education and financial performance
 - Support regional forums to enable academy leaders and governors to shape and influence Trust thinking
 - Ensure an effective flow of communication between local governing bodies, regional boards and the board of trustees
9. The governance of each academy shall be delegated to the relevant local governing body as set out in the scheme of delegation.
10. CAT is committed to the highest standards of probity and also to a culture of openness, whereby anyone within CAT can raise concerns or issues and be taken seriously. We encourage all members of staff and wider stakeholders to therefore raise any concerns they may have.

Within CAT's Financial Regulations we have set out our whistleblowing policy which reflects

this commitment and provides contact details should an individual feel the need to raise a concern outside of their own school environment.

Values: The Trust's governance structure supports a culture that generates a shared and recognisable ethos across the entire Trust and all its member academies. The governance structure and lines of accountability underpin one organisation that values the contributions of everyone within it; the role each individual, and each team have in the work of the Trust.

Skills: The Trust recognises and continually works to ensure the Trust board is comprised of high calibre trustees, where the Trust board actively recruits and develops its members and ensures there is an effective chair with the necessary skills to govern and lead the organisation and oversee its growth.

Executive: The Trust board discharges many of its functions of governance and oversight through a central professional team recruited for their specific expertise. This includes a chief executive officer, a chief finance officer, and a Director of School Improvement.

Tiers: As the need for additional tiers within governance structures grows to avoid unwieldy spans of control the Trust endeavours to ensure proper levels of consultation and discussion, to ensure absolute clarity on the role and remit of each part of the structure, and the relationship and reporting arrangements between them. The Trust makes clear the levels of decision making and accountability at each level and where the risks are managed.

Conducting Business: The Trust board is comprised from a range of highly skilled professionals which supports academy business and how it is conducted. The Trust works towards achieving more standardised and robust systems and processes for governance and oversight, including systems for reporting and analysing school performance data; for financial planning, management and control; and for HR and other business processes. This ensures the Trust achieves the economies of scale, in terms of both time and money, and ensures the Trust board can provide robust and consistent oversight across all the academies for which it is accountable. The Trust also seeks to establish more standardised teaching and school improvement methodologies across its schools based on its ethos and proven pedagogies.

Risk: The Trust board includes members with significant financial and risk management skill, this ensures the Trust can discharge, fully, its financial and regulatory and risk mitigation responsibilities. The Trust board and executive team have a sophisticated understanding of financial, organisational and educational risk; its assessment and its minimisation – the Trust board is strategic, focusing on priorities and manages by exception.

Terminology: The Trust understands the importance of being clear about what different titles mean and to stick to them. The governors of the Trust are Trustees. A trustee is legally responsible for the conduct of the Trust and the academies within it. Local governors act as the critical friend of the headteacher and senior leadership team, and provide support and challenge.

4. Accountability for Decisions

The Trust board delegates authority to three key groups in order to ensure the effective leadership and governance of the Trust. The three groups are:

1. Executive leadership and management team (the Executive team)
2. Regional boards
3. Local governing bodies

The relationship between the Trust board and the executive team, the regional boards and the local governing bodies is characterised as a partnership to realise a common vision and a common purpose. In the case of the regional boards and local governing bodies the relationship between the three tiers of governance is also based upon the principles of:

1. No duplication of governance.
2. Governance should be as close as possible to the point of impact of decision-making.

The terms of reference and scheme of delegation provides the clarity as to who the decision makers are for different levels of decisions.

Intervention

The Trust board remains ultimately responsible for the Trust and the conduct of the academies. The operation of the various elements of governance outlined in this document are crucial to the success of the Trust. However, there will be circumstances where the Trust board might need to intervene and, for example, withdraw delegated authority for a particular element of governance.

In such circumstances, the Trust board, along with the executive team, would work closely with any academies concerned and those involved in their governance who would be expected to promptly implement any advice or recommendations made by the Trust board and executive team.

The Trust board reserves the right to review or remove any power or responsibility which it has delegated, in particular, in circumstances where serious concerns in the running of an academy are identified, including where:

1. there are concerns about financial matters;
2. insufficient progress is being made against educational targets (including where intervention by the Secretary of State, or the Regional Schools Commissioner (RSC) is being considered or carried out);
3. there has been a breakdown in the way the academy is managed or governed; or
4. the safety of pupils or staff is threatened, including a breakdown of discipline.

5. Purpose and Function of the Tiers of CAT Governance

The Trust is a legal entity. It is the direct employer of staff and the holder of land titles. The Trust is a charitable company limited by guarantee. The Trust is required to have, and has both Members and Trustees. It is for the Trust board to decide how much responsibility for decision making it delegates to local governing bodies and how much it retains. The Trust board sets out what decisions are taken by whom and at what level within the organisation through a clear “Scheme of Delegation.”

Members

The role of Members is analogous to shareholders of a company, but members of an academy trust do not “own” the trust because profits cannot be distributed to them. Members are guardians of, and control changes in the constitution of the Trust. They ensure the charitable objects are fulfilled as set out in the Articles of Association and with the Department for Education’s (DfE) consent, can change them. They have an overview of the performance and governance arrangements of the Trust and have the power to appoint trustees and remove them by ordinary resolution. Members must not be employees of the Trust. The Trust will ordinarily have five members.

The Trust board (Trustees)

The people who are appointed by the Members to sit on the Trust board are the Trustees and are responsible for the corporate management of the company. They are responsible for the operation of the Trust. They set the strategic direction, vision, values and mission of the Trust and are directly accountable

for finance, standards and for determining the priorities for expenditure. Trustees are responsible for the strategic management of risk, and for ensuring compliance with legislation as well as the overall performance of the Trust.

Trustees are also company directors registered with Companies House. They are personally responsible for the actions of the Trust and the academies and are accountable to the Members, to the Secretary of State and to the wider community for the quality of education received by all and for the expenditure of public money.

The Academies Financial Handbook states that members can also be trustees, however, it is best practice to retain the distinction between the two layers of governance. This ensures that members, independent of trustees, provide oversight and challenge. This is particularly important for CAT as the Trust is responsible for a number of academies. Trustees have duties as directors under company law, duties as trustees under charity law and duties as school governors.

The role of the Trust board reflects the '21 questions that every Multi-academy Trust should ask itself identified by the All Party Parliamentary Group on Education Governance and Leadership (March 2015) and set out in Appendix 1:

1. Setting the vision, ethos and strategy for the Trust and its academies over the next three to five years
2. Establishing the governance structures for the Trust, at all levels, in keeping with the Articles of Association
3. Providing clarity, through the published terms of reference and the Scheme of Delegation, of the level at which the following governance functions are exercised:
 - a. determining each individual academy's vision, ethos and strategic direction, in keeping with the Trust's overall vision and strategic plan
 - b. recruiting each academy's headteacher
 - c. performance management of each academy's headteacher
 - d. determining human resources policy and practice
 - e. oversight of each academy's budget
 - f. assessment of the risks for each academy
4. Setting the level at which the regional boards and local governing bodies will have authority and accountability through the scheme of delegation
5. Engaging with academies' communities, parents and pupils and staff
6. Contributing to the development of collaborative relationships between CAT academies and beyond the Trust
7. Ensuring there is a strong and effective executive leadership structure and personnel in place across the Trust
8. Overview of the academies' education performance data
9. Ensure senior leaders within academies are challenged to improve the education of pupils
10. Overview and scrutiny of the Trust's financial capability and management systems to ensure compliance with the Academies Financial Handbook, and deliver best value for money
11. Developing the Trust board to ensure that it has the capacity, skills and succession plans to have a positive impact on outcomes for pupils
12. The Trust board sets trust wide policy

The Trust board will carry out a regular skills audit of its trustees to ensure the Trust board has an appropriate balance of skills. Where skill gaps are identified the Trust board will engage with the Academy Ambassadors programme to support its recruitment and selection process.

Trust Board Sub-Committees

Trust board sub-committees will provide the detailed scrutiny of the prioritised risks and progress made towards the targets set out in the Trust's business plan, and the impact of the Trust's school improvement strategy and investment strategy, reporting progress, new risks and exceptions to the Trust board.

The Trust board sub-committees will be:

- Education Standards and Performance
- Development, People and Premises
- Finance and Audit (management of risk rests with the Trust board)

Regional Boards

Regional boards provide a local hub for financial and manpower planning, for sharing good practice and for both raising and responding to concerns. They promote better communication between the Trust board and individual academies so the Trust's direction of travel can be better understood at a local level and consistency of practice within academies across a region secured. The regional board is not a decision making body however the Trust board may delegate some of its monitoring and oversight responsibilities to regional boards to ensure that academies are appropriately challenged and supported, taking account of the local context. The membership, comprised of governors and headteachers from individual schools as well as appropriate executive officers of the Trust, influences decision making at Trust level. Regional boards' main focus is on four key areas of scrutiny: educational standards and performance; finance; HR; risk and audit.

Local Governing Bodies (LGBs)

LGBs have three core functions:

- Ensuring clarity of vision, ethos and strategic direction for their academy
- Holding the headteacher to account for the educational performance of the academy and its pupils
- Overseeing the financial performance of the academy and making sure money is well spent

The Trust board retains legal responsibility for these functions across the Trust as a whole but, in practice, delegates much of the practical exercise of them to the LGBs of individual academies. The scheme of delegation ensures the Board and LGBs have clarity about what aspects have been delegated and what remains under the purview of the Trust board itself.

The table which follows outlines the responsibilities for key areas of governance in CAT at both Trust and individual governing body level. Whilst the trustees may delegate responsibilities to regional boards or LGBs, there are some matters, "Reserved Matters," which may not be delegated. These matters are subject to other consent or to the requirements of legislation or the funding agreement and are listed in **Appendix 4**.

6. Constitution, Terms of Reference, and Role of Standing Committees of the Trust's Board

To fulfil the Trust's statutory functions, the Trust board has established a small number of standing committees. These are sub-committees of the Trust board which meet on a regular basis and their remit and terms of reference are reviewed annually. All trusts should have a finance committee to which the board of trustees delegates financial scrutiny and oversight. Trusts with annual income in excess of £50m must have a dedicated audit committee, which can be part of the wider finance committee. CAT has established a committee to ensure proper financial controls are in place across the Trust. The Trust

board's standing committees allow detailed discussion to take place on key aspects of Trust business, fulfilling an important role in scrutinising and reviewing matters relating to staffing and HR policy and practice, and for ensuring it has proper oversight of the performance and standards achieved by students.

The Trust board meets other statutory functions through specific "ad hoc" committees established to perform this function on a one-off or annual basis. For example, the Trust is required to have procedures in place for dealing with staff disciplinary matters, grievances and pay awards, and for hearing any appeals that arise from these; for hearing and responding to complaints and for reviewing the performance of the CEO. These committees are generally sub-sets of either the whole Trust board or of one of the established standing committees, and they meet when there is a requirement for them to fulfil their specific function.

The Trust has established the following standing committees, other committees may be formed as required or to carry out annual tasks. The terms of reference for these committees are included, in full, as **Appendix 5 - 10** to this document:

Education, Standards and Performance Committee

The role of the education, standards and performance committee is to ensure that the highest possible standards are set and maintained in all CAT academies. To maintain an oversight of the performance of the Trust's academies, the attainment and progress of students, the outcomes achieved in examinations and the quality of teaching, learning and assessment.

Development, HR, Remuneration and Benefits Committee

The role of the development, HR, remuneration and benefits committee is to maintain an oversight of the development, sufficiency, performance and remuneration of leadership, teaching and support staff of the Trust and to ensure that HR policies are implemented and kept under review.

Finance and Audit Committee

The role of the finance and audit committee is to maintain an oversight of the Trust's governance, risk management, internal control and value for money framework (vfm).

7. Terms of Reference

The Trust Board

The trustees are responsible for the governance and supervision of the Trust and its committees (including regional boards and local governing bodies). The trustees have a number of duties and responsibilities relating to the governance of the Trust and its finances, these are laid out in detail in the scheme of delegation.

Board Membership

The Trust board consists of up to 12 trustees. The chief executive officer, the chief financial officer, and the director of school improvement are regularly required to report the Trust Board.

The Trust board appoints an individual from among their number to act as chair. A change of chair requires a notification to be made to the DfE, including a Disclosure and Barring Service (DBS) disclosure form to be submitted via the DfE. The main role of the chair is to ensure the Trust board functions and is effective, in addition to the chairing of meetings of the Trust board. The chair also provides leadership to the trustees and acts as the main point of contact between the trustees and the executive team

Trustees

The Trust board as a whole is responsible for ensuring that:

- The skills of trustees, as a group, fit in with CAT's requirements in the short, medium and longer term;
- No trustee is disqualified from acting as a trustee by any provision of the Trust's Articles of Association (including the requirement that he is not disqualified as a company director or charity trustee);
- There is a system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new chair), are completed before or as soon as practicable after a trustee takes up position; and
- All trustees understand their responsibilities and consent to act as a trustee.

Conducting Business

The Trust board will meet at least three times a year

In determining the agenda for Trust board meetings and committee meetings, the trustees will have regard to the requirement on them to:

- Ensure good financial management and effective internal controls.
- Comply with the Funding Agreement and the current version of the Academies Financial Handbook (or successor documents).
- Receive and consider information on financial performance at least three times a year.
- Take appropriate action to ensure ongoing viability against agreed budgets.
- Maintain oversight of the performance of all academies and the progress made by the pupils in them.
- Ensure that trust wide policies are in place, relevant, up to date and compliant.
- Ensure that the Trust has a robust strategic planning and review cycle which is known and understood by member academies.
- Have regard to the voices of various stakeholders and put in place arrangements to receive feedback and to respond appropriately.
- Determine what decisions it will take for itself, what will be delegated to committees, working groups or individual trustees (e.g. the chair) and what will be delegated to the executive team. The Trustees must also consider when and from whom they should take professional advice, for example legal, HR, H&S and safeguarding.
- Determine what powers will be delegated to LGBs and to regional boards

In consultation with the chair and the CEO, the clerk to the Trust board shall prepare an annual plan for the meetings of the Trustees. The annual calendar will be circulated and Trust board members notified of any changes.

The agenda for Trust board meetings will be agreed two weeks in advance of the meeting and will be circulated to regional boards one week in advance of the meeting.

Minutes from Trust board meetings will be sent to trustees within a week of the meeting. Summary minutes will be circulated to regional boards for sharing with LGBs.

Meetings of the Trust board will consider, where appropriate, matters which LGBs have raised with regional boards in response to the summary minutes of the previous meeting.

Regional Boards

The role of regional boards is to:

- Deliver the CAT vision and values across the region
- Provide regional overview, scrutiny and challenge of academy education and financial performance

- Provide a regional/local forum for academy leaders and governors to shape and influence CAT thinking
- Ensure an effective flow of communication between LGBs and the Trust board.
- To consult with LGBs about any changes they are considering, for example the establishment of sub-committees

The regional board is not a decision making body. However, the Trust board may delegate some of its monitoring and oversight responsibilities to regional boards to ensure that academies are appropriately challenged and supported, taking account of the local context. Regional boards provide local leadership and governance capacity and ensure that local and regional priorities are recognised by the Trust and inform policy making and strategic planning. They also provide a forum for the sharing of good practice and for raising concerns.

Board Membership

Regional boards should comprise a governor (usually the chair) or the headteacher/principal from each academy within the region. In addition, CAT's executive officer with responsibility for school improvement and other executive officers of the Trust as appropriate.

The chair is appointed by the regional board. The term of office is two years but the chair is eligible for re-appointment at the end of that period. The clerk to the regional board will be co-opted from one of the region's academies.

Conducting Business

Regional boards should meet four times a year. These meetings should correspond with Trust board meetings so that the regional board can consider the agenda for forthcoming Trust board meetings when determining its own agenda. The clerk will send the agenda and all papers at least five days before the meeting unless the chair deems an urgent meeting is required at which point he/she will give written notice to members of the regional board.

Regional board responsibilities are to:

- Ensure understanding of and compliance with CAT policies in the region's academies
- Scrutinise performance data on behalf of the Trust board and raise concerns with schools and with the Trust Board
- Encourage discussion of CAT strategic plans and gather views and suggestions from member academies
- Ensure that HR issues, staffing and professional development is considered across the region, including effective succession planning in member academies.
- Provide a forum for raising issues which affect local academies and making sure these are brought to the attention of the Trust board
- Consider the responses from the Trust board to issues raised by regional boards
- Provide a forum for the sharing of best practice and brokerage of school to school support amongst academies in the region
- On behalf of the Trust, to provide and interpret local, regional and statistical neighbour data, both financial and pupil performance, against which local academies can benchmark their performance.
- Recommend for consideration by the Trust Board any financial arrangements which would be better managed at a regional rather than at an individual academy or whole trust level, including purchasing or contracting as appropriate.
- Support LGBs in recruiting and retaining sufficiently experienced and expert governors in their academies

- Support LGBs, on behalf of the trust, in providing robust challenge and support for their academy principal/headteacher

Minutes of regional board meetings should be shared with LGBs and with the Trust Board within two weeks of each meeting.

Local Governing Bodies

Local Governing Bodies (LGBs) are responsible for ensuring oversight of the academy and maintaining a focus on the performance of the pupils in the academy as well as the finances and premises. The LGB, in partnership with the trust, holds the headteacher and senior team to account for the outcomes achieved by students and the strategic leadership of the school. The LGB carries out those functions described in the scheme of delegation on behalf of the Trust Board from which these powers and responsibilities have been delegated

LGB Membership

Each academy has discretion over the number of governors on its LGB but these must fall within the recommended number for the size and type of school, but would not normally exceed 12 in number. The composition of LGBs should include the following: -

- The headteacher/principal of the academy
- Up to four members appointed by the Trust board, or by the regional board on behalf of the trust
- At least two elected parents or guardians of pupils at the academy which have the relevant skills and experience
- Up to two employees of the academy (usually one teacher and one member of the support staff)
- Further members co-opted by the local governors, the regional board or the Trust board.

The LGB must also ensure that named governors have specific responsibilities for: -

- Special Educational Needs
- Safeguarding and Child Protection
- Statutory grants (including Pupil Premium)
- Health and Safety
- Finance

Conducting Business

LGBs shall meet seven times a year, one early autumn term procedural meeting followed by one in each half-term, unless agreed otherwise by the Trust or regional board.

Each LGB shall have a chair and a vice-chair. The chair is nominated by the local governors for approval by the Trust Board (or regional board on behalf of the trust). The term of office of the chair is two years. The chair is eligible for reappointment at the end of that term with a maximum of three consecutive terms.

The chair and the headteacher will ordinarily meet with the clerk to plan the calendar of meetings across the year and in advance of each meeting to finalise the agenda.

The clerk will distribute the agenda and all papers to governors at least a week in advance of the meeting. If there are urgent matters, however, the chair may decide to call a meeting with shorter notice. He/she should inform governors of this and the reason for it in writing. Minutes will be circulated to governors within two weeks of each meeting.

In determining the agenda, the governors will have regard to:

- Ensuring good financial management and the annual receiving and monitoring of budgets

- Oversight of pupil performance data and pupil outcomes and robust challenge when this is not good enough
- The effective review and implementation of Trust policies in the academy
- Overseeing pupil health, safety and wellbeing, including safeguarding and the completion of the single central record
- Monitoring the quality of teaching and learning and the curriculum
- Reviewing behaviour, attendance and exclusions in the academy
- Monitoring the impact of grants, including the pupil premium
- Ensuring equal access for all pupils regardless of disability, gender, ethnicity or SEN
- Making appropriate arrangements for complaints, appeals and disciplinary hearings
- Ensuring there are effective and systematic arrangements in place for hearing the voices of pupils and parents

The LGB will also consider the agendas and subsequent minutes of Trust Board meetings and ensure that decisions made at Board level are actioned and that any issues or concerns are brought to the attention of the Trust Board either directly or through the regional board meetings.

8. Codes of Conduct for Trustees and Governors

CAT operates a code of conduct for trustees and for governors at all levels. LGBs, regional boards and the Trust board should review these annually and draw them to the attention of new governors or trustees.

This code of conduct provides trustees and academy governors with guidelines as to the standards and behaviours that the Trust expects from the boards (individually and collectively) when acting on behalf of, or representing, the Trust or one of the Trust's schools.

This code of conduct should be read in conjunction with:

- The duties and responsibilities of trustees and governors
- The scheme of delegation for the Trust
- Any statement of expectations issued by the Trust
- The Trust's articles of association
- The Trust's meeting etiquette protocol
- The terms of reference for relevant boards and committees
- The Trust's policy and procedures covering conflicts of interest, anti-money laundering and anti-bribery, the declaration, acceptance and refusal of gifts and hospitality
- The Trust's vision, values and ethos

For trustees employed by the Trust, due consideration should also be given to the standards detailed in their contract of employment and remain alert to the requirements of each position the individual occupies.

Why we have a code of conduct

CAT's board of trustees has ultimate responsibility for all actions carried out by staff and committees throughout the Trust's activities. This responsibility includes the stewardship of charitable resources, public funds and the delivery of continuous improvement in education.

The board of trustees is therefore determined to ensure the Trust and its academies and those who work in them, inspire confidence and trust among its pupils, parents, staff, members, partners, sponsor, suppliers and the wider public. This requires trustees, governors and those in positions of responsibility to demonstrate integrity and avoid any potential or real situations of undue bias or influence in the decision making of the Trust and its academies, and in dealings with staff, pupils, parents and volunteers.

Appointment and tenure

The board of trustees, the regional boards and LGBs may comprise of appointed, elected and co-opted individuals.

The board of trustees represents the interests of all CAT's pupils and wider stakeholders. The trustees owe their duty to the Trust and not to any individual, organisation or constituency that appointed them.

Governors are responsible for ensuring oversight of the academy and maintaining a focus on the performance of the pupils in the academy as well as the finances and premises. The LGB carries out those functions described in the scheme of delegation on behalf of the Trust board from which these powers and responsibilities have been delegated.

Induction and training

In order for trustees and governors to be effective in performing their legal duties and responsibilities, it is essential that individuals, and boards, are aware of the nature of the work of the Trust and its operating environment, including the roles of senior leadership team, school staff and volunteers. In order to prepare and support trustees and governors, the Trust will provide an induction and ongoing development opportunities.

The board of trustees is expected to undertake a performance appraisal exercise to assess the skill set and competencies available to the Trust, in line with the Ofsted handbook, and to identify areas for future development and training. This process will be led by the chair.

Role and function of Trustees

The Trust will provide trustees and governors with guidance outlining their specific role and responsibilities. In fulfilling their general roles and responsibilities individual board members must:

- Adhere to the Trust's rules and policies, including the articles of association, any standing orders and byelaws, and support its charitable objects
- Act in the best interests of the Trust and its academies at all times, taking professional advice where necessary
- Contribute to the work of the Trust in order for it to fulfil its role and functions as defined in the articles of association, the DfE funding agreement and legislation
- Recognise that their role is a collective one and that any task or function delegated to an individual or committee does not relieve the Trust board of the responsibility for that task or function in support of the chief executive officer

Conflicts of interest

The board of trustees has a legal obligation to act in the best interests of the Trust and its academies, and in accordance with the Trust's articles of association, and to avoid situations where there may be a potential, real or perceived, conflict of interest.

Neither trustees nor governors should exert any influence to obtain any preferential treatment for themselves or their family, or other connected persons or organisations. Trustees and governors should be aware of, and act in accordance with, the Trust's policy and procedures on identifying and managing conflicts of interest, and refer to the Trust's 'allowance, gifts and hospitality' procedures policy and procedures as set out in the Trust's financial regulations manual.

Upon appointment, and at least annually, trustees and governors are required to complete a declaration of interest form. This document must also be updated whenever a material change occurs. A register of interests will be maintained by the clerk and will be made available to the public, in line with the Trust's conflicts of interest policy.

Failure by a trustee or governor to declare an interest, real or perceived, could result in the complaints process being instigated by the Trust. Depending on the circumstances and severity of the conflict, this may result in the trustee being removed from office in accordance with the Trust's articles of association.

Standards of conduct

Trustees and governors are required to adhere to the highest standards of conduct in the performance of their duties. This code of conduct respects and endorses the seven principles of public life promulgated by the Nolan Committee and all board members are expected to perform their duties in accordance with them.

The seven principles are:

- selflessness
- integrity
- objectivity
- accountability
- openness
- honesty
- leadership

In addition, the Trust requires trustees and governors to perform their duties in accordance with the vision, values and ethos of the Trust. They are required to:

- Value fellow trustees, even when there are differences in opinion
- Treat the Trust's chief executive officer, principals and other employees and fellow board members with respect and in accordance with the Trust's policies
- Be mindful of conduct which could be deemed to be unfair or discriminatory
- Conduct themselves in a manner which reflects positively on the Trust when attending external meetings or any other events

All CAT employees and Trust board members are expected to understand, agree and promote equal opportunities in every area of their work. No board's activities should prejudice any part of the community on the grounds of age, disability, gender reassignment, race, religion or belief, sex, sexual orientation, marriage and civil partnership, or pregnancy and maternity. Any actual or perceived prejudicial action, views or comments shall be investigated and dealt with in line with the complaints procedure and could result in removal from office.

Stakeholder engagement

Trustees are accountable to a range of interested parties for their actions, hence decision making and governance issues should be as transparent as possible, except for when confidentiality is required for operational reasons or there is likely to be a breach of data protection.

Governors are accountable to the Trust and trustees are accountable to the members. In order to demonstrate their accountability to the Trust's wider community and regulators, the DfE, trustees are encouraged to attend events and provide opportunities to meet, talk and listen to the members, parents, pupils and partner organisations they represent and the public, in order to best understand their views and concerns.

Both trustees and local governors should be fully aware of their representative functions and should not become personally involved in those operational matters that should rightly be handled by the appropriate member of staff. They are advised to act as a conduit for forwarding pupil, parent and public comments and concerns to the appropriate senior leadership team member, when presented with a complaint from a pupil, parent member, staff member or the general public, except where separate whistleblowing procedures are a more appropriate avenue for dealing with the complaint.

Visiting an academy

In fulfilling their core duties and responsibilities, trustees will be expected to visit school sites as part of their induction. For activities other than attending board meetings or events organised by the Trust, trustees are requested to follow the procedure below:

- For group visits, arrangements will be discussed and agreed between the chair and chief executive officer
- For individual visits, the trustees should speak directly to the academy principal/headteacher

The Trust will make every effort to accommodate the request of the trustee, but may not always be able to agree to specific dates, times or site visits.

Expenses

The position of trustee or governor is unremunerated; though reasonable out-of-pocket expenses are paid. Please refer to the Trust's 'allowances, gifts and hospitality' policy as set out within the Trust's financial regulations manual on how to claim for reimbursement for costs incurred on behalf of the Trust.

Further information about expenses can be gained by speaking directly to the chief financial officer.

Trustees and governors must not receive any financial or non-financial benefit that is not explicitly authorised by the articles of association or the Charity Commission. Unless authorised to do so by the governing document or statute, neither trustees nor governors should benefit from the position they occupy.

Meetings

Board members have a responsibility to attend meetings of the board for the duration of each meeting. When this is not possible they should submit an apology to the chair and clerk to the board in advance of the meeting. Repeated absence from board meetings without good reason could result in the individual being removed from office, in accordance with the articles of association.

Non-attendance from all their meetings held within a period of six months could result in the trustee or governor being deemed to have resigned their position, unless the grounds for absence are regarded as satisfactory by the board. An appeals process is available for those wishing to present a case against their removal.

Any board member who wants to submit an item for inclusion in the board's agenda should forward their request to the chair and clerk to the board at least 14 working days before the meeting. Late items of an urgent nature may be added to the list of any other business, at the discretion of the chair. Meetings of the board shall be held in private, and in accordance with meeting etiquette. Any board may decide to invite named staff and other individuals to all or part of a meeting to discuss a particular item. Due consideration will be given to the handling of any confidential or sensitive items. Such invitations will be agreed by the chair, and facilitated by the clerk to the board.

Mediation

In the event of a breakdown of communication or trust between the board and senior managers a mediation process should be entered into. Further information should be requested from the chair or clerk to the board.

Before a mediation process is instigated, the chair and/or vice chair and complainant should have met in an attempt to resolve the matter.

Confidentiality

All trustees and governors are required to respect the confidentiality of the information they are exposed to as a result of their membership of the board. When dealing with difficult and confidential issues, board members should exercise discretion and care in the performance of their role.

Trustees or governors should only speak to the media with the express permission of the chair or chief executive officer. In situations concerning potential whistleblowing matters, all are encouraged to adhere to the Trust's whistleblowing policy contained within the financial regulations manual.

Any allegations of breaches of confidentiality will be investigated under the complaints policy and could result in the removal of any involved in such a breach, in accordance with the articles of association.

Ceasing to be a Trustee

Trustees must continue to comply with the qualifications required to hold a trustee position throughout their period of tenure, as defined in the willingness to serve declaration². Any changes that would render the individual ineligible to serve must be forwarded to the chair.

Trustees or governors may resign their office ahead of their four-year tenure by writing to the chair. Depending on the reasons and circumstances of the resignation, the chair, after consulting the company secretary, may decide to formally record those particulars in the minutes of the next board meeting.

The confidentiality requirements referred to above continue to apply after the trustee leaves office.

Code non-compliance

In addition to this code of conduct, a complaints policy operates to cover allegations made against board members that appear to breach the spirit of the code or specific conditions of service. Ideally any penalties for non-compliance would never need to be applied.

Non-compliance with the code of conduct may result in action being taken as follows:

- Where misconduct takes place, the chair or vice chair may be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting.
- Where such misconduct is alleged, it shall be open to the board to decide, by simple majority of those in attendance, to lay a formal charge of misconduct. In such instances it will be the responsibility of the board to:
 1. inform the individual in writing of the nature of the allegation of the breach, detailing the specific action or behaviour considered to be detrimental to the Trust, and inviting and considering their response within a defined timescale;
 2. invite the individual to address the board in person if the matter cannot be resolved satisfactorily through correspondence;
 3. decide, by simple majority of those present and voting, whether to uphold the charge of the breach and conduct detrimental to the academy; or
 4. impose such sanctions as shall be deemed appropriate. Sanctions will range from the issuing of a written warning about future conduct and consequences, and the removal of the individual from office.
- Where the board cannot agree on a course of action in a situation that is deemed detrimental to the Trust, the Trust has the power to remove the trustee or governor.

² We, the undersigned, declare that: • We are willing to act as charity trustees in respect of the above-named organisation and are fully aware of the organisation's purpose as set out in the form (see Application for Charitable Status) and of our duties and responsibilities as charity trustees. • We are not disqualified from acting as a charity trustee (see sections 69 and 70 of the Charities and Trustee Investment (Scotland) Act 2005).

Appendices

APPENDIX 1	‘Twenty-one Questions for Multi-academy Trusts’	26
APPENDIX 2	Scheme of Delegation	29
APPENDIX 3	Scheme of Delegation: Authorisation Limits	43
APPENDIX 4	Reserved Matters	48
APPENDIX 5	Finance and Audit Committee Terms of Reference	49

Adopted by the board on (Date)

Signed by

(Chair)

Appendix 1

Twenty-one Questions for Multi-Academy Trusts

Key questions a MAT Board should ask itself

Three years ago we set out to encourage school governors to challenge themselves as the best governing Boards already did, and in January 2015 the APPG published its second edition of the widely used ‘Twenty questions every governing Board should ask itself’. At the same time it was agreed that there needed to be a separate dedicated set of questions aimed at Multi-academy Trusts (MATs).

The main difference is the addition of a section on governance structures; MATs tend to have multiple layers of governance but their respective roles have not always been defined well. The structure of any organisation must be designed to enable the achievement of its core purpose – the core purpose of any school is to improve the outcomes for children and young people. Different MATs can and will have different structures – the key question for any MAT is whether the structure supports better outcomes for children and young people.

We are avoiding using the terms governor or local governing body, as all levels to whom the Board of Trustees delegate, whether at regional, cluster or at academy level, are committees of the Trust.

The questions are NOT attempting to:

- cover every aspect of effective governance,
- give the answers – these can only be obtained from reflecting honestly and fully on current practice in comparison with others,
- replace the guidance for Multi-academy Trusts provided by a range of organisations.

We hope these questions will help MAT Boards ensure that their governance structures are fit for purpose.

Vision, ethos and strategy

1. Does the Trustee Board have a clear vision and strategic priorities for the next three to five years, to which all academies contribute and which is understood by each of its academies?
2. How effectively do these strategic priorities drive the governance structure, activities and agenda setting at all levels of the Trust?
3. What vision does the Trustee Board have for the size of the Trust and how does the strategy ensure that there is the capacity to support any additional academies well?

Governance structures

4. Is the structure of the Trust from its members to academy level governance conducive to effective working, ensuring check and balances but avoiding duplication at different levels, and delivering good two-way communications?
5. How does the Trustee Board ensure that its governance structure is clear, in keeping with its Articles of Association, and that those at regional, cluster and academy level understand their roles and responsibilities compared to those of the Trustee Board?

6. a) Does the Trustee Board have a scheme of delegation, is it published on its website and those of its academies, and does the scheme make clear where the following key governance functions are exercised:
- Determining each individual academy’s vision, ethos and strategic direction?
 - Recruiting each academy’s Principal/Head of school?
 - Performance management of each academy’s Principal/Head of school?
 - Determination of Human Resources policy and practice?
 - Oversight of each academy’s budget?
 - Assessment of the risks for each academy?
- b) Is the principle of earned autonomy applied to individual academies or local clusters and if so, do all involved at all levels of governance within the MAT understand how?

Trustee Board effectiveness and conduct

7. Right skills: Has the Trustee Board adopted a robust and transparent process for the recruitment both of trustees and those at local governance level, including role specifications, skills audits and interview panel to ensure those carrying out governance functions have the full range of experience, qualities and skills necessary to discharge all the Trustee Board’s responsibilities?
8. Clerking: Does the Trustee Board have a professional clerk providing information and guidance on regulatory practice and procedures, including governance leadership to the committees and any academy level governance?
9. Chair: How does the Trustee Board ensure the chair shows strong and effective leadership?
10. Trustee performance: Does the chair carry out an annual review of each trustee’s contribution to the Board’s performance and ensure each trustee is investing in his/her own development?
11. Succession planning: Do we engage in good succession planning so that, in normal circumstances, no trustee serves for longer than two terms of office and the chair is replaced at least every six years?
12. Conflicts of interest & conduct: How does the Trustee Board ensure conflicts are avoided and that the Nolan principles of public life are adhered to?
13. Learning from others: Has the Trustee Board regularly reviewed its structures and practice, making use of other Boards’ experiences and periodically seeking external expertise?

Engagement

14. How does the Trustee Board listen to, understand and respond to pupils, parents, staff and local communities across all its academies?
15. What benefit do the academies within the Trust draw from collaboration with other schools and other sectors, including employers, locally and nationally; and how is the Trust involved in contributing to improving leadership and schools beyond its own academies?

Effective accountability of the executive leadership

16. How well does the Trustee Board understand its academies’ performance data, and how do Trustees know that pupils in all their academies are making the best progress they can?
17. What mechanisms does the Trustee Board use to ensure there is a strong and effective executive leadership structure and personnel in place across the Trust with the right skills, clear line-management and reporting mechanisms?

18. How does the Trustee Board ensure senior leaders within academies are challenged to improve the education of pupils, and what intervention would be used if improvement is not progressing according to plan at an academy?
19. How does the Trustee Board ensure that the Trust's financial capability and management systems are robust to ensure compliance with the Academies Financial Handbook, best value for money and deliver the long-term strategy?
20. Do the compliance systems give assurance to the Trustee Board that the Trust is meeting its statutory and legal responsibilities?

Impact on outcomes for pupils

21. How much have the academies improved over the last three years, and what has the Trustee Board's contribution been to this?

© 2015 APPG & NGA 1st Edition March 2015

Appendix 2

Scheme of Delegation

GOVERNANCE					
Governance				Implementation	
Members	Trustees	Regional Board ³	LGB members	Executive Team	Headteacher
To agree, review and amend the Articles of Association	To agree, review and amend:	To provide regional overview, scrutiny and challenge of academy performance	To champion the CAT vision and values	To attend meetings of the trustees and provide a CEO's report	To implement the educational character, mission or ethos of a particular academy that remains consistent with the Trust, as determined by the LGB
To change the name of the trust	The terms of reference (ToRs) for the Trust board and its sub-committees	To establish regional fora to ensure effective communication between the Trust board and LGBs	To prioritise the educational outcomes and wellbeing of pupils in the academy	To secure professional advice on behalf of the trustees when requested to do so	To attend meetings of the LGB and to provide a headteacher's report and other reports as may be required by the LGB
To receive and approve the annual report from the trustees and the CEO on the performance of the trust	The constitution and ToRs of regional boards and their sub-committees	To provide support and challenge for chairs of LGBs and ensure there are appropriate local training opportunities and support networks for LGBs	To collaborate with the headteacher to determine a mission and ethos for the academy which is consistent with the vision and values of CAT	To support the trustees and academies in the preparation of trust wide and academy specific policy requirements	To adapt trust wide policies to academies as recommended by the executive team, to ensure local needs and compliance requirements are met
To appoint or remove other Members as necessary in line with the provisions of the Articles of Association	The constitution and ToRs of LGBs	To provide a forum for consultation about the establishment of LGB sub-committees (other than	To ensure that the academy has a clear vision and a robust improvement plan in place, against which progress is consistently monitored		
To appoint, or remove, trustees in line with the	The terms of delegation to any other body or group within the trust				
	The scheme of delegation for the trust, including this roles and functions matrix.				

³ The Trust board has delegated authority to the regional board in Somerset where there are sufficient schools to warrant a regional board. The Board has delegated governance to the LGBs in Essex and Northamptonshire and the executive reports back to the board

<p>Articles of Association and the need for a balanced skill set to manage the Trust effectively</p>	<p>To determine the Trust board’s reserved matters</p> <p>To determine the educational and religious character, mission and ethos of the trust.</p> <p>To appoint, in writing, a Chief Executive Officer (CEO)</p> <p>To appoint a Company Secretary</p> <p>To appoint a Clerk to the Trustees</p> <p>To review and amend the policies of the Trust</p> <p>To ensure appropriate procedures are in place for “whistleblowing” and that they are understood by staff across the trust</p> <p>To publish and update the required information about trust governance structures on the Trust website</p>	<p>temporary or ad-hoc committees for specific purposes)</p> <p>To approve the appointment (or removal) on behalf of the Trust board of LGB:</p> <ul style="list-style-type: none"> • Chair • Vice-chair • Clerk 	<p>To establish and maintain a productive relationship with parents, local schools and the wider community</p> <p>To recommend for appointment (and removal) from the LGB:</p> <ul style="list-style-type: none"> • Chair • Vice-Chair • Clerk (external appointment) <p>To appoint and remove governors with specific portfolios and, or responsibilities</p> <p>To review and amend academy policies and practices in line with CAT policies</p> <p>To ensure that pupils, parents and staff have a forum for giving feedback and expressing views and that the school responds appropriately to this feedback.</p>		
--	---	---	--	--	--

Finance

Members	Board of Trustees	Regional Boards	LGBs	Executive Team	Headteacher
To appoint (and remove) external auditors	<p>To designate, in writing, the accounting officer⁴ for the trust.</p> <p>To appoint a Chief Financial Officer⁵ (CFO)</p> <p>To appoint internal auditors</p> <p>To sign off annual accounts and report to members</p> <p>To approve the financial scheme of delegation set out in Appendix 2</p> <p>To appoint a finance committee</p> <p>To appoint an audit committee (if annual income is more than £50m) .</p>	<p>To ensure that regional spending priorities inform and reflect those of CAT</p> <p>To use the regional budget to make investment and spending decisions</p> <p>To monitor the expenditure against priorities in the regions academies and receive reports of exceptions in local academy financial performance</p> <p>To report on regional financial performance to the Trust board</p> <p>To adhere to financial approval and authorisation limits as set out in Appendix 2</p>	<p>To receive the annual budget for the academy and approve any significant changes within agreed limits</p> <p>To monitor the expenditure of the academy and consider its financial performance and value for money and reports, by exception, to the regional board</p> <p>To adhere to the CAT financial scheme of delegation and the authorisation limits set out in Appendix 2</p> <p>To ensure that the register of governors' interests is accurate and up to date</p>	<p>To prepare the annual budget for the Trust</p> <p>To monitor the income, expenditure, cash flow and balance sheet of the Trust</p> <p>To prepare monitoring reports for the finance and audit committee and the Trust board</p> <p>The CEO to act as the accounting officer to ensure; regularity, propriety, and value for money</p> <p>To ensure proper financial controls are in place</p> <p>To maintain a register of business interests of the executive team</p>	<p>To ensure the preparation of the annual budget for the academy with the assistance of relevant staff</p> <p>To monitor the income and cash flow of the academy</p> <p>To ensure monitoring reports are prepared for the LGB</p> <p>To ensure proper financial controls are in place at the academy</p> <p>To set up and approve staff expenses at the academy</p> <p>To adhere to financial approval and authorisation limits as set out in Appendix 2</p>

⁴ The accounting officer (generally the CEO of the trust) has a number of specific financial responsibilities which include personal responsibility to Parliament and to the EFA's accounting officer for the financial resources under the control of the trust.

⁵ The CFO is the equivalent of the trust's finance director or business manager and must be appropriately qualified.

	<p>To approve the annual budget⁶ of the Trust and approve any significant changes to the agreed budget</p> <p>To monitor the expenditure of the Trust and consider its financial performance at least three times a year⁷</p> <p>To establish a charging and remissions policy</p> <p>To ensure proper financial controls are in place and are compliant with charity law requirements and the principles of financial probity</p> <p>Ensure that any investment⁸ is subject to a specific policy which ensures value for money and is the best interests of the trust.</p>			<p>To set up and approve staff expenses for the executive team</p> <p>To open bank accounts</p> <p>To adhere to financial approval and authorisation limits as set out in appendix 2</p>	
--	--	--	--	--	--

⁶ The trust board is expected to approve a balanced budget and submit a copy of the budget forecast to the EFA by an annually specified date.

⁷ The Academies Financial Handbook specifies that trusts should use their allocated General Annual Grant (GAG) for the “full benefit of their current pupils,” and have clear plans for any significant surplus. Trusts can amalgamate a proportion of GAG funding into a central fund but must have an appeal mechanism for constituent academies.

⁸ CC14: Charities and investment matters: a guide for trustees

	<p>To set the levels of delegated authority for expenditure</p> <p>To maintain a register of the interests⁹ of members, trustees and local governors and publish the relevant information on the CAT website.</p>				
To approve service contracts for trustees	<p>To adopt and ensure compliance with a trust wide procurement policy</p> <p>To set the levels of delegated authority for contracts</p> <p>To approve contracts above the delegated level</p> <p>To scrutinise and approve the terms of any contracts which constitute related party transactions</p> <p>To set up and agree expenses, including for trustees¹⁰, in accordance with Trust policy and conflicts of interest</p>	<p>To identify and pursue opportunities for local procurement in order to secure economies of scale and best value for the region's academies</p> <p>To raise and respond to contract delivery issues in the region's academies</p>	<p>To contract within agreed limits</p> <p>To monitor the delivery of contacts against the agreed terms and ensure value for money and report any issues to the regional board</p> <p>To agree expenses in line with Trust policy</p>		To ensure all financial decisions taken within the academy comply with Trust policy and are within financial limits – set out in the CAT Financial Regulations (updated annually)

⁹ CC29: Conflicts of interest: a guide for charity trustees

¹⁰ CC11: Trustee expenses and payments

HR					
Members	Board of Trustees	Regional Boards	LGBs	Executive Team	Headteacher
	<p>To appoint a development, people and premises committee</p> <p>To appoint a remuneration and benefits committee</p> <p>To adopt and ensure compliance with trust wide staff policies and procedures, including the performance management/appraisal of teaching staff</p> <p>To define any overarching management structures across the Trust</p> <p>To conduct the performance management/appraisal review of the CEO, company secretary and clerk, and any other executive officers as required by the CEO¹¹.</p>	<p>To appoint an HR committee, as required</p> <p>To provide support for the recruitment of senior staff, including headteachers</p> <p>To oversee the effective staffing of local academies and provide support for manpower planning and curriculum delivery</p> <p>To provide a forum to determine regional professional development priorities and devise regional plans for CPD</p> <p>To explore the potential for recruitment to central contracts in order to respond to regional needs and CAT priorities</p> <p>To deploy regional and trust wide expertise to local academies as appropriate.</p>	<p>To appoint an HR/staffing committee, as required</p> <p>To take an active part in the performance management/appraisal of the headteacher</p> <p>To work with the headteacher to ensure the staffing structure for the academy is affordable and appropriate</p> <p>To participate in the appointment of the headteacher and other senior staff as required</p> <p>To implement and monitor the effectiveness of trust wide HR policies in the academy including: -</p> <ul style="list-style-type: none"> • The appointment, induction and performance management/appraisal of staff • Pay review and pay progression 	<p>To approve the senior leadership and non-teaching structure for each academy following consultation with LGB</p> <p>To advise and recommend to the trustees suitable trust wide policies and to ensure their effective implementation</p> <p>To monitor and review staffing changes across the trust</p> <p>To appoint, suspend and dismiss headteachers</p> <p>To conduct the performance management/appraisal of headteachers</p>	<p>To determine the staffing requirements within each academy and budget</p> <p>To implement trust wide policies and procedures in the academy</p> <p>To appoint teaching and non-teaching staff</p> <p>To suspend or dismiss teaching and non-teaching staff in consultation with the executive team</p> <p>To conduct the performance management/appraisal of staff in the academy</p> <p>To approve applications for early retirement, secondment and leave of absence in consultation with the executive team</p>

¹¹ The CEO and his/her executive team have delegated responsibility for the appointment and dismissal of academy headteachers and for their performance management

	<p>Through a committee, to appoint, suspend and dismiss:</p> <ul style="list-style-type: none"> • The CEO • Executive leaders (in consultation with the CEO) • The company secretary • The clerk <p>To approve any staff severance or compensatory payments within the terms and limits¹² of the Academies Financial Handbook guidance</p> <p>To monitor and review staffing changes across the trust</p>		<ul style="list-style-type: none"> • Procedures for dealing with disciplinary matters, grievances and dismissals. <p>To report issues relating to the above to the regional board</p> <p>To establish and dismiss such sub-committees as are required for the fulfilment of the above functions</p>		
--	--	--	--	--	--

¹² EFA approval is required for and non-statutory/non-contractual payment of £50,000 or more, or any ex gratia payment.

Curriculum and Standards

Members	Board of Trustees	Regional Boards	LGBs	Executive Team	Headteacher
<p>To receive an annual report from the trustees and CEO on standards and achievement</p>	<p>To appoint an education Standards and Performance committee</p> <p>To determine the CAT curriculum policy to ensure that all academies provide a broad and balanced curriculum which includes:</p> <ul style="list-style-type: none"> • A prohibition on political indoctrination • A written policy on sex and relationships education (SRE) • A trust wide policy on religious education (RE) and collective worship <p>To have a plan for the development and improvement of Trust performance and ensure academies secure appropriate support and challenge to improve</p> <p>To maintain oversight of the standards and performance in all academies and have clearly</p>	<p>To appoint an education standards committee</p> <p>To consider recommendations from LGBs for amendments to curriculum policies</p> <p>To provide, share and review key educational performance, curriculum and assessment data for the region and refer areas of concern to the Trust board</p> <p>To maintain oversight of the standards and performance in the region's academies and secure early intervention in the event of underperformance.</p> <p>To report to the Trust board on the performance of the region's academies.</p>	<p>To ensure effective processes are in place for target setting and for monitoring and improving teaching, learning, attainment and progress</p> <p>To ensure assessment and examination practices are legal and compliant with Trust policy.</p> <p>To maintain an overview of standards as reported by the headteacher</p> <p>To develop, monitor and approve the academy improvement plan</p>	<p>To provide oversight of the implementation of the trust wide curriculum policy</p> <p>To provide termly reports to the trustees regarding standards, through the work and scrutiny of the relevant board sub-committee</p> <p>To provide oversight and signoff of the target setting for pupil achievement and progress by the headteacher and regularly monitor progress towards target</p> <p>To monitor the KPI reported from headteachers relating to standards</p>	<p>To ensure the trust wide curriculum policy with any locally agreed variation is delivered</p> <p>To set targets for pupil achievement and progress in consultation with the executive team and regularly monitor progress</p> <p>To report half termly KPIs to the executive team and the LGB</p> <p>To prepare a draft academy development plan for approval by the LGB</p>

	established procedures for intervention in underperforming CAT academies				
--	--	--	--	--	--

Specific Policies

Special education needs and disability (SEND)

Members	Board of Trustees	Regional Boards	LGBs	Executive Team	Headteacher
	<p>To ensure compliance with the special educational needs and disability code of practice</p>	<p>To review and advise upon the consistent application of policy across the region</p> <p>To maintain oversight of the KPIs for vulnerable groups across academies in the region and refer areas of concern to the Trust board</p>	<p>To appoint a governor with responsibility for SEN and inclusion</p> <p>To receive assurance that the trust’s SEN and Disability Discrimination Policy is being applied</p> <p>To monitor the performance of pupils with SEN or a disability in the academy and receive information from the headteacher about intervention.</p>	<p>To ensure compliance with the Disability Discrimination Act requirements within the academies</p>	<p>To designate a teacher to be responsible to co-ordinating SEND provision</p> <p>To liaise with the local authority in respect of children who have (or might have) SEN</p> <p>To make provision for SEN pupils with or without a statement or Education, Health and Care plan</p> <p>To ensure compliance with the Discrimination Act requirements within the academy</p>

Safeguarding

Members	Board of Trustees	Regional Boards	LGBs	Executive Team	Headteacher
	<p>To adopt a trust wide safeguarding and child protection policy</p> <p>To ensure compliance with safeguarding and child protection during school trips and visits.</p> <p>To maintain an overview of the performance, progress and welfare of looked after children in CAT schools in line with the role and function of “corporate parent.”</p>	<p>To identify areas of concern and bring them to the attention of the Trust Board</p>	<p>To appoint a designated governor for safeguarding.</p> <p>To receive assurance that the Trust safeguarding and child protection policy is compliant and fully enacted</p> <p>To ensure the completion of the single central record and its regular updating</p> <p>To maintain an overview of the performance, progress and wellbeing of looked after children at the academy</p>	<p>To ensure that each academy has appointed a designated teacher to support looked after children</p> <p>To make arrangements for safeguarding audits to be completed by independent personnel</p> <p>To report to the trustees on the procedures in place for safeguarding and on matters as they arise</p>	<p>To appoint a designated teacher to support looked after children and to ensure the role is compliant with statutory guidance</p> <p>To maintain the single central record</p> <p>To approve off-site visits for pupils of more than 24 hours</p>

Pupil Premium (PP)

Members	Board of Trustees	Regional Boards	LGBs	Executive Team	Headteacher
	<p>To determine a trust wide model of good practice for the use of PP funding and for reporting its impact.</p>	<p>To maintain oversight of the KPIs for pupils eligible for PP funding and refer areas of concern to the Trust board.</p> <p>To provide a discussion forum for good practice in using the PP funding and showing its impact.</p>	<p>To appoint a governor with responsibility for Pupil Premium</p> <p>To receive information on the use and impact of PP funding and be assured that it is being used to benefit eligible pupils.</p> <p>Ensure that the required PP information on the school website is up to date</p> <p>To monitor the performance of pupils eligible for the PP in the academy</p>		

Behaviour

Members	Board of Trustees	Regional Boards	LGBs	Executive Team	Headteacher
	<p>To ensure behaviour policies are in line with DfE guidance</p> <p>To maintain an overview of the use of exclusions across the trust</p>	<p>To keep behaviour and exclusions across the region under review and provide a forum for discussion and the sharing of good practice.</p> <p>To bring any concerns to the attention of the Trust board</p>	<p>To adopt and implement a behaviour policy in the academy in line with the trust wide policy.</p> <p>To maintain an overview of behaviour and the effectiveness of the policy and raise any concerns with the regional board.</p> <p>To discharge all statutory governor review requirements in relation to the fixed period and permanent exclusions.</p>	<p>To prepare a trust wide behaviour policy for adoption by the trustees</p> <p>To review the overall pattern of exclusions and report to the trustees</p>	<p>To prepare a behaviour policy for the academy for adoption by the LGB</p> <p>To exclude a pupil for a fixed term or permanently</p>

Admissions

Members	Board of Trustees	Regional Boards	LGBs	Executive Team	Headteacher
	To ensure admissions policies are in line with the DfE school admissions code	To ensure that the admissions policy in academies across the region are consistent and to bring any proposed changes to the attention of the Trust board	<p>To undertake consultation and publish admission arrangements in accordance with the Trust's policy and with the School's Admissions Code</p> <p>To deal in accordance with the Admissions Code with all applications for admission to the academy</p> <p>To oversee the arrangements for recruiting and admitting pupils</p> <p>To contribute to the academy prospectus</p>	To propose a trust wide admissions policy for the trust	<p>To provide direction to the LGB regarding requirements under the school admission appeals code</p> <p>To ensure compliance with trust wide policy</p> <p>To make arrangements for determining admissions and hearing admissions appeals</p> <p>To ensure participation in the fair access protocol</p>

ICT

Members	Board of Trustees	Regional Boards	LGBs	Executive Team	Headteacher
	<p>To adopt trust wide data protection policies to cover:</p> <ul style="list-style-type: none"> • Data storage • Data protection and data sharing • Notification of individuals about the use of data <p>To ensure all required information about the Trust is available on the Trust website</p> <p>To ensure that accurate and secure staff records are maintained by the Trust and by individual academies</p> <p>To ensure CAT registration with the Information Commissioners Office is up to date and that individual academies comply with the Data Protection Act</p>	<p>To share good practice and offer support regarding data sharing, data protection and communication across CAT academies in the region</p>	<p>To ensure trust wide data policies are implemented</p> <p>To ensure appropriate systems are in place for the use of ICT in the academy and for effective communication with pupils, parents/carers, staff and the wider community</p> <p>To ensure safe storage of data in the academy</p> <p>To ensure all required information concerning the academy is available on the website</p>	<p>To propose a trust wide data protection policy for the trust</p> <p>To ensure compliance with all data protection legislation and good practice across the Academies</p> <p>To support the individual academies on the effective safe storage of data</p> <p>To maintain accurate and secure staff records for the executive team</p>	<p>To ensure publication of academy information, ensuring that all electronic communication, including web pages, are up to date</p> <p>To maintain accurate and secure pupil records</p> <p>To maintain accurate and secure staff records for the Academy</p> <p>To ensure compliance with all data protection legislation and good practice in the Academy</p> <p>To provide annual data protection training and as part of induction for new employees</p>

Health, Safety and Risk

Members	Board of Trustees	Regional Boards	LGBs	Executive Team	Headteacher
	<p>To appoint a health and safety delegated director</p> <p>To keep risk management under review and maintain a strategic risk register</p> <p>To identify and assess trust wide risks to inform the Trust's strategic risk register¹³</p> <p>To adopt a trust wide approach to recording and reviewing risk via academy risk registers</p> <p>To approve insurance arrangements</p> <p>To adopt, review and implement a buildings and asset management strategy¹⁴</p> <p>To adopt, review and implement a trust wide health and safety policy</p>	<p>To ensure that buildings and related insurance for the region's academies is in line with trust policy</p> <p>To monitor and review the buildings strategy and asset management plan and its implementation across the region</p> <p>To monitor regional and local arrangements for the supervision of minor building and maintenance works</p> <p>To review academy risk reports from LGBs and make appropriate recommendations to the CEO or trustees</p> <p>To monitor the implementation of the Trust health and safety policies across academies in the region and draw</p>	<p>To appoint a governor with responsibility for health and safety</p> <p>To adopt, monitor and review a health and safety policy for the academy in line with trust wide policy</p> <p>To monitor and review the academy risk register and prepare reports for the regional board</p> <p>To ensure that appropriate risk assessments are carried out and suitable action taken and to report issues to the regional board</p> <p>To ensure the academy has implemented the Trust accessibility plan</p> <p>To participate in site inspections to review health, safety and security in relation to the academy premises</p>	<p>To prepare the strategic risk register for the Trust</p> <p>To procure buildings and related insurance and make proposals to the Trustees</p> <p>To prepare a buildings strategy and asset management planning arrangements</p> <p>To propose a trust wide health and safety policy for the Trustees' approval</p> <p>To monitor and support the implementation of the trust wide health and safety policy</p> <p>To draw up, agree and monitor an accessibility plan for each academy in consultation with the headteacher</p>	<p>To prepare the academy risk register for the LGB having regard to the risks identified by the regional board</p> <p>To prepare a health and safety policy for the academy (in line with the trust wide policy) for adoption by the LGB</p> <p>To monitor the accident book and agree appropriate actions</p> <p>To ensure suitable risk assessments are prepared and appropriate actions taken</p> <p>To review security of premises and equipment</p> <p>To implement the trust wide lettings policy</p>

¹³ This must include contingency, business continuity and succession planning

¹⁴ Acquisition or disposal of land, buildings or "heritage assets" requires EFA approval

	<p>To adopt, review and implement a trust wide lettings policy</p> <p>To ensure suitably qualified professionals undertake audits as required and all recommendations are acted upon</p>	<p>concerns to the attention of the Trust board</p> <p>To conduct site inspections to review health, safety and security in relation to the academy premises</p> <p>To ensure suitably qualified professionals undertake audits as required and all recommendations are acted upon</p>	<p>To ensure suitably qualified professionals undertake audits as required and all recommendations are acted upon</p>		<p>To liaise with the executive team on the accessibility plan for the academy</p>
--	--	--	---	--	--

Appendix 3

Scheme of Delegation: Authorisation Limits

The above scheme of delegation clarifies the level of accountability and decision making within the Trust. The Trust board should, on an annual basis, review the authorisation limits which sit at the various levels in order for academy headteachers and local governing bodies to have absolute clarity about their levels of delegated responsibility.

These limits are taken from the financial regulations that were approved by the Board of Trustees on 27th September 2016

Purchase Orders

POSITION	EXPENDITURE LIMIT OF CENTRAL TRUST	EXPENDITURE LIMIT PRIMARY SCHOOL	EXPENDITURE LIMIT SECONDARY SCHOOL
Finance officer		Up to £ 1,000	Up to £ 1,000
Headteacher		Up to £10,000	Up to £20,000
Budget holder		Up to £ 1,000	Up to £ 3,000
Chair of governors		Up to £20,000	Up to £30,000
Chair of governors + FGB agreement		£20,001 to £40,000	£30,001 to £40,000
Chair of governors + FGB agreement and authorisation of CFO or CEO		Unusual projects and all purchases > £40,000	Unusual projects and all purchases > £40,000
CFO or CEO	Up to £40,000		
Finance & Audit Committee	Greater than £40,000 and needing tender		

Ordering and Procurement

Orders less than £5,000	Compare two prices
Order value £5,001 to £10,000	Obtain 2 quotes. Retain evidence on the decision made
Orders £10,001-£40,000	Obtain 3 quotations. Governors should note their reasons for accepting a quote if they are involved in the decision. It should be best value but does not need to be the lowest price
Orders >£40,000 or a series of orders that relate to one project that add up to >£40,000	Orders of this size need go through a tendering procedure
Contract value > €209,000 for supplies and services	Tendering procedure + OJEU
Contract value >€5,225,000 for works	Tendering and OJEU

See Government website for more information

https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/300111/Effective_buying_for_your_school.pdf

Authorisation Limits for Signing Cheques

NUMBER OF SIGNATORIES	CHEQUE VALUE CENTRAL OFFICE	CHEQUE VALUE PRIMARY SCHOOL	CHEQUE VALUE SECONDARY SCHOOL
Two signatories	All cheques/bacs to be authorised by two members of staff in line with mandate	Up to £20,000	Up to £30,000
Chair of governors and one other		> £20,000	> £0,000

Authorisation of Bad Debts

Finance Officer	Up to £25	Up to £25
Headteacher or chair of governors	£26 to £1,000	£26 to £1,000
CEO/CFO	>£1,000	>£1,000
EFA/Finance & Audit Committee	As per funding letter	As per funding letter

Authorisation of Disposal of Stocks or Assets

Headteacher	Up to £250	Up to £1,000
Finance & Audit Committee	£251-£1000	£1001 to £5,000
CEO/CFO	>£1000	>£5,000
Trust plus EFA	See academy financial handbook	See academy financial handbook

Assets to be Capitalised and Inventory

Individual assets should be capitalised if they are	>£1,000
Assets need to be added to the inventory if	>£100 and are seen to hold value for more than 1 year

Appendix 4

Reserved Matters - the reserved matters are:

Members

(subject to such other consents / requirements as might be required by law or the Funding Agreement)

1. to change the name of the Academy Trust
2. to change the Objects (which would require Charity Commission and Secretary of State consent)
3. to change the structure of the Trust Board
4. to amend the Articles of association
5. to pass a resolution to wind up the Academy Trust
6. to appoint the auditors (save to the extent that the Trustees may make a casual appointment)

Trustees

(subject to such other consents / requirements as might be required by law or the Funding Agreement)

1. to change the name of the Academies
2. to determine the educational character, mission or ethos of the Academies
3. to adopt or alter the constitution and terms of reference of any committee of the Trust Board
4. to terminate a supplemental funding agreement for an Academy
5. to establish a trading company
6. to sell, purchase, mortgage or change any land in which the Academy Trust has an interest in
7. to approve the annual estimates of income and expenditure (budgets) and major projects
8. to appoint investment advisors
9. to sign off the annual accounts
10. to appoint or dismiss the chief executive officer, the chief finance officer, the company secretary of the clerk to the Trustees
11. to do any other act which the Funding Agreement expressly reserves to the Trust Board or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it)
12. to do any other act which the Articles expressly reserve to the Trust Board or to another body
13. to do any other act which the Trust Board determine to be a Reserved Matter from time to time

APPENDIX 5

TRUST BOARD

FINANCE and AUDIT COMMITTEE

TERMS OF REFERENCE

1. Authority

The finance and audit committee is a committee of the board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the board. It is authorised to request any information it requires from any employee, external audit, internal audit or other assurance provider.

The finance and audit committee is authorised to obtain external legal or independent professional advice it considers necessary, normally in consultation with the accounting officer and/or chair of the Trust board. However, the finance and audit committee may not incur expenditure in excess of £10,000 in doing so without the prior approval of the Trust board.

2. Role

The role of the finance and audit committee is to maintain an oversight of the Trust's governance, risk management, internal control and value for money framework (vfm). It will report its findings at least annually to the Trust board as a critical element of the MAT's annual reporting requirements.

The finance and audit committee has no executive powers or responsibilities.

3. Duties

The duties of the finance and audit committee are to:

- 3.1 Advise the Trust board on the adequacy and effectiveness of the Trust governance, risk management, internal control and vfm systems and frameworks. An annual report will be produced by the finance and audit committee in this regard.
- 3.2 Advise the Trust board on the appointment, re-appointment, dismissal and remuneration of the external and regularity auditor.
- 3.3 Advise the Trust board on the need for, and then, where appropriate, the appointment, re-appointment, dismissal and remuneration of, an internal auditor or other assurance provider to assist the board to sign the corporate governance statement in the annual accounts.
- 3.4 Advise the Trust board on an appropriate programme of work to be delivered by independent assurance providers (external auditors and internal auditors). This programme of work to be derived from the finance and audit committee's regard of the

key risks faced by the Trust, as approved by the board, the assurance framework in place and its duty to report to the Trust board as detailed in 3.1.

- 3.5 Review the external auditor's annual planning document and approve the planned audit approach.
- 3.6 Receive reports (annual reports, management letters etc) from the external auditor, internal auditors and other bodies, for example the EFA and NAO, and consider any issues raised, the associated management response and action plans.
- 3.7 Regularly monitor outstanding audit recommendations from internal and external auditors, via a summary report from the CFO/CEO, and ensure any delays to implementation dates are reasonable.
- 3.8 Review the Trust's fraud response plan and ensure that all allegations of fraud or irregularity are managed and investigated appropriately.
- 3.9 Consider any additional services delivered by the external auditor or other assurance provider as requested by the Executive team and ensure appropriate independence is maintained.
- 3.10 Ensure appropriate cooperation and coordination of the work of the external and internal auditor and responsible officer.
- 3.11 To consider current and future risks to the Trust and to its academies and keep the Risk Register under review, identifying any trends or exposures which require policy changes.
- 3.12 To consider and keep under review the impact and implementation of the Trust's health and safety policies in academies
- 3.13 To review risk reports received by regional boards from LGBs and advise regional boards as appropriate.
- 3.14 To consider and keep under review policies and practices relating to the effective supervision of capital works and building maintenance.
- 3.15 Approve accounting policies.
- 3.16 Approve the changes to the financial regulation following the annual publication of the academies financial handbook.
- 3.15 Review and recommend the budget to the board.

4. Administration

- 4.1 The finance and audit committee will meet at least once per term, preferably two weeks before a board meeting.
- 4.2 The finance and audit committee will consist of three directors of the Trust board. Additionally, up to two external co-opted directors may also be appointed. The chair of the Trust Board and LGB cannot be a member of the finance and audit committee.

- 4.3 The finance and audit committee will be quorate if two directors are present and 50% of members are Trust board members.
- 4.4 The accounting officer, CFO and other members of the Trust staff will be invited to attend, but will have no voting rights.
- 4.5 Administrative support will be provided by the clerk to the Trust board.
- 4.6 Agendas will be agreed in advance by the chair of the finance and audit committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees in advance of the meeting.
- 4.7 Minutes of meetings will be taken and once approved in draft by the chair of the finance and audit committee, be submitted to the next scheduled meeting of the Trust board.
- 4.8 The external auditors will be invited to attend all meetings.
- 4.9 The finance and audit committee will review these terms of reference and self-assess its performance against these terms of reference on an annual basis.

Terms agreed by the Trust Board on [date]

Signed by:

Chair of [Trust board or committee]

APPENDIX 5

TRUST BOARD

Remuneration & Benefits Committee

Terms of Reference

The Board of Trustees of The Collaborative Academies Trust (the Board) has established a committee of the Board to be known as the Remuneration & Benefits Committee (the Committee). These are its terms of reference.

1. Membership

The Committee will be appointed by the Board when it requires additional capacity and will comprise of three trustees. The Board will appoint one of the members within the Committee as its Chair (the Chair).

2. Duties of the Committee

- 2.1. The Committee may be tasked with supporting the Board by completing more in-depth work in relation to human resources and development. The objectives of the committee will be set out by the Board in requesting its support.
- 2.2. The Chair of the Committee will report back to the Board with its recommendations to enable the Board to make informed decisions.
- 2.3. The tasks that may need this committee to convene could include, but are not be limited to:
 - The review and benchmarking of Chief Executive Officer remuneration
 - The review and benchmarking of Director of School Improvement remuneration
 - The review and benchmarking of Chief Finance Officer remuneration
 - The review of national pay awards across the trust
 - The setting of Chief Executive Officer objectives
 - The review of Chief Executive Officer objectives and reward.

3. Administration

- 3.1. The Committee shall meet as regularly as necessary to meet the Board's objectives as required.
- 3.2. The Committee will be quorate if two trustees are present.

- 3.3. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on any equality of votes.
- 3.4. The Committee will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 3.5. The Committee may ask any member of the Trust staff or any other persons whose attendance they consider necessary or desirable to attend to provide information. They will have no voting rights.
- 3.6. Administrative support will be provided by the clerk to the Trust board.
- 3.7. The Committee will review these terms of reference and self-assess its performance against these terms of reference on an annual basis.

Terms agreed by the Board on [date]

Signed by:

Chair of [Trust board or committee]