

Governance & Scheme of Delegation



Contents

About this document	3
Our Governance Structure	4
1. Archway Learning Trust ('ALT')	4
2. Our Governance and Leadership Structures	5
3. The role of Members	6
4. The role of Trustees	7
5. The role of Trust Board Committees	10
6. The role of Local Academy Advisory Boards	11
7. The role of the CEO and the executive	13
8. Scheme of Delegation	14
9. Terms of Reference – Trust Board Sub Committees	23
Finance & General Purposes Committee	23
Curriculum & Standards Committee	26
Audit & Risk Committee	29
People Committee	32
Growth & Development Committee	35
10. Local Academy Advisory Boards (AABs)	37

About this document

Updated December 2024

This Governance & Scheme of Delegation Document is intended to describe the workings of our governance and is a delegation by the Trustees under Article 105 of the Articles of Association. It is a formal document, which should be referred to in order to resolve any difficulties with regard to the operation of our governance.

It should be read alongside our Governance Handbooks, which is a practical manual for those in our governance. The handbooks are intended to offer advice on matters of best practice, rather than to answer specific questions about governance structures.

The Trust's Financial Scheme of Delegation, which the Trust is required to have under the Academies Trust Handbook, is set out in a separate document and supplements this Scheme in respect of the delegation of financial powers and the operation of robust internal controls.

Our Governance Structure

1. Archway Learning Trust ('ALT')

- 1.1. ALT (or 'the Trust') is a Church of England multi-academy trust, which is responsible for operating and maintaining a number of academies in England. The Trust is both a company limited by guarantee and an exempt charity, regulated by the Secretary of State for Education.
- 1.2. The Trust's constitution and objects are set out in its Memorandum and Articles of Association. We are also bound by the requirements of our Master Funding Agreement, as well as by the provisions of the Academy Trust Handbook and a range of other pieces of government guidance and legislation.
- 1.3. The purpose of this document is to provide operating clarity about the roles, responsibilities, authorities and expectations of those who work within our governance and executive leadership structures. It is subsidiary to the documents described in 1.2 above.
- 1.4. This document is subject to formal review by the Board of Trustees on an annual basis, although they may review and amend elements of it more frequently if circumstances require it.

2. Our Governance and Leadership Structures

- 2.1. The Board of Trustees has overall accountability and legal responsibility for all the academies in the Trust. They are Trustees for the purposes of charity law and also fulfil the role of appointed Directors in regard to company legislation. A failure to fulfil the requirements of this role may result in an individual's being disqualified from serving and, as such, bears significant personal liability.
- 2.2. Trustees are accountable for the performance of the Trust and its academies to the Members, to the Secretary of State and to the communities served by our academies. They are required to have systems in place, by which they can fulfil the requirements of the documents in 1.2 above, as well as monitoring and scrutinising the work of the executive.
- 2.3. Trustees also have responsibility for key decision making in respect of aspects of the Trust's operations and are required to act, both collectively and individually, in the best interests of the Trust and its academies with integrity and in line with our Christian ethos. They, along with all those involved in our governance, have a strictly strategic role.
- 2.4. Trustees may not delegate their accountability for the performance of the Trust, but, in practice, they do delegate the responsibility for many aspects of our operation as outlined below. Trustees then hold to account the bodies and individuals with 'delegated responsibility' on behalf of the Members, the Secretary of State and the communities we serve.
- 2.6 Trustees delegate responsibility as follows:
- to a range of **Trust Board committees**, each of which consists of a subset of Trustees, may be established either permanently or temporarily and has delegated responsibility for aspects of decision making, monitoring and scrutiny as set out in section 9 of this document.
 - to **Academy Advisory Boards (AAB's)** for each academy, the membership of which is drawn from the local community (including two parents and one member of the academy's staff and for Church of England academies the majority nominated by the Diocesan Board of Education) which has delegated responsibility for advising and challenging the Principal and the monitoring and scrutiny of the academy's performance and standards.
 - to the **Chief Executive Officer (CEO)** who is appointed by the Board and who has delegated responsibility for the day-to-day strategic and operational leadership and management of all aspects of the Trust's activity. The CEO, in turn, delegates responsibility for specific aspects of the Trust's operations to the **Deputy CEO** and members of the **Executive Leadership Team (ELT)**, who are accountable, via the CEO, to the Trustees. The CEO also delegates responsibility for the day-to-day management of each academy to the **Principal / Head teacher** of that academy, in line with the provisions described in this document.

3. The role of Members

- 3.1. Members are the 'guardians' of the Trust and, in some ways, can also be viewed as the 'owners' of the Trust, although, unlike the owners of commercial companies, they do not, of course, take dividends from the Trust.
- 3.2. The role of Members is set out in the Trust's Articles. Their obligations are described in the DfE's Academy Trust Handbook. They
 - 3.2.1. are the subscribers to the Trust's memorandum of association (where they are founding members).
 - 3.2.2. May adopt and amend the Articles subject to any restrictions in the Articles, the funding agreement of charity law
 - 3.2.3. may, in certain circumstances, appoint new Members or remove existing Members
 - 3.2.4. have powers to appoint and remove Trustees in certain circumstances
 - 3.2.5. must ensure the objects of the Trust are being met
 - 3.2.6. appoint the Trust's auditors
 - 3.2.7. receive the Trust's audited annual accounts (subject to the Companies Act) and Annual Report at an Annual General Meeting of the Trust
 - 3.2.8. may, by special resolution, issue direction to the Trustees to take a specific action
 - 3.2.9. have power to change the name of the company and, ultimately, wind up the Trust.
- 3.3. Accordingly, the powers specifically reserved by Members within ALT (and, therefore, not delegated at all) are
 - 3.3.1. to change the name of the Academy Trust
 - 3.3.2. to change the objects within the Articles of Association
 - 3.3.3. to change the structure of the Trust Board
 - 3.3.4. to amend the Articles of Association
 - 3.3.5. to pass a resolution to wind up the Trust to appoint the auditors
- 3.4. Member meetings are held at least once a year for the formal Annual General Meeting (AGM) of the Trust. Member meetings are quorate if two Members are present.

4. The role of Trustees

- 4.1. Trustees have ultimate accountability and decision-making authority for the work of the Trust and its academies.
- 4.2. Trustees are accountable to
 - 4.2.1. the pupils, learners, parents and communities served by our academies
 - 4.2.2. people employed by, or working in a voluntary capacity as part of, the Trust
 - 4.2.3. the Members of the Trust, as set out in the Articles of Association
 - 4.2.4. the Secretary of State for Education and the Education and Skills Funding Agency, as set out in the Trust's Master Funding Agreement
 - 4.2.5. various statutory and regulatory bodies, including compliance with the regulations of both company and charity law as set out in the Articles of Association.
- 4.3. Trustees must also comply with the requirements of the Trust's Articles of Association and Master Funding Agreement, both of which are available to view on ALT's website.
- 4.4. The remit of the Trust Board is to
 - 4.4.1. establish the vision, mission and values of the Trust
 - 4.4.2. ensure the business of the Trust is conducted solely in pursuit of the objects set out in the Articles of Association
 - 4.4.3. safeguard the assets of the Trust
 - 4.4.4. ensure that financial controls and appropriate financial management is in place in accordance with the provision of the Academy Trust Handbook
 - 4.4.5. set and monitor overall performance objectives for the Trust, especially in regard to educational outcomes and business operations
 - 4.4.6. establish and monitor the risks to the Trust and ensure that mitigating measures are put in place
 - 4.4.7. ensure that both the Trust Board and the ELT have the capacity and skill to lead and manage the Trust and that the ELT is appropriately supported and challenged
 - 4.4.8. delegate authority for the day-to-day operation of the Trust to the CEO and, by extension, to the ELT
 - 4.4.9. ensure that the Trust is led and managed in accordance with all applicable law.
- 4.5. Trustees are expected to follow the seven Principles of Public Life (widely known as the 'Nolan Principles') in everything they do – these principles are selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

4.6. Trustees must

- 4.6.1. act together and in person and not delegate responsibility of the Trust to others
- 4.6.2 act strictly in accordance with the Articles of Association
- 4.6.3 act in the Trust's interests only and without regard to their own private interests
- 4.6.4 manage the Trust's affairs prudently
- 4.6.5 not take personal benefit from the Trust unless expressly authorised
- 4.6.6 take proper professional advice on matters on which they are not themselves competent.

4.7. The Board must appoint annually individuals from among their number to act as Chair and Vice Chair. The Chair and Vice Chair provide leadership to the Trust Board, as detailed in section 4.

4.8. All Trustees have an equal voice in meetings and in any necessary voting procedures, although, as provided for in the Articles, there may be times when the Chair is required to make a casting vote on some matters.

4.9. The Trust Board must assure itself that it has the right balance of skills to be able to carry out its duties, and regularly review those skills in order to establish where any gaps may lie. The Trust Board should also be mindful of succession planning and ensure that Trustees are able to gain a variety of experience by serving on the Board.

4.10. The Trust Board must appoint a Company Secretary (currently the CCSO) who is responsible for ensuring that all meetings of the Trust Board and its committees are well planned in order to fulfil their obligations, conducted in accordance with law and with the Trust's ethical principles and appropriately minuted. The Company Secretary must also ensure that statutory return deadlines and other legal obligations are met.

4.11. Trustees are also Directors of the Trust as a company, and this is a personal office of responsibility and accountability, which cannot be transferred to another individual. However, Trustees may delegate the power to carry out certain elements of the Trust's governance and operations to others, while retaining personal accountability for these elements. The Trust Board must not delegate responsibility for any of the 'reserved matters' detailed below.

4.12. As well as being mindful of its legal accountabilities, the Trust Board must ensure that it has mechanisms in place to take account of the views of the Trust's key stakeholders within its decision making. This applies especially, but not exclusively, to the views of pupils and learners, parents and academy staff members.

4.13. The Trust Board, along with all those involved in the Trust's governance, must ensure that individuals avoid any situations in which they have (or could have) a conflict of interest. If such a circumstance arises, the individual must declare the nature and extent of any interest in any matter relating to the Trust and avoid any conflict of interest between that interest and the interests of the Trust.

- 4.14. The powers specifically **reserved** by the Trust Board within ALT are
- 4.14.1. to determine the overall educational character, mission or ethos of the Trust and its academies
 - 4.14.2. to adopt or alter the Scheme of Delegation and the Terms of Reference of any subcommittee of the Trust Board
 - 4.14.3. to determine the Trust's plans for growth and investment, including the establishment of any trading companies deemed necessary
 - 4.14.4. to sell, purchase, mortgage or charge any land in which the Trust has an interest
 - 4.14.5. to approve the annual estimates of income and expenditure (budgets) and major projects
 - 4.14.6. to sign off the annual accounts
 - 4.14.7. to appoint or dismiss the CEO
 - 4.14.8. to appoint the Chief Officer roles
 - 4.14.9. to approve those policies which are deemed by statute or regulation to require full Board approval
 - 4.14.10. to do any other act which the Master Funding Agreement expressly reserves to the Trust Board
 - 4.14.11. to do any other act which the Articles of Association expressly reserve to the Trust Board
 - 4.14.12. to do any other act which the Trust Board determines to be a 'reserved matter'.
- 4.15. The Trust Board meets at least five times a year. Trust Board meetings are quorate if a third of Trustees (rounded up to a whole number) are present.
- 4.16. Trustees normally serve up to two terms of office, each of four years. No member of Trust staff is permitted to serve as a Trustee, with the exception of the CEO where they are also a Trustee as set out in the Articles.

5. The role of Trust Board Committees

5.1. The Trust Board has established four committees to oversee specific areas of its work. The members of these committees are confirmed annually.

5.2. The committees are:

5.2.1. Audit and Risk (A&R)

5.2.2. Finance and General Purpose (F&GP)

5.2.3. Curriculum & Standards (C&S).

5.2.4. People Committee (PC)

5.2.5. Growth & Development Committee (G&D)

5.3. Each committee meets between three and six times a year, as set out in the Global Calendar.

5.4. The members of each committee on an annual basis elect the Chair of each committee. The Chair must be suitably experienced and/or qualified to undertake the task required – in the case of F&GP, they must be financially qualified and experienced.

5.5. The Chair of each committee may direct or invite attendance at meetings by any individuals who may be deemed to provide helpful input to the content of the meeting.

5.6. Meetings of the committees are quorate if the majority of committee members are present. Where a vote is necessary, each member has one vote, and the Chair may use a casting vote where a vote is split evenly.

5.7. Committee minutes are provided to the Trust Board at its next full meeting, and the Chair of the committee is required to provide a written report to the Trust Board.

5.8. Committees are authorised by the Trust Board to investigate any activity within their Terms of Reference (ToRs). They are authorised to seek any information they require from any employee and all employees are directed to cooperate with any request made by subcommittees. Committees are authorised by the Board to obtain outside legal or other independent professional advice.

5.9. Detailed ToRs for each committee are included in section 9 of this document.

The Trust Board may establish task-and-finish groups as subcommittees to address specific emerging issues, as deemed necessary.

6. The role of Local Academy Advisory Boards

- 6.1. The Trust Board has established committees to be known as the Academy Advisory Boards (AABs). There is an AAB for each or a cluster of academies within the Trust.
- 6.2. The membership of these AABs must include two parent members and one staff member. These positions must be elected. A number of further members, which the Trustees may determine, having regard to the views of the AAB, though not bound by them. In the case of a non-faith academy, there will be a minimum of four further members, while in the case of a Church of England academy a majority of two over the other members nominated by the Diocese.
- 6.3. AABs meet at least five times a year.
- 6.4. The Chair and Vice Chair of each AAB are elected by the members of the AAB and approved by the Trust Board upon appointment.
- 6.5. Other AAB members are appointed by the Trustees on the recommendation from the AAB Chair.
- 6.5. In addition to elected staff member, senior leaders (often the Vice Principal) from another academy in the Trust are permitted to join an AAB in order to enhance the skills and scrutiny of the board.
- 6.6. AAB members may serve as follows:
 - 6.6.1 Parent members must join as a result of a free and fair election in which all parents are able to stand. They must stand for re-election at the end of one term of office (four years). They must leave the AAB if they no longer have children at the academy, which would trigger a new election.
 - 6.6.2 Staff members must join as a result of a free and fair election in which all staff are able to stand. They must stand for re-election at the end of one term of office (four years). They must leave the AAB if their employment comes to an end.
 - 6.6.3 Other members may be appointed by the Trustees on recommendation from the Chair of the AAB as a result of an application or recruitment campaign. After one term of office (four years) there will be an opportunity to review their membership of the AAB and, if agreed by mutual consent, they may serve a second four-year term.
 - 6.6.4 No AAB member will be allowed to serve more than two four year terms, and all AAB members must abide fully by the code of conduct and actively contribute at all times. Failure to do so means that AAB membership may be terminated early by Trustees. Any AAB member may resign early by submitting a letter of resignation to the Chair (or to the Trustees in the case of a AAB Chair).
- 6.7. The Chair of the AAB may direct or invite attendance at meetings by any individuals who may be deemed to provide helpful input to the content of the meeting.
- 6.8. Meetings of the AAB are quorate if three members are present. Where a vote is necessary, each member of the AAB has one vote and the Chair may use a casting vote where a vote is split evenly.

6.9. Each AAB has a clerk who is line managed by our Head of Corporate and Admin Services who is led by the Governance Professional. The clerk must provide AAB minutes to the Chair within 5 working days of a meeting and these minutes must be made available to Trustees. Communication between AABs and Trustees is facilitated by our use of the Governors' Hub where minutes are shared, by joint attendance at meetings such as Chairs Reference Group and by the appointment of 'link Trustees' where appropriate.

6.10 AABs also conduct an annual review of their skills, activity and effectiveness and maintain an ongoing action and development plan.

6.11 AABs are important in the Trust's approach to governance in the following ways.

They are

6.11.1 responsible for providing assurance to the Board of Trustees (and to external bodies, such as the Office for Standards in Education (Ofsted)) that the academy's work has been scrutinised with an eye to performance improvement and impact on the local community, and that Trust-wide and statutory policies are being properly followed

6.11.2 accountable for the decisions made as part of a panel within the parameters of our policies on complaints and exclusions.

6.11.3 responsible for engaging with collaborative development or quality assurance activities (such as Study Tours) or supporting the process whereby decisions affecting the academy (such as the appointment of a new Principal or an Ofsted inspection) are made

6.11.4 responsible for ensuring that they have the right membership and balance of skills to do an effective job

6.11.5 charged with engaging fully with our communities, championing and challenging our Trust and each academy in equal measure, developing work that will support positive attitudes to learning among future pupils, parents and others and bringing the outside world into the classroom through the use of their own professional networks.

6.12 It is important to note that local governance does not duplicate the activity of the Trust's executive functions in regard to the performance management of the academy's senior leadership. The function of the AAB is to scrutinise and advise through insights and knowledge from a local perspective rather than to hold to account.

6.13 Detailed ToRs for AABs are included in section 10 of this document.

7. The role of the CEO and the executive

7.1 The CEO and the executive are accountable to Trustees for the day-to-day operation of the Trust and for the achievement of its strategic aims.

Key executive roles within the Trust currently include

7.1.1 the CEO, who also acts as Accounting Officer and is accountable for fulfilling the expectations of that role

7.1.2 the Deputy Chief Executive Officer (DCEO), who have responsibility for all aspects of our educational performance and standards and is responsible for holding Principals to account for the performance of their academy

7.1.3 the Chief Finance Officer (CFO), who has leadership responsibility for our finance and procurement service

7.1.4 the Director of Education (DoE) who has leadership responsibility Teaching & Learning and for teachers professional development

7.1.5 the Chief Corporate Services Officer (CCSO), who oversees our governance operations and also acts as Company Secretary, Data Protection Officer, leads Marketing and Communications and has oversight for the centrally managed admin function at local academies

7.1.6 the Chief Operations Officer (COO), who oversees estates, IT, health & safety and risk management

7.1.7 the Chief People Officer (CPO), who oversees HR and People Strategy

7.1.8 the Executive Principal / Head teacher, who has leadership of a number of academies and its staff in order to achieve high standards in teaching and learning, behaviours and attainment.

7.1.9 the Principal / Head teacher in each of our academies.

7.2 The accountabilities of these roles are detailed within specific job and role descriptors and are not repeated here. The achievement of objectives by members of the executive is monitored by Trustees through the work of committees and via the professional development process.

7.3 Members of the executive attend governance forums at both trust and local level. Each governance forum has an 'executive lead' (or 'leads'), as follows:

7.3.1 For C&S, the DCEO

7.3.2 For F&GP, the CFO & COO

7.3.3 For A&R, the COO

7.3.4 For People Committee, the CPO

7.3.5 For each AAB, the relevant Principal / Headteacher and Executive Principal / Headteacher.

8. Scheme of Delegation

The table below, many of the responsibilities assigned to the Trust Board will, in fact, be carried out, according to the Terms of Reference, by a subcommittee. Similarly, the CEO will delegate many of the responsibilities below to other members of the executive. Please see section 4 for a specific statement about delegation to the Chair of Trustees. While financial limits of delegated authority and set out separately in the Finance Policy all other powers are set out in this document. This scheme of delegation will be reviewed annually as a minimum to update operational or regulatory changes.

Trust Governance Level	Trust Executive Level	Local Academy Governance Level	Academy Leadership Level
Strategy & Leadership			
Members will <ul style="list-style-type: none"> review the effectiveness of Trust leadership annually The Trust Board will <ul style="list-style-type: none"> set strategic vision of the Trust set the strategic aims of the Trust determine the Trust's approach to investment and growth monitor the effectiveness of the Trust in delivering its objectives ensure the Trust Board and ELT are equipped to lead the Trust approve the Trust-wide Scheme of Delegation and Terms of Reference evaluate the effectiveness of Trust governance 	The CEO and executives will <ul style="list-style-type: none"> ensure that activity is designed to meet the strategic aims and priorities of the Trust be accountable for the delivery of the Trust wide aims and priorities determine the executive structure and annual strategic priorities agree the strategic aims of individual academies ensure systems are in place to deliver individual academies' strategic aims and priorities ensure appropriate procedures are in place to inform an investment and growth strategy (including due diligence) 	The AAB will <ul style="list-style-type: none"> contribute local strategic knowledge to the vision and Academy Improvement Plan monitor the effectiveness and progress of the academy in delivering its Academy Improvement Plan ensure the needs of the local community are reflected in the academy's operation ensure the AAB has the skillset it needs 	The Principal / Headteacher will <ul style="list-style-type: none"> set a local vision and values which are aligned with the Trusts strategic vision. ensure activity is designed to meet the Academy Improvement Plan and secure ongoing improvement for the benefit of learners and the community be accountable for the performance of the academy

Trust Governance Level	Trust Executive Level	Local Academy Governance Level	Academy Leadership Level
Compliance			
The Trust Board will <ul style="list-style-type: none"> ensure that there is compliance with the requirements of the <i>Academy Trust Handbook</i> and other relevant guidance and legislation ensure that academies are compliant with relevant guidance and legislation ensure appropriate financial controls are in place ensure there is a Trust wide register of business interest and conflict of interest procedure in place 	The CEO and executives will <ul style="list-style-type: none"> ensure that there are appropriate policies and systems in place to ensure compliance 	The AAB will <ul style="list-style-type: none"> advise a through the monitoring the delivery of compliance with relevant policies and procedures ensure there is an AAB register of business interests and conflicts of interest register and update process in place 	The Principal / Headteacher will <ul style="list-style-type: none"> ensure that all the aspects of the academy's operation comply with relevant guidance and policies ensure website compliance
Curriculum & Standards			
The Trust Board will <ul style="list-style-type: none"> Establish a curriculum vision and ethos appoint a lead Trustee for Special Educational Need & Disability (SEND) and disadvantage groups. Agree and monitor educational objectives at Trust level Monitor the impact and effectiveness of Trust-wide academy improvement 	The CEO and executives will <ul style="list-style-type: none"> determine and monitor educational objectives at Trust level ensure there are appropriate systems and structures in place to enable continuous academy improvement 	The AAB will <ul style="list-style-type: none"> advise through the monitoring of the delivery of educational objectives at academy level appoint a lead / link member for monitoring the performance of those with Special Educational Needs (SEN) and disadvantaged groups 	The Principal / Headteacher will <ul style="list-style-type: none"> lead the setting of the academy self-evaluation and Academy Improvement Plan (AIP) and appropriate aims and priorities ensure that all activity is designed to deliver continuous improvement ensure that the requirements of the Trust's curriculum ethos are met

Trust Governance Level	Trust Executive Level	Local Academy Governance Level	Academy Leadership Level
Safeguarding			
The Trust Board will <ul style="list-style-type: none"> • approve the Trust-wide safeguarding policy, ensuring it complies with relevant legislation • appoint a lead / link Trustee for safeguarding • monitor the impact of trust-wide safeguarding strategy and activity 	The CEO and executives will <ul style="list-style-type: none"> • ensure that the Trust-wide safeguarding policy and activity complies with relevant legislation and best practice • ensure that systems are in place to support the effective delivery of safeguarding work • monitor the impact of safeguarding work 	The AAB will <ul style="list-style-type: none"> • advise through the monitoring the impact of safeguarding within the local academy • appoint a lead / link member for monitoring safeguarding 	The Principal / Headteacher will <ul style="list-style-type: none"> • ensure that the principles of the safeguarding policy are complied with and that safeguarding activity is appropriately qualified and embedded • create a culture a safeguarding
Admissions, Exclusions and Complaints			
The Trust Board will <ul style="list-style-type: none"> • ensure that our policies in relation to admissions, exclusions and complaints are compliant with legislation and guidance. • form a panel to take decisions on in-year admissions. • monitor key metrics on admissions, exclusions, leavers and complaints. 	The CEO and executives will <ul style="list-style-type: none"> • ensure training on implementing statutory policies for admissions, exclusions and complaints • lead the commissioning of independent panels in respect of either admissions or exclusions • approve all plans for academy growth / increase in PAN • review any permanent exclusions prior to the decision 	The AAB will <ul style="list-style-type: none"> • form a panel to take decisions as part of our policies in relation to complaints and exclusions • advise through the monitoring of admissions, exclusions and complaints policy within the local academy • review exclusion decisions in accordance with statutory requirements • be consulted on any proposed changes to local admissions arrangements. 	The Principal / Headteacher will <ul style="list-style-type: none"> • ensure policy is followed • ensure local complaints register is maintained • ensure that all staff are aware of their responsibilities within the relevant policies • review academy admission numbers on an annual basis with the view of ongoing growth where appropriate

Trust Governance Level	Trust Executive Level	Local Academy Governance Level	Academy Leadership Level
Inspections and External Liaison			
The Trust Board will <ul style="list-style-type: none"> proactively engage with the Department for Education (DfE), Education and Skills Funding Agency (ESFA) and Ofsted in regard to external views of performance monitor external views and ensure that action is taken to improve performance where difficulties are cited 	The CEO and executives will <ul style="list-style-type: none"> ensure that our relationships with the DfE, ESFA, Ofsted and others are robust and professional in support of our academy improvement strategy ensure that external views are understood and responded to 	The AAB will <ul style="list-style-type: none"> support any external reviews (e.g. by Ofsted) by contributing a local governance perspective 	The Principal / Headteacher will <ul style="list-style-type: none"> ensure that sufficient attention is given to the views of Ofsted and others in determining the academy's objectives
Audit			
The Members will <ul style="list-style-type: none"> appoint the Trust's auditors and receive the annual accounts The Trust Board will <ul style="list-style-type: none"> appoint an appropriately qualified A&R committee determine the focus of audit activity and monitor the response to audit reports 	The CEO and executives will <ul style="list-style-type: none"> ensure that an appropriate programme for internal audit is developed ensure that audit reports are responded to ensure that appropriate executive audit activities are in place 	The AAB will <ul style="list-style-type: none"> engage with internal audit processes and monitor the implementation of any action plans which emerge 	The Principal / Headteacher will <ul style="list-style-type: none"> ensure that relevant issues within internal and external audit reports are addressed
Risk			
The Trust Board will <ul style="list-style-type: none"> monitor the trust-wide risk register and ensure that risk is being managed 	The CEO and executives will <ul style="list-style-type: none"> ensure that risks are appropriately identified and mitigated 	The AAB will <ul style="list-style-type: none"> identify any academy level risks and advise and seek assurances 	The Principal / Headteacher will <ul style="list-style-type: none"> ensure that risks are identified and appropriate mitigation put in place

Trust Governance Level	Trust Executive Level	Local Academy Governance Level	Academy Executive Level
Finance & Procurement			
<p>The Trust Board will</p> <ul style="list-style-type: none"> • appoint an Accounting Officer and an appropriately qualified CFO • agree the Trust-wide funding model • scrutinise and agree the Trust-wide budget • agree the Trust's financial scheme of delegation and appropriate finance-related policies • approve any extraordinary financial decisions which are outside the scope of the agreed budget in line with the financial scheme of delegation • assure themselves that adequate and appropriate insurance and indemnities are in place • agree Trust-wide approaches to income generation • monitor the impact of specific government grants across the Trust • review value for money benchmarking 	<p>The CEO and executives will</p> <ul style="list-style-type: none"> • determine a Trust-wide and academy level budget which meets the requirements of the Trust-wide funding model and will enable academies to thrive • ensure that financial objectives are met in all that the Trust does • ensure that adequate and appropriate insurance and indemnities are in place • ensure appropriate financial procedures and support are in place • ensure that regular management accounts are provided to Trustees and to academy Principals • ensure that the Finance Policy and procurement procedures comply with relevant legislation and guidance and is focused on delivering both value and quality for our students 	<p>The AAB will</p> <ul style="list-style-type: none"> • advise through the monitoring of the use and impact of Pupil Premium • advise through the monitoring of the use and impact of Sports Premium (primary phase only) 	<p>The Principal / Headteacher will</p> <ul style="list-style-type: none"> • ensure that the academy's budget and financial objectives are met • ensure academy level compliance with financial procedures • ensure that specific government grants are directed to the areas where they will deliver most impact • consider opportunities for income generation at academy level • ensure that the procurement practices are followed as set out in the Finance Policy

Trust Governance Level	Trust Executive Level	Local Academy Governance Level	Academy Leadership Level
People			
<p>The Members will</p> <ul style="list-style-type: none"> • appoint Trustees <p>The Trust Board will</p> <ul style="list-style-type: none"> • co-opt Trustees if needed • approve AAB members, Chairs and Vice Chairs • appoint Chief Officers and Governance Professional • engage in the appointment process for academy Principals / Headteachers and executives • establish a vision and ethos for its work as an employer • approve HR policies (including Terms and Conditions of Employment) • monitor the impact of pay progression decisions on the achievement of strategic objectives • monitor the impact of our workforce on strategic objectives • determine CEO and senior executive remuneration in line with national guidance 	<p>The CEO and executives will</p> <ul style="list-style-type: none"> • lead the appointment process and appoint Principals / Headteachers and any central senior leaders and lead any processes in respect of those individuals • appoint academy senior leaders • agree the arrangements for academy pay progression and staffing structures based on recommendations from the Principal • ensure that the people culture within the Trust is in line with the vision and ethos • ensure that AABs are properly supported and clerked 	<p>The AAB will</p> <ul style="list-style-type: none"> • propose its Chair and Vice Chair to the Board • recruit and induct AAB members as needed in line with ToR's • contribute to the appointment process of a Principal • support the process for senior academy appointments • contribute to the Performance Development Review of the Principal 	<p>The Principal / Headteacher will</p> <ul style="list-style-type: none"> • appoint staff to the academy, except for academy leadership roles where the CEO and executives have direct involvement of the appointments • ensure that Trust-wide HR / employment policies are implemented within the academy • lead all processes relating to staffing structures and pay progression within the academy • ensure that the views of staff and others are taken into account in the work of the academy

Trust Governance Level	Trust Executive Level	Local Academy Governance Level	Academy Leadership Level
Policies & Governance			
The Trust Board will <ul style="list-style-type: none"> • approve all policies required by statute, legislation or good practice • monitor the impact of Trust wide policies upon our objectives 	The CEO and executives will <ul style="list-style-type: none"> • ensure that the policy review framework provided is legally compliant and supportive to senior leaders within academies 	The AAB will <ul style="list-style-type: none"> • monitor the implementation and impact of policies within the academy, feedback any insights to the Trustees. 	The Principal / Headteacher will <ul style="list-style-type: none"> • develop any localised policy elements, practices or procedures required
Data Protection			
The Trust Board will <ul style="list-style-type: none"> • approve Trust-wide data protection policies • monitor Trust-wide practice in relation to information management 	The CEO and executives will <ul style="list-style-type: none"> • appoint a Data Protection Officer • ensure that data protection policy and practice is compliant with legislation • appoint a designated Data Protection Lead through the Trust managed service • provide Data Protection Lead training and support • ensure appropriate oversight and support • regularly audit 		The Principal / Headteacher will <ul style="list-style-type: none"> • ensure that data protection practices within the academy are compliant • ensure the local designated Data Protection Lead is supported by the senior leaders in creating data protection awareness, compliance and best practice • ensure that relevant issues within internal findings reports are addressed

Trust Governance Level	Trust Executive Level	Local Academy Governance Level	Academy Leadership Level
Stakeholder Engagement			
The Trust Board will <ul style="list-style-type: none"> ensure that the views of all stakeholders inform their own work and that of the Trust 	The CEO and executives will <ul style="list-style-type: none"> ensure that the views of all stakeholders are regularly canvassed and used to inform practice ensure the views of staff are sought, findings shared with Principals and informs work develop meaningful approaches to reporting to all stakeholders develop meaningful community engagement activities 	The AAB will <ul style="list-style-type: none"> to advise through the monitoring of stakeholder engagement and views ensuring that they inform the work of the academies 	The Principal / Headteacher will <ul style="list-style-type: none"> ensure canvassing of views of pupils, parents and the local community are done routinely ensure that actions respond to these views work proactively with the local community to secure the academy's position at its heart
Health & Safety			
The Trust Board will <ul style="list-style-type: none"> approve the Trust-wide health and safety policy, ensuring it complies with relevant legislation monitor the impact of Trust wide health and safety activity 	The CEO and executives will <ul style="list-style-type: none"> ensure that the Trust-wide health and safety policy and activity complies with relevant legislation and best practice ensure that systems are in place to support the effective delivery of health and safety work monitor the impact of health and safety work 		The Principal / Headteacher will <ul style="list-style-type: none"> ensure that the principles of the health and safety policy are complied with and that health and safety activity is embedded

Equalities			
The Trust Board will <ul style="list-style-type: none"> • approve the Trust-wide Equality & Diversity policy • ensure that the Trust has due regard to its equalities duties in all aspects of work • monitor the progress and impact against the trust-wide equality objectives 	The CEO and executives will <ul style="list-style-type: none"> • implement a policy framework which promotes equality and is compliant with statutory duties • set Trust-wide equality objectives 	The AAB will <ul style="list-style-type: none"> • advise through monitoring the individual academy's progress towards our trust wide equality objectives 	The Principal / Headteacher will <ul style="list-style-type: none"> • determine the academy equality plan to meet objectives and ensure that due regard is given in all aspects of the academy's work to equalities duties
Growth & Development			
The Trust Board will <ul style="list-style-type: none"> • approve potential new schools to join the Trust in line with trust strategic vision. • approve timeline, due diligence and delivery plan for new school being considered. • review and approve legal documentation for conversion. • review and approve significant changes to a school, incl. closure, expansion, amalgamation, merger, changes to premises etc. • review and consider stakeholder feedback 	The CEO and executives will <ul style="list-style-type: none"> • recommend possible schools to join the Trust • prepare and deliver all necessary steps in conversion process • inform and deliver decisions made • consult with stakeholders and make recommendation of any changes based on feedback • review relevant information and any due diligence and make recommendation to trust board committees / board. 	The AAB will <ul style="list-style-type: none"> • be consulted in cases where direct impact to school. 	The Principal / Headteacher will <ul style="list-style-type: none"> • be consulted in cases where direct impact to school. • Deliver school-related requirements.

9. Terms of Reference – Trust Board Sub Committees

Finance & General Purposes Committee

Constitution/Terms of Reference

General Terms / Membership

- The Finance & General Purposes Committee will be appointed by and report to the Board of Trustees. Members of the Committee will be drawn from among the Board of Trustees.
- The committee members will appoint the Chair of the Committee and the Chair's term of office will be one year.
- The Committee will have a minimum of three members.
- A quorum shall be the majority.
- The F&GP Committee will liaise and consult with other Committees where necessary, and will at all times have regard to the Trust's Vision & Ethos statement, Trust policies, and the current Strategic Plan. All Committees must have particular regard to safeguarding and equalities issues in their work.
- Each Committee will annually review and recommend changes to its terms of reference.
- Unless the Board of Trustees has delegated powers of decision in writing to the F&GP Committee, recommendations from the Committee must be considered and decided by the full Board.

Delegated Powers

- Financial management and approvals as per financial delegated responsibility set out in the Finance Policy.

Meetings

- The Trust Board is free to determine how often the F&GP Committee should meet, but the Committee will generally set its own meetings schedule in the light of business need.
- The quorum for the Committee shall be three Trustees.
- In the absence of the Chair, the Committee will choose an acting Chair for that meeting from among the Trustees present.
- The CEO will normally attend (even if not in the capacity of a Trustee member) the Committee meetings with other directors as appropriate. The Committee may seek independent professional advice and request their attendance at meetings if it considers this necessary.
- The Committee meetings will normally be clerked by the Clerk to the Board of Trustees. In the absence of the Clerk the Committee will choose a clerk for that meeting. F&GP meetings will not be open to the public but minutes will be made publicly available. Information relating to a named person or any other matter that the Committee considers confidential should be recorded by the Clerk in a Part 2 Confidential Minute and excluded from the public record.
- The draft minutes of each meeting will be circulated with the agenda for the next ordinary meeting of the Board of Trustees and will be presented at that meeting by the Committee chair (or in his/her absence another member of the Committee).

- Any decisions under delegated powers, or recommendations that the F&GP Committee will put to the Board, must be agreed by a simple majority of Committee members present and voting. In the event of a tie, the chair of the Committee will exercise a casting vote.

Remit and responsibilities

- The primary purposes of the Finance and General Purposes Committee are to assist the Trust Board in fulfilling its oversight responsibilities of the Trust's financial management; Health and Safety, Digital Technology and Cyber Security, Estates Management and Procurement. The Committee shall also take on other work as directed by the Board.

The Finance and General Purposes Committee will:

- fulfil its responsibilities as set out in these Terms of Reference in line with the Academies Trust handbook, the Trust's Financial Regulations and in compliance with the Funding Agreement with the Secretary of State;
- ensure sound monitoring and scrutiny of the Trust's finances and resources, including proper planning, monitoring, probity and value for money;
- consider and recommend to the Board acceptance of the Trust's budget for each financial year and as appropriate;
- review any subsidiary trading companies, joint ventures, letting and leasing arrangements;
- ensure all areas of insurance are adequately covered annually;
 - Cyber Security: Ensure compliance with relevant cyber security standards as outlined by the DfE. Monitor the Trust's resilience to cyber-attacks, assess cyber risks, and approve action plans in response to any incidents.
 - Sustainability Management: Oversee the integration of sustainability across the Trust, particularly in estates management ensuring alignment with the DfE's Sustainability and Climate Change strategy.
 - Ensure that the trust complies with all relevant Data Protection and Freedom of Information regulations and monitor effectiveness of data protection policies.
-
- secure the attendance or advice of external, professional advisers as and when required;
- establish and monitor KPIs with regard to the Trust's performance – financial; data protection, health and safety;
- monitor the effectiveness of the Trust core central team to ensure value for money and appropriate service levels to the Academies;
- verify the establishment of policies and procedures for monitoring compliance with applicable laws and with the Trust's policies as to authorisation of expenditures, leases and contracts and otherwise, and ascertain their adequacy and levels of compliance;
- endeavour to identify to the Trustees matters that expose Trustees to claims for which Trustees could be held personally liable;
- ensure the Academy Trust's estate is both an asset and a mechanism to deliver outcomes for students.
- ensure that Academy Trust manages their estates strategically and maintain their estate in a safe working condition.
- liaise with and assist other Committees as appropriate.

Policies

- Receive and considering revisions to policies, which relate directly to the work of the committee.

Reporting

- The committee will report to the Trust Board via a written Chair's report, summarising key decisions, information and any issues. The Chair will present these points at the subsequent Board meeting ensuring effective communication and alignment between committee and Board.

Curriculum & Standards Committee

Constitution/Terms of Reference

General Terms / Membership

- The Curriculum & Standards Committee will be appointed by and report to the Board of Trustees. Members of the group may be drawn from among the Board of Trustees and the Academy Advisory Boards.
- The Committee will have a minimum of three members.
- A quorum shall be the majority.
- The committee members will appoint the chair of the Committee and the chair's term of office will be one year.
- The C&S Committee will liaise and consult with other committees including the Academy | Advisory Boards where necessary, and will at all times have regard to the Trust's Vision & Ethos statement, Trust policies, and the current Strategic Plan. All Committees must have particular regard to safeguarding and equalities issues in their work.
- Each Committee will annually review and recommend changes to its terms of reference.
- Unless the Board of Trustees has delegated powers of decision in writing to the C&S Committee, recommendations from the Committee must be considered and decided by the full Board.

Meetings

- The Trust Board is free to determine how often the C&S Committee should meet, but the Committee will generally set its own meetings schedule in the light of business need.
- The quorum for the Committee shall be two Trustees or local advisory board members; but to exercise delegated powers, Trustees must represent a majority.
- In the absence of the chair, the Committee will choose an acting chair for that meeting from among the Trustees or local advisory board members present.
- The Committee meetings will normally be clerked by the Clerk to the Trustees. In the absence of the Clerk the Group will choose a clerk for that meeting from among their number other than the CEO or DCEO if present.
- C&S meetings will not be open to the public but minutes will be made publicly available. Information relating to a named person or any other matter that the Committee considers confidential should be recorded by the Clerk in a Part 2 Confidential Minute and excluded from the public record.
- The draft minutes of each meeting will be circulated with the agenda for the next ordinary meeting of the Board of Trustees and will be presented at that meeting by the Committee chair (or in his/her absence another member of the Committee).
- Any decisions under delegated powers, or recommendations that the Committee will put to the Board, must be agreed by a simple majority of Committee members present and voting. In the event of a tie, the chair of the Committee will exercise a casting vote.

Remit and responsibilities

The primary purposes of the Curriculum and Standards Committee are to assist the Board of Trustees in fulfilling its oversight responsibilities for the educational provision across the Trust in line with the Trust's Vision & Ethos statement, its policies and its Strategic Plan; to assist the Board in monitoring student progress and driving improvement; and to assist the Board to ensure the safety and wellbeing of all learners and staff across the Trust. The Committee shall also take on other work as directed by the Board.

The DCEO and members of the Trust Executive Team will normally attend the Committee meetings, and individual academy Principals and chairs of AABs may attend when appropriate. The Committee may seek independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Curriculum and Standards Committee will:

- ensure the effective governance and accountability of schools with regard to curriculum policies and provision in line with ALT vision and strategy;
- ensure the effective governance and accountability of schools with regard to strategies and interventions developed to improve results and achievements;
- monitor the progress, attainment and achievement of all ALT learners;
- ensure there are effective safeguarding arrangements of individual Academies and the Trust as a whole;
- ensure that the requirements of children with special needs are met across the Trust;
- oversee and monitor student attendance and behaviour, ensuring that robust policies are in place to promote positive behaviour and high attendance rates;
- **review and evaluate reports on the quality of Careers Education, Information, Advice and Guidance CEIAG across the Trust.**
- make recommendations to the Finance and General Purposes Committee on curriculum-related spending, seeking information and advice from local advisory board members to ensure these recommendations reflect needs within partner academies;
- monitor and evaluate the effectiveness of leadership and management in all Trust establishments;
- monitor and evaluate the impact of quality of teaching on rates of pupil progress and standards of achievement and identify any underachieving groups;
- monitor and evaluate the impact of continuing professional development on improving staff performance making recommendation to the People Committee on continuing professional development.
- set priorities for improvement, and monitor and evaluate the impact of improvement plans which relate to the Committee's area of operation;
- monitor and evaluate provision for all groups of vulnerable children (e.g. looked after children) and ensure all their needs have been identified and addressed, and to evaluate their progress and achievement;
- monitor student leaving data to ensure reasons for mobility are fully understood by Trustees and Principals are held to account for in-year changes;

- consider recommendations from external reviews of the Trust or any Trust establishment (e.g. Ofsted or school improvement advisers), agree actions with local advisory board members as appropriate as a result of reviews and evaluate regularly the implementation of the plan;
- ensure that all Trust learners have equal opportunities;
- monitor the Trust's publicity, public presentation and relationships with the wider community;
- monitor and evaluate how the Trust demonstrates its Christian ethos;
- liaise with and assist other Committees as required.

Policies

- Receive and considering revisions to policies, which relate directly to the work of the committee.

Miscellaneous

- Bring any significant recommendations and matters of concern to the attention of the Trust Board.
- Accept and consider reports from the Academy Advisory Boards
- Identify and review the strategic risks, and the adequacy and delivery of any mitigating actions, in relation to the areas delegated to the C&S.

To develop and support the Trust priorities receiving periodic reports from the Executive Team.

Reporting

- The committee will report to the Trust Board via a written Chair's report, summarising key decisions, information and any issues. The Chair will present these points at the subsequent Board meeting ensuring effective communication and alignment between committee and Board.

Audit & Risk Committee

Constitution/Terms of Reference

General Terms / Membership

- The Audit and Risk Committee will be appointed by and report to the Board of Trustees. Members of the Committee will be drawn from among the Board of Trustees with the option to co-opt one external consultant from outside of the Board.
- The Committee will have a minimum of three members.
- A quorum shall be the majority.
- The Board of Trustees will appoint the Chair of the Committee and the Chair's term of office will be one year. The Chair of the Board nor any of its Committees cannot also be Chair of the Audit and Risk Committee.
- The Audit and Risk Committee will liaise and consult with other Committees where necessary, and will at all times have regard to the Trust's Vision & Ethos statement, Trust policies, and the current Strategic Plan. All Committees must have particular regard to safeguarding and equalities issues in their work.
- Each Committee will annually review and recommend changes to its terms of reference.
- Unless the Board of Trustees has delegated powers of decision in writing to the Audit and Risk Committee, recommendations from the Committee must be considered and decided by the full Board.

Meetings

- The Trust Board is free to determine how often the Audit & Risk Committee should meet, but the Committee will meet at least once per academy term.
- The quorum for the Committee shall be two members; but to exercise delegated powers, Trustees must represent a majority.
- In the absence of the Chair, the Committee will choose an acting Chair for that meeting from among the Trustees present.
- The CEO and CFO will normally attend the Committee meetings. The Committee may seek independent professional advice and request their attendance if it considers this necessary.
- The Committee meetings will normally be clerked by the Clerk to the Trustees. In the absence of the Clerk the Committee will choose a clerk for that meeting.
- Audit and Risk meetings will not be open to the public but minutes will be made publicly available. Information relating to a named person or any other matter that the Committee considers confidential should be recorded by the Clerk in a Part 2 Confidential Minute and excluded from the public record.
- The draft minutes of each meeting will be circulated with the agenda for the next ordinary meeting of the Board of Trustees and will be presented at that meeting by the Committee chair (or in his/her absence another member of the Committee).
- Any decisions under delegated powers, or recommendations that the Audit and Risk Committee will put to the Board, must be agreed by a simple majority of Committee members present and voting. In the event of a tie, the Chair of the Committee will exercise a casting vote.

Remit and responsibilities

The primary purposes of the Audit, Finance and General Purposes Committee are to assist the Trust Board in fulfilling its oversight responsibilities of the Trust's financial management; to assist the Board in ensuring that risks facing the Trust are effectively assessed and reviewed; and to assist the Board to ensure that the annual financial statements give a true and fair view of the Trust and its activities. The Committee shall also take on other work as directed by the Board.

The Audit & Risk Committee will:

fulfil its responsibilities as set out in these Terms of Reference in line with the Academies handbook, the Trust's Financial Regulations and in compliance with the Funding Agreement with the Secretary of State;

External Audit

- To consider the appointment of the external auditor and assess independence of the external auditor, ensuring that key audit personnel are rotated at appropriate intervals.
- To recommend the audit fees to the Board and pre-approve any fees in excess of £10,000 in respect of non-audit services provided by the external auditor and to ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity.
- To oversee the process for selecting the external auditor and make appropriate recommendations through the Board to the Members of the Trust to consider at any general meeting where the accounts are laid before members.
- To discuss with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor receives the fullest co-operation.
- To review the external auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response.
- To review the performance of the external auditor on an annual basis.
- To recommend to the Members, through the Board of Trustees, the appointment/reappointment of the external auditor.
- To review and consider the circumstances surrounding any resignation or dismissal of the external auditor.

Internal Scrutiny

- To set and review the internal audit programme and ensure that the internal audit function is adequately resourced and has appropriate standing within the Trust.
- To review the reports and recommendations of the internal audit, together with the appropriateness of management's response.
- To monitor the implementation of action agreed by management in response to reports from the external auditor and internal audits.
- Annually, to agree a programme of work delivering internal scrutiny across the academic year.
- To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and, where appropriate to make recommendations for improvement.

- To ensure information submitted to DfE and ESFA that affects funding, including pupil number returns and funding claims (for both revenue and capital grants) completed by the trust and by constituent academies, is accurate and in compliance with funding criteria.

Risk Assurance

- At least annually, to undertake a risk mapping exercise to inform the Trust's approach to risk management, internal scrutiny and internal financial and non-financial controls.
- To review the Trust's risk management policy, strategy, processes and procedures for the identification, assessment, evaluation, management and reporting of risks.
- To review the adequacy and robustness of the Trust's strategic risk register.
- To ensure that risk assurance measures include oversight of risks at constituent academies.
- To keep under review the adequacy and effectiveness of the Trust's governance, risk management and internal control arrangements, as well as its arrangements for securing value for money, through reports and assurances received from management, internal audit, the external auditor and any other relevant independent assurances or reports (e.g. from the ESFA).
- To review all risk and control related disclosure statements, in particular the Trust's annual "Statement on Internal Control", together with any associated reports and opinions from management, the external auditor and Responsible Officer, prior to endorsement by the Trust Board.
- liaise with and assist other Committees as appropriate.

Miscellaneous

- Oversight and monitor investment performance

People Committee

Constitution/Terms of Reference

General Terms / Membership

- The People Committee will be appointed by and report to the Board of Trustees. Members of the Committee will be drawn from among the Board of Trustees.
- The Board of Trustees will appoint the Chair, being someone other than the Chair of Trustees the Chair's term of office will be one year and elected annually from among the membership of the committee.
- The Committee will have a minimum of three members.
- A quorum shall be the majority.
- The Remuneration Committee will liaise and consult with other Committees where necessary, and will at all times have regard to the Trust's Vision & Ethos statement, Trust policies, and the current Strategic Plan. All Committees must have particular regard to safeguarding and equalities issues in their work.
- Each Committee will annually review and recommend changes to its terms of reference.
- Unless the Board of Trustees has delegated powers of decision in writing to the Remuneration Committee, recommendations from the Committee must be considered and decided by the full Board.

Delegated Powers

- carry out and/or investigate any activity authorised by these terms of reference.
- obtain any outside legal or independent professional advice it considers necessary.
- seek any appropriate information that it requires from any employee of the Trust and all employees shall be directed to co-operate with any request made.
- where it is agreed that a matter does not have extensive financial, strategic, legal or reputational implications for the Trust as a whole, the amendments or approval of the committee may be taken as final, within the Committee's delegated powers as stated within the Scheme of Delegation.

Remit and responsibilities

The primary purposes of the People Committee is to scrutinise and monitor the progress of the development and delivery of the People Strategy, seeking assurance of investment in the development and welfare of the whole workforce and establishment of the Trust as an inclusive employer of choice, to attract and retain talent ensuring alignment of the People Strategy to Trust-wide strategic objectives and seeking assurance of legal and regulatory requirements relating to the workforce are being met

The People Committee will

Employee Remuneration & Performance Development

- Develop and recommend a strategy for staff performance development, appraisal and capability within the context of national agreements and best practice.
- Develop and recommend a remuneration framework, including terms and conditions for employees to the Board of trustees within the context of national and local agreements, contractual arrangements and TUPE; recognising the need to recruit and retain high calibre teaching and support staff to deliver the Trust's mission and meet the strategic plan and objectives.
- Review the implementation of the national pay awards for teaching and support staff, on the advice of the CPO and recommend to the Board of trustees whether national pay awards are implemented; taking into account agreed strategy and policy, local and national circumstances, including affordability, and taking professional and legal advice as required.
- Review and scrutinise pay progression processes, including the moderating process for teacher pay progression and make recommendations to the Board of Trustees; taking into account agreed strategy and policy, local and national circumstances, including affordability, and taking professional and legal advice as required.
- Consider, determine and keep under review a framework or policy for the remuneration, benefits and incentives of the Chief Executive Officer and such other members of the Executive Team as the Trust Board shall from time to time direct.
- Seek evidence of the remuneration, benefits and incentives paid to senior executives in comparable employment within the commercial and voluntary sectors
- Make recommendations to the Trust Board as to the remuneration, benefit and incentives that should be paid to the Chief Executive Officer and such other senior executives as the Trust Board shall from time to time direct, with a view to ensuring that they are encouraged to enhance their performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Trust and its progress towards fulfilling its objectives.
- Make recommendations to the Trust Board as to the remuneration, benefits and incentives of newly appointed senior executives.
- Determine the policy for and scope of pension arrangements, service agreements for senior executives, termination payments and compensation commitments.
 - Stakeholder Engagement: Ensure that the views of staff and relevant stakeholders are regularly canvassed and incorporated into decision-making processes, contributing to the improvement of the People Strategy and workforce development.
 - Equalities Monitoring: Monitor and receive regular reports on the Trust's progress towards achieving its equality and diversity objectives, ensuring compliance with statutory equalities duties and promoting an inclusive workforce culture.
 - Workforce Risk Management: Actively monitor workforce-related risks, ensuring that adequate risk identification, mitigation measures, and actions are in place, aligning with the work of the Audit & Risk Committee.
- Establish panels of trustees to hear appeals relating to staff remuneration where required.

People Strategy

- Monitor progress against the People Strategy and delivery plan ensuring it is delivering the Trust strategic priorities and review KPI information related to these.
- Receive HR related statutory people reporting requirements such as Gender Pay Gap and Facilities Time Reporting.
- Review the outputs from the termly JCC meetings with the Trust's recognised Trade Unions.
- Receive and comment on regular reports from the CPO relating to all aspects of the workforce, which may for example include:
 - staff absence rates;
 - staff turnover rates;
 - staff survey responses;
 - establishment figures, by Academy;
 - health and wellbeing of staff;
 - pay analysis, such as average salaries and level of TLRs
- Monitor our Trust's employee relation climate by reviewing the number of formal employee relation cases that have been undertaken, the outcomes and resultant actions and learnings.
- To review and scrutinise, at least on an annual basis, the staffing establishment for each Academy and the Central Team which will be done in conjunction with the Finance and General Purposes Committee taking into account affordability and efficiency.

Policies

- Receive and considering revisions to policies, which relate directly to the work of this committee

Miscellaneous

- Monitor and review the Trust's objectives, performance and achievements in relation to people.
- Monitor and review the Trust's people related processes and procedures to ensure compliance with relevant legislation and regulations and the engagement of best practice.
- Support the CPO in relation to interactions with Trade Unions.
- Assure the Trust Board on its policies and their implementation with respect to the wellbeing of its workforce.
- Comment on, and contribute to, the Trust approach with regard to people development.
- Work with the CPO on matters of employment law in order to advise the Trust Board.
- Review the strategic risks, together with the adequacy and delivery of any mitigating actions, in relation to the areas delegated to the People Committee.

Reporting

- The committee will report to the Trust Board via a written Chair's report, summarising key decisions, information and any issues. The Chair will present these points at the subsequent Board meeting ensuring effective communication and alignment between committee and Board.

Growth & Development Committee

Constitution/Terms of Reference

General Terms / Membership

- The Growth & Development Committee will be appointed by and report to the Board of Trustees.
- Members of the Committee will be drawn from among the Board of Trustees.
- The Committee will have a minimum of three members.
- A quorum shall be the majority.
- The Growth & Development Committee will liaise and consult with other Committees where necessary and will always have regard to the Trust's Vision & Ethos statement, Trust policies, and the current Strategic Plan.
- Each Committee will annually review and recommend changes to its terms of reference.
- Unless the Board of Trustees has delegated powers of decision in writing to the G&D Committee, recommendations from the Committee must be considered and decided by the full Board.

Delegated Powers

- Approve informal exploration of growth opportunities.
- Consider and approve Stage 1 Desktop Due Diligence to proceed to full Due Diligence when considering Academy Transfers.
- Approve the commissioning of further work, support, or redeployment of resources to support growth opportunities.
- Obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or Chair of the Board and in line with our financial scheme of delegation.

Meetings

- The Committee will meet twice per academic year, but may meet more frequently as required, including at short notice. The Chair or any two members of this Committee may call a meeting.
- The quorum for the Committee shall be the majority.
- In the absence of the Chair, the Committee will choose an acting Chair for that meeting from among the Trustees present.
- The CEO will normally attend (even if not in the capacity of a Trustee member) the Committee meetings with other executives as appropriate.
- The Committee may seek independent professional advice and request their attendance at meetings if it considers this necessary.
- The Committee meetings will normally be clerked by the Clerk to the Board of Trustees. In the absence of the Clerk the Committee will choose a clerk for that meeting. Growth & Development meetings will not be open to the public, but minutes will be made publicly available. Information relating to a named person or any other matter that the Committee considers confidential should be recorded by the Clerk in a Part 2 Confidential Minute and excluded from the public record.
- The draft minutes of each meeting will be circulated with the agenda for the next ordinary meeting of the Board of Trustees and will be presented at that meeting by the Committee chair (or in his/her absence another member of the Committee).
- Any decisions under delegated powers, or recommendations that the G&D Committee will put to the Board, must be agreed by a simple majority of Committee members present and voting. In the event of a tie, the chair of the Committee will exercise a casting vote.

Remit and responsibilities

Purpose

- The primary purposes of the Growth & Development Committee is to consider all aspects of trusts development and growth that supports the trusts overall strategy, the CEO and the Board in their responsibilities.

The Growth & development Committee will:

- monitor the Trust's growth strategy;
- monitor internal plans to deliver the growth strategy;
- make recommendations to the Board regarding the formal process of growth and Trust expansion;
- monitor areas of risk that are impacted by growth;
- consider requests from schools who wish to join the trust/any mergers with other MATs, to ensure any additional schools reflect the trust's ethos, and make recommendations to the Board
- support the Executive Team in discussions with, presentations to and due diligence of any school/trust seeking to join ALT (other trustees may support these processes)
- support the Executive Team in developing the workforce to support any growth that is undertaken;
- make recommendations to the Trust Board regarding any amendments to the scheme of delegation or governance structures in respect of any growth or individual school;
- ensure that growth does not adversely impact upon existing schools, such as the delivery of our central support offer;
- make recommendations to the Trust Board regarding the development of clusters;
- recommend the commissioning of further work or support, or redeployment of resources;
- promote positive awareness of the impact of the Trust within joiner schools and the communities that they serve;
- ensure that the ethos and values of joiner schools align with the values of the wider Trust;

Reporting

- The committee will report to the Trust Board via a written Chair's report, summarising key decisions, information and any issues. The Chair will present these points at the subsequent Board meeting ensuring effective communication and alignment between committee and Board.

10. Local Academy Advisory Boards (AABs)

Constitution/Terms of Reference

Introduction

As a charity and company limited by guarantee, Archway Learning Trust ('the Trust') is governed by a Board of Trustees who have overall responsibility and ultimate decision-making authority for all the work of the Trust, including managing and operating the academies maintained by the Trust.

In order to assist with the discharge of their responsibilities, the Trustees have established an Academy Advisory Board (AAB) for ('the Academy'). The AAB is a committee established under Articles 100 to 104 (inclusive) of the Articles of Association of the Trust.

The Trustees may review these terms of reference at any time but shall review them at least annually.

These terms of reference may only be amended by the Board of Trustees.

Purpose

The purpose of the Academy Advisory Board is to provide advice, critical thinking, and supportive challenge to the leadership of the academy. The committee works to support the Trust Board in fulfilling its governance duties, providing both advice and assurance. Through regular monitoring and review of academy activities as set out in the Scheme of Delegation, the committee provides critical support and assurance to both the academy leadership and the Trust Board.

Membership

The Trustees have the right to appoint such persons to the AAB as they shall determine from time to time but will generally appoint as follows:

- The Principal of the Academy *ex-officio*;
- 1 staff member elected in accordance with paragraphs 3.1 – 3.3;
- 2 parent members elected in accordance with paragraphs 3.4 – 3.9;
- 1 deputy head teacher or vice principal from another school within the Trust
- A number of further members which the Trustees may determine, having regard to the views of the AAB, though not bound by them. In the case of a non-faith school there will be a minimum of four further members, while in the case of a Church of England academy there will be a minimum of six further members, these to be nominated by the Diocese.
- In the case of a Church of England academy, the number of members nominated by the Diocese should represent a majority of two over the other members of the AAB.
- In the case where there is a joint AAB for more than one academy there should be a staff member from each academy and only a single parent member from each school.

Appointment of AAB members

Staff Members

The Trustees shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academy and, where there are any contested posts, shall hold an election by a secret ballot.

All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Trustees. The Trustees will usually delegate the running of the election to the AAB.

Parent Members

Parent members of the AAB shall be elected by parents of registered students at the Academy. They must be a parent of, or have parental responsibility for, a student at the Academy at the time when they are elected.

- The Trustees will make all necessary arrangements for, and determine all other matters relating to, an election of the parent members. The Trustees will usually delegate the running of the election to the AAB.
- Where a vacancy for a parent member is required to be filled by election, the Trustees shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered student at the Academy is informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- Any election of persons who are to be the parent members which is contested shall be held by secret ballot. The arrangements made for the election of the parent advisory board members shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy by a registered student of the Academy.
- Where the number of parents standing for election is less than the number of vacancies, the Trustees may appoint a person who is the parent of a registered student at the Academy or, where it is not reasonably practical to do so, a person who is the parent of a registered student of another academy run by the Trust.

Vice Principal / Headteacher from another academy within the trust

A Vice Principal or Headteacher from another school within the Trust will be appointed as a member of the AAB. This appointment aims to foster stronger collaboration across the Trust and to bring additional educational and operational insights from a different context.

- The Trustees agree the linked schools and delegate the implementation of this to the Headteacher / Principals.
- The Clerk to the AAB will liaise directly with the Headteacher/Principal of the linked school to identify and confirm the appointment of the Vice Principal or Headteacher. The Clerk will also coordinate meeting schedules and ensure that the link between schools is effectively maintained, with opportunities for regular feedback and collaboration.

Appointment and removal of Chair and Vice Chair

The Chair and Vice Chair of the AAB shall be appointed by the Trustees where possible in consultation with the AAB and Principal and may be removed from office by the Trustees at any time. The Principal is not eligible to act as Chair or Vice Chair. Staff members are not eligible to act as Chair.

The term of office of the Chair and Vice Chair shall be one year, where a new Chair or Vice Chair is appointed during the academic year but after at least 1 school term of the academic year, the term in office can be extended to the end of the following Academic year. Subject to remaining eligible to be a member of the AAB, any member may be re-appointed as Chair or Vice Chair of the AAB.

The Chair and Vice Chair may at any time resign his office by giving notice in writing to the Trustees. The Chair or Vice Chair shall cease to hold office if:

- they cease to serve on the AAB;
- they are employed by the Trust at the academy;
- in the case of the Vice Chair, they are appointed to fill a vacancy in the office of the Chair; or
- the Trustees terminate the office of a Chair or Vice Chair whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust or the Academy.

Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice Chair shall act as the chair for the purposes of the meeting. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, the members of the AAB shall elect one of their number to act as chair for the purposes of that meeting.

Term of office

The term of office for any AAB member, other than the Principal of the Academy, will be four years, subject to paragraph 5.1 below

The Principal, being a member of the AAB ex-officio, will remain on the AAB until they ceases to work in that post at the Academy.

Subject to remaining eligible to be a particular type of member, any person may be re-appointed or re-elected to the AAB.

Resignation and removal

A person serving on the AAB shall cease to hold office if:

they resign their office by giving notice in writing to the clerk of the AAB;

in the case of the Principal or a staff member they cease to work for the Trust;

the Trustees terminate the appointment of a member whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust or the academy.

For the avoidance of doubt, a parent member shall not automatically cease to hold office solely by reason of their child ceasing to be a student at the Academy but may continue until their current term of office ends.

Disqualification of AAB members

A person shall be disqualified from serving on the AAB if they would not be able to serve as a Trustee in accordance with paragraphs 68-80 of the Articles.

Proceedings of the AAB

Clerk

The relevant Principal(s) with support from the Trust Governance Services shall ensure that a clerk with the correct knowledge and skills is provided to take minutes at meetings of the committee.

Meetings

The AAB shall meet at least five times a year and shall hold such other meetings as may be necessary.

Meetings of the AAB shall be convened by the clerk to the AAB, who shall send the members written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in their absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as he thinks fit.

Any member shall be able to participate in meetings of the AAB by telephone or video conference provided that they have given reasonable notice to the clerk of the AAB and that the members have access to the appropriate equipment.

The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the AAB.

Quorum

The quorum for a meeting of the AAB, and any vote on any matter at such a meeting, shall be any three of the members of the AAB, or, where greater, any one third (rounded up to a whole number) of the total number of members of the AAB at the date of the meeting.

Voting

Every matter to be decided at a meeting of the AAB shall be determined by a majority of the votes of the members present and entitled to vote on the matter. Every member shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote. A member may not vote by proxy.

A resolution in writing, signed by a majority of the members entitled to vote, shall be valid and effective as if it had been passed at a meeting of the AAB duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the AAB members.

Conflicts of Interest

Any member who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest as defined below) which conflicts or may conflict with his duties as a member of the AAB shall disclose that fact to the AAB as soon as they become aware of it. A person must absent themselves from any discussions of the AAB in which it is possible that a conflict will arise between their duty to act solely in the interests of the academy and Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).

A member of the AAB has a Personal Financial Interest if they, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the member or any person living with the member as his or her partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the Academy.

Minutes of meetings

At every meeting of the AAB the minutes of the last meeting shall be taken as the first agenda item after any apologies and, if agreed to be accurate, shall be signed as a true record.

The clerk to the AAB shall ensure that a copy of the agenda for every meeting of the AAB, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Clerk to the Trustees.

Delegated Responsibilities

General principles

In the exercise of its delegated responsibilities, the members of the AAB shall:

- Contribute local strategic knowledge to the vision and Academy Improvement Plan.
- Monitor the progress of the academy delivering its Academy Improvement Plan.
- Ensure needs of the local community are reflected in the academy's operation.
- Monitor the delivery of compliance with relevant policies and procedures.
- Monitor the application of our admissions, exclusions and complaints policy within the local academy.
- Review Principal's exclusion decisions in accordance with statutory requirements.
- Support any external reviews (e.g. by Ofsted) by contributing a governance perspective.
- Engage with internal audit processes and monitor the implementation of any action plans which emerge
- Monitor the use and impact of Pupil Premium
- Monitor the use and impact of Sports Premium (primary phase only)
- Monitor the implementation and impact of policies within the academy, feedback any insights to the Trustees.
- Actively engage in and monitor the views of pupils, parents and local community and ensure that they inform the Academy's work

- Monitor the individual academy's progress towards our trust wide equality objectives
- work closely and as a link between the Academy, Trust and Trustees, act with integrity, objectivity and honesty in the best interests of the Trust and the Academy.
- keep confidential all information of a confidential nature obtained by them relating to the Academy and the Trust; and

Each AAB member will be required to take part in regular self-review and is accountable for meeting their own training and development needs. It is a member's responsibility to consider if, and raise any concerns where, they feel that appropriate training and development is not being provided.

AAB members should report to the Trust and Trustees following each meeting on key aspects of their work to enable effective communication and governance between the layers of our governance.

Levels of delegation

The Scheme of Delegation accompanying these terms of reference sets out what powers and responsibilities are retained by the Trust Board and which powers are delegated to the Executives and AAB. For the avoidance of doubt, where a power is not expressly delegated to the AAB, it will be deemed to have been retained by the Trust regardless of whether it is specified in the Scheme of Delegation.

The Scheme of Delegation may be reviewed by the Trustees at any time but shall be reviewed at least annually. The Trustees reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the AAB.

Delegation to the Principal of the Academy

Subject to the responsibilities of the AAB and the policy statements of the Trust, the Principal of the Academy shall be responsible to the AAB for:

- implementing the agreed policies and procedures laid down by the AAB including the implementation of all statutory regulations;
- advising the AAB on strategic direction, forward planning and quality assurance;
- the leadership and management of the Academy;
- advising the AAB (and/or the admissions committee, where applicable) on the admission of students;
- managing the delegated budget and resources agreed by the Trustees;
- advising the AAB on the appointment of any Deputy, Vice or Assistant to the Principal and such other senior posts as the AAB may determine;
- the appointment of all other staff and (except to the extent directed otherwise by the Trustees and/or the AAB), the salary grading, allocation of duties, appraisal and discipline of all staff;
- the maintenance of good order and discipline by the students including their suspension and/or exclusion within the framework laid down by the AAB; and,
- all such additional functions as may be assigned under the job description or contract of employment.

Reporting

Exception Reporting

The committee will adopt an "exception reporting" framework to ensure timely communication of critical issues to the Trust Board. When a significant issue is identified that may affect the academy's ability to meet its objectives, the committee will immediately escalate it to the Trust Board.

- **Criteria for Exception Reporting:** Any matter that poses a substantial risk or opportunity that needs urgent Trust Board attention.
- **Process:** The Chair of the AAB will prepare an exception report alongside the Principal and Clerk, highlighting the nature of the issue, its potential impact.

Annual Chair's Report

The Chair will submit an annual report to the Trust Board, summarising the committee's activities, the assurance provided, and any strategic recommendations for the upcoming year.

- **Content of the Annual Report:**
 - Key issues and challenges encountered.
 - Assurance provided through monitoring and review activities.
 - Recommendations for future actions or considerations.
 - Summary of findings from self-evaluation

This report will be discussed at a designated Trust Board or committee meeting.

Conduct of AAB members

All AAB members shall always observe the provisions of the Governance Code of Conduct.