



REACH2 Academy Trust

Scheme of Delegation September 2022

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Scheme of delegation

1 Introduction

- 1.1 REAch2 Academy Trust (referred to herein as “REAch2” or the “Trust”) is a multi-academy trust committed to exceptional opportunities for education and learning for all of its pupils guided by the 7 core principles and values (referred to as the “touchstones”) of learning, leadership, enjoyment, inclusion, inspiration, responsibility and integrity.
- 1.2 The REAch2 Governance Charter establishes the fundamental governance principles of the organisation and sets out the formal governance arrangements across the entire trust. The Charter consists of the governance principles set out in this Scheme of Delegation (“SoD”), the appendices and terms of reference, as well as the Academy Trust Articles of Association. The Trust’s overarching constitution is set out in its Articles of Association and this SoD has been put in place in accordance with the provisions of the Articles and should be read in the light of them.
- 1.3 The SoD is one of the most important documents within the REAch2 governance framework and sets out the roles and responsibilities of those who contribute to the governance of Academies and the trust itself, enabling the Trust to operate efficiently and transparently. The SoD sets out the powers that have been formally delegated by the trustees to officers and committees throughout the Trust along with the accountability and reporting requirements arising from those delegations. This SoD of governance functions is separate to the scheme of delegation of financial powers required by the Academy Trust Handbook; the separate scheme of delegation of financial powers is contained within the [appendices](#).
- 1.4 As a multi-academy trust under the Academies Act 2010, REAch2 is a private company limited by guarantee registered with Companies House (company number 08452281). REAch2 is also an exempt charity and its Principal Regulator is the Department for Education. The Company Directors are also, therefore, charity trustees and are subject to the duties of trustees set out in the Charities Act 2011. The Directors of REAch2 are referred to as the trustees to reflect the charitable nature of the trust and the requirement to direct the affairs of REAch2 to ensure the charitable objects are promoted for the public benefit. Reference to trustees within this SoD encompasses the company director role and vice versa.
- 1.5 This SoD sets out the extent to which the trustees have delegated responsibilities within the governance structure of the Trust. All those with governance, leadership and management responsibilities must be familiar with this SoD. The Board of Trustees retains ultimate responsibility for the governance of the Trust and is held to account for all its activities.

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- 1.6 This SoD applies to all of the Academies within the Trust. From time to time the Trustees may need to intervene to determine bespoke governance arrangements and individualised support for an academy to ensure the objectives and outcomes set for that academy are achieved. The Board of Trustees reserves the right (in its absolute discretion) to review and alter this Scheme of Delegation and the level of delegated responsibility at any time.
- 1.7 The SoD does not delegate any matter explicitly reserved for the Board of Trustees. Matters reserved for the Board are listed within the [decision matrix](#).
- 1.8 The SoD will be reviewed for its effectiveness on at least an annual basis.
- 1.9 Questions about the application of this Scheme of Delegation should be directed to a member of the governance team.
- 1.10 The effective date of this Scheme of Delegation is 01 September 2022.

2 Governance Principles and Accountability

- 2.1 The governance principles of REAch2 recognise the importance of developing relationships, processes and structures with common purpose.
- 2.2 REAch2 will continue to develop governance arrangements to shape and take account of best practice and applicable governance codes within the corporate, education and charity sectors. Effectiveness of governance will be evaluated annually and outcomes relating to the quality and impact of governance will be reported in the annual governance statement.
- 2.3 REAch2 aims for excellence in both governance functions and financial governance, going above and beyond the regulatory requirements.
- 2.4 Governance is underpinned by a common understanding about who is responsible for providing valuable input to decision making and who has the decision-making responsibility.
- 2.5 The Trust Board has overall responsibility and ultimate decision-making authority for all the work of the Academy Trust, including the establishment and maintenance of the Academies. Effective governance is supported by the following groups:
 - a) Academy Trust Members – the guardians of the constitution
 - b) Trust Board – the Trustees/Directors
 - c) Trust Board sub-committees
 - d) Cluster Boards (committees) – the cluster non-executive representatives (who are not trustees)

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- e) Local Governing Bodies (committees) which include Transition and Intervention Boards– the Local Governors
- f) The Executive Team – the Chief Executive Officer (CEO) and the Chief Operating Officer (COO) together with their respective teams of Trust staff.

2.6 The Trust Board delegates authority to these key groups in order to ensure the effective leadership and governance of the Academy Trust. The Executive Team works directly with the staff and headteacher of each Academy, the Cluster Boards and Local Governing Bodies. The relationships between these groups is characterised as a partnership to realise a common vision and a common purpose. The relationship between the three tiers of governance (Trust Board, Cluster Boards and Local Governing Bodies) is also based on the principles of:

- a) No duplication of governance
- b) Governance should be as close as possible to the impact of decision-making.
- c) Whilst overall responsibility and oversight for risk management is retained by the Trust Board, risk management is integrated across all layers of governance and is a key feature of the Cluster Boards' activities as well as those of the Local Governing Bodies.

3 Vision and Values

3.1 “Always Aiming Higher”

3.2 The shared vision and values of REAch2 and all the Academies underpins the governance arrangements of the Trust.

3.3 REAch2 fully supports the independence and distinguishing characteristics of each of the Academies. REAch2 seeks to provide a level of autonomy proportionate to the success of each Academy, which together with a focus purely on primary schools is what gives REAch2 its distinctiveness.

3.4 Recognising the value of collaboration and the advantage of a public association, REAch2 will provide a voice on national issues affecting the Academy Trust and the Academies, helping to communicate the Academy Trust's needs and concerns to those responsible for the funding and regulation of publicly funded schools.

3.5 The Trust is committed to supporting the schools within the REAch2 family for the benefit of the communities served by the school. The Trust expects Academies to work together in the spirit of solidarity, working in partnership sharing a common goal, drawing on each other's strengths in order to overcome any weaknesses and respond robustly to any challenges.

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- 3.6 REAch2 Trust is the cornerstone of the entire family of schools in the Academy Trust: providing a strong, responsible foundation from which every academy develops and grows. A cornerstone provides a subtle yet crucial role in a building; in the same way, the Trust ensures REAch2 is a trustworthy, reliable and inspirational organisation, delivering the best possible learning experiences.
- 3.7 The Trust is committed to creating a culture that strongly reflects the 7 core values and principles which make the Academies unique; these are described in the Trust's "Touchstones": inclusion, learning, leadership, enjoyment, responsibility, inspiration and integrity. The Local Governing Bodies are the champions of these values in the Academies.

4 General conditions relating to delegations from the Board of Trustees

- 4.1 Subject to the provisions in the Trust articles and relevant legislation, the Trustees may delegate any of their powers or functions to any Trustee, committee or holders of executive office. Any such delegation must be in writing and subject to any conditions the Trustees may impose and may be revoked or altered.
- 4.2 All delegated authority must be exercised in accordance with written instructions as approved by the Trustees.
- 4.3 Those to whom delegated responsibility is given must acknowledge the limitations on their authority and must not act outside their authority.
- 4.4 Any delegated authority must be exercised reasonably and with due care and attention.
- 4.5 All actions and decisions exercised under delegated authority must be reported back to the Trustees; this will usually be through the minutes of the relevant committee.
- 4.6 The Trust Board may still exercise the functions it has delegated.
- 4.7 Any decisions taken under delegated authority should always be taken in such a way that they promote the efficient operation of the Trust's objectives.
- 4.8 Any decision taken under this SoD must be in accordance with REAch2's approved policies and procedures.
- 4.9 All delegations must be exercised in accordance with the Scheme of Delegation of Financial Powers and procedures and with due regard to budget limitations and financial authority limits.

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- 4.10 Powers are delegated to holders of executive office on the understanding that decision makers will take expert advice where necessary and take into account the views of appropriate support services such as the finance, safeguarding, health & safety, HR teams, or other colleagues who have specialist knowledge, or retained legal and other advisers.
- 4.11 Any delegated authority applies to the positions specified in this SoD and not to individuals and will therefore apply to subsequent holders of those positions.
- 4.12 All delegations must make reference to any additional governance documentation the Trust Board has authorised for use within the Trust that forms part of the delegation framework including (but not limited to) the terms of reference for all committees, the Scheme of Delegation for Financial Powers, The Articles of Association, Funding Agreements, any Memorandum of Understanding relating to Church of England Schools and the Diocesan Board of Education and all policies approved for use within the Trust.

5 Supervision and intervention

- 5.1 Notwithstanding the level of delegated responsibility, the trustees remain ultimately responsible for the conduct of the Academies and for all matters in connection with the delivery of education and are required to have systems in place through which they can assure themselves of quality, safety and best practice across the trust.
- 5.2 There may be circumstances (more the exception than the norm) where the Trust Board might need to intervene and, for example, withdraw delegated authority for a particular element of governance. In such circumstances, the relevant Cluster Board, along with the Executive team, will work closely with any Academies concerned and those involved in their governance. It is expected that any advice or recommendations made by the Cluster Board and Executive team to the Trust Board would be implemented promptly.
- 5.3 The Trustees may revoke or alter this SoD at any time in accordance with the Articles of Association. The Trustees expressly reserve the right to review or remove any delegated responsibilities or temporarily put in place transitional supervisory arrangements in circumstances (including on recommendation from the Executive Team) where any external regulatory intervention is either formally threatened or carried out and/ or where urgent measures need implementing in order to comply with legislative standards and/or best practice or where serious concerns in the running of an Academy are identified including where (not exhaustive):
 - a) There are concerns about financial matters
 - b) Insufficient progress is being made against educational targets (including where regulatory intervention is being considered or carried out)

- c) There has been a breakdown in the way the Academy is managed or governed; or
- d) The safety of pupils or staff is threatened, including a breakdown of discipline.

6 Governance Structure: the Members

6.1 The Members of REAch2 have a distinct but limited role as guardians of the constitution and governance of the Trust, providing important checks and balances. The role of the members is to hold the trustees to account for the effective governance of the Trust and ensure that the purpose of the Trust is being met and its charitable objects fulfilled. Members are fiduciaries who must act and exercise votes in the best interests of the objects of the Trust. An Academy Trust will ordinarily have between 3 – 5 members and REAch2 aims to work towards having at least 5 members. The power to appoint new members rests with the existing members. The rights of members include:

- a) Voting on special resolutions to change the articles
- b) Appointing or removing members by special resolution
- c) Appointing or removing trustees as set out in the Articles of Association. The members appoint up to 5 trustees of the REAch2 Trust Board.
- d) Appointing and removing the auditors
- e) Receiving the annual report and accounts
- f) Agreeing to change the name of the Academy Trust.
- g) Attending and voting at general meetings
- h) Appointing a proxy to attend, speak and vote on the member's behalf at general meetings

The Members of REAch2 are also the guardians of the trust's values (referred to as the 'Touchstones' at REAch2) and ethics and the development, embedding and promotion of the organisation's culture.

7 Governance Structure: the Trustees

- 7.1 All the powers of the Trust are vested in the Trust Board. It is for the Trustees to determine which powers they wish to retain and which powers to delegate to another layer of the Trust's governance structure. Trustees delegate certain functions to committees (including trustee sub committees, cluster boards, local governing bodies, transition boards, intervention boards and working groups) and employees but remain responsible for the performance of those delegated functions and must monitor the delegations.
- 7.2 The Articles of Association set out the various powers that the Trustees can exercise. The Trustees must direct the affairs of REAch2 in such a way as to promote the objects. Trustee duties are further set out in a code of conduct and as well as being bound by both director duties under company law and trustee duties under charity law,

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the trustees are also bound by the laws governing public bodies, including the Nolan principles. Trustees additionally have a fiduciary duty to act with integrity and avoid personal conflicts of interest. The Trustees are also the 'proprietor' as referred to under education law and statutory guidance issued by the Department for Education.

- 7.3 The Terms of Reference for the Board of Trustees are included in [appendix B](#) of this document.
- 7.4 The Trustees appoint a Chief Executive Officer to take responsibility for the day-to-day management of REAch2 and to ensure that the Trust's vision, ethos and strategic direction are delivered. The Chief Executive Officer also serves as an 'ex-officio' trustee.

8 Matters reserved for decision by the Board

- 8.1 The trustees will retain responsibility for entering into legal agreements for REAch2, financial scrutiny, holding the executive to account for educational performance of the schools, and for setting policies and procedures relating to employees and statutory requirements. The decisions reserved for the Board cover principal strategic business functions and activities only. The Trustees have additionally determined those matters they wish to have referred to them for information and decision-making purposes. The matters reserved for decision by the Board set out in the decision matrix ([appendix A](#)) also apply to subsidiary Boards unless stated otherwise.

9 Major Decisions

- 9.1 The Trust Board Finance and Resources Committee must authorise any forecast negative variances to budget for any school. The Trust Board Finance and Resources Committee must also be informed of any additional schools with negative variances to budget following completion of the Trust's annual accounts process.
- 9.2 The Trust Board must approve any material contracts that are not in the ordinary course of business that are of significant high risk, as identified in the risk register or by reason of size; approve any projects or proposed activities considered novel, repercussive or contentious (subject to ESFA approval) or in any instance where an approval within the Executive Leadership Team delegated authority could create an implied or moral commitment beyond that authority.

10 Policies

- 10.1 In relation to policies, the Trustees should establish policies and plans to achieve the charitable objectives and approve those policies reserved for Board approval and approve which policies are delegated for another committee or group. A copy of the policy catalogue is available via [REAch2 and statutory policies on the Trust website](#).

11 Urgent decisions and delegations to the Chair or Vice Chair of the Board of Trustees

11.1 When an urgent decision is required in-between trustee meetings, the Chair or Vice Chair of the Board of Trustees is able to take a decision in accordance with the provision for Chair's Action which was approved by resolution of the Board of Trustees. This provision is to be reviewed on a regular basis and may be revoked at any time. Before using procedures for taking urgent decisions, as far as possible the views of Trustees should be ascertained whilst balancing the need for urgency with the overriding principle that each trustee should be given as much information as possible, the time to consider it properly and an opportunity to discuss the matter with all the available trustees prior to the commitment of the charity.

11.2 If the Chair of Trustees is of the opinion that a matter of urgency exists and it is not practicable to arrange a trustee or committee meeting at short notice in the circumstances, either:

- (i) After receiving notice in writing from the CEO which clearly states, amongst other things, why the item concerned could not be brought to a regular trustee meeting and why it would qualify for urgent decision under this procedure; or
- (ii) As a result of other information that is brought to their attention and a delay in exercising the function would likely be seriously detrimental to the interests of the Trust, any Academy, pupil or their parent or a person who works for the Trust,

then, in consultation with the CEO, they may exercise any function of the Trust which can be delegated under the Trust's Articles, Funding Agreement, Academy Trust Handbook or any function relating to the exclusion of pupils.

11.3 Where it appears to the Vice Chair of Trustees that:

- (i) the circumstances mentioned in 11.2 apply; and
- (ii) the Chair (whether by reason of incapacity or otherwise) would be unable to exercise the function in question before the detriment referred to in that paragraph is suffered,

the reference to Chair in this section of the SoD on urgent decisions is to be read as if it were a reference to the Vice Chair and the section is in relation to the Board of Trustees.

11.4 The Chair may decide, on receipt of a request for a decision under Chair's Action, that the matter should be dealt with instead by a special trustee meeting called on short notice, in which case a meeting shall be called promptly. Telephone, web, or video conferencing should aim to ensure as many trustees as possible can participate,

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discuss the matter, ask questions and hear different arguments. The Board Chair of Trustees has authority to convene short notice trustee meetings in accordance with the provisions and restrictions in the MAT's Articles. Trustees have provided notice under Article 126 for meetings to take place by telephone or videoconference with a shorter notice period than 48 hours if an urgent situation needs addressing. This notice is kept under constant review.

- 11.5 Any action under Chair's Action should be reported in writing as soon as possible to the Trustees (together with a copy of any written report from the CEO). A record of the decisions taken shall also be included with the Trust Board minutes.
- 11.6 The Chair of the Board of Trustees can take a final decision on matters of interpretation of this Scheme of Delegation, providing the view of the Chief Operating Officer, the appointed governance professional and/ or any external legal advice has been sought where necessary.

12 Governance structure: Committees

- 12.1 Some matters have been delegated to Board committees. The terms of reference for each Board committee are contained in the [appendices](#) to this Scheme of Delegation. The Trust Board reserves the right to amend the terms of reference for all committees and the powers delegated to each committee at any time in order to best serve the charitable objectives of REAch2.

- 12.2 The following committees have been established by REAch2:

Trust Board sub-committees

- 12.2.1 Risk and Audit Committee
- 12.2.2 Finance and Resources Committee
- 12.2.3 Education, Standards and Performance Committee
- 12.2.4 Executive Nominations Committee
- 12.2.5 Remuneration Committee

Cluster Governance

- 12.2.6 Cluster Boards (currently 10 clusters)

Local Governance

- 12.2.7 Local Governing Bodies (including Intervention and Transition Boards) for each school

- 12.3 The constitution, membership and scope of each of these committees are established within the terms of reference which are reviewed at least annually and are contained in the [appendices](#) of this SoD.

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- 12.4 The principle of 'no duplication' of governance requires a clear differentiation of the nature of the scrutiny and challenge provided at each separate layer of governance.
- 12.5 The Trustees determine whether a school should have a local governing body or an intervention board (after taking advice from the CEO and receiving any recommendations from the relevant cluster board) and also establish any transition boards (upon recommendation from the CEO and in collaboration with the local Deputy Director of Education).

Cluster Boards

- 12.6 Terms of reference for cluster boards are contained in [appendix H](#). Any alteration to the terms of reference and/or constitution of the committee must be approved by a majority resolution of the Board of Trustees. Standard delegations within the terms of reference include the following:
- 12.6.1 To appoint a Chair and Vice-Chair to the Cluster Board from amongst the Cluster non-executive representatives
 - 12.6.2 To approve the Academies' spend in line with the Trust's Scheme of Financial Delegation
 - 12.6.3 To recommend to the Trust Board the establishment of Intervention Boards within the Cluster where necessary and review their ongoing work and impact.
 - 12.6.4 To approve cluster risk heat maps for recommendation to Trust Board sub-committees (including Risk & Audit committee).
 - 12.6.5 To hold the Deputy Director of Education to account for risk and outcomes in the Cluster.
 - 12.6.6 To hold Local Governing Bodies and their Chairs to account for local risk identification and mitigation.
 - 12.6.7 To hold the Deputy Director of Education to account for educational and financial performance in the Cluster.
 - 12.6.8 To hold the Deputy Director of Education to account for the development and delivery of a Cluster development plan/.
 - 12.6.9 To provide recommendations and views to the Trust Board Risk & Audit Committee on proposals for schools to join the cluster (including on the due diligence report from the Executive Team).

Local Governing Bodies

- 12.7 Terms of reference for Local Governing Bodies, also applicable to both Transition and Intervention Boards, are contained in [appendix I](#). Any alteration to the terms of reference and/or constitution of the committee must be approved by a majority resolution of the Board of Trustees. Standard delegations within the terms of reference include the following:

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12.7.1 To appoint (and remove) from its number, the Chair, Vice-Chair and to appoint designated governors for safeguarding and SEND and optionally for other roles such as health & safety, statutory grants (including pupil premium), curriculum matters and finance as the LGB sees fit.

12.7.2 To appoint a clerk.

12.7.3 To determine the educational character, mission and ethos of the Academy reflecting the wider character, mission and ethos of the Trust.

12.7.4 To monitor the effectiveness of education provision and financial performance at Academy level.

12.7.5 To recommend the annual budget for the Academy for submission to the Cluster Board.

12.7.6 To enter into contracts up to the limits specified in the scheme of delegation of financial powers and within an agreed budget.

12.7.7 To approve the curriculum proposed by the headteacher (to the extent that it is consistent with the Trust-wide policy)

12.7.8 To convene an exclusions committee to review all exclusions as required by law.

12.7.9 To make arrangements for determining appeals and hearing admission appeals (consistent with the REAch2 admissions policy).

12.7.10 To hear complaints at the relevant stage of the complaints policy.

Intervention Boards

12.8 An Intervention Board will be established by the REAch2 Trust Board to secure the rapid turnaround of an Academy when greater support and challenge is required to enable the Academy to meet the standards and academic performance expected by the Trustees.

12.9 Members of the Intervention Board are appointed by the REAch2 Trustee Board on advice from the Chief Executive Officer and may include members of the Executive team in an advisory capacity if particular expertise is required in specific circumstances. In the event that a Local Governing Body is replaced by an Intervention Board, the Intervention Board will exercise all the powers delegated to a Local Governing Body.

The Terms of Reference applicable to an Intervention Board are the same as those for an LGB and can be found in [appendix I](#).

12.10 Due to the need for focused and intensive close support with an Academy, the Trustees require that an Intervention Board meets at least once each half term.

Transition Boards

12.11 A Transition Board will be established by the REAch2 Trust Board to support a school new to the REAch2 Trust and to facilitate the establishment of a Local Governing Body.

12.12 Members of the Transition Board are appointed by the REAch2 Trust Board and are drawn from REAch2 staff and members of the local community who have both the capacity and the skills to work intensively with the Academy.

The Terms of Reference applicable to an Transition Board are the same as those for an LGB and can be found in [appendix I](#).

12.13 Transition Boards meet at least once each half term, more if necessary.

12.14 Intervention and Transition Boards are not intended to be a long-term arrangements and the review period will be determined by the Deputy Director of Education in consultation with the relevant Cluster Boards with final decision being made by the Trust Education, Performance and Standards Committee. It is expected that any initial period will not be greater than 18 months but each case will be reviewed individually.

13 Governance structure: The Executive Team (Executive Leaders, Directors and Heads of Service)

13.1 The Trust Board has appointed a Chief Executive Officer whose role is to provide professional leadership, strategic management and direction for the Trust and its Academies. The CEO is directly accountable to the Chair of the Trust Board and in turn reports to the Trust Board. Broadly, the CEO is responsible for:

- 13.1.1 Being the accounting officer for the Trust
- 13.1.2 Suggesting and implementing the overall, long term, strategic direction for the Trust underpinned by sound financial and operational planning
- 13.1.3 Leading the organisation to ensure exceptional educational performance, distinctive contribution for all pupils and enduring impact in the communities for which the Trust serves.
- 13.1.4 Determines the approach to risk management whilst ensuring appropriate controls are in place across the Trust.

13.2 In order to ensure the trustees' strategy is implemented, the Chief Executive Officer is supported by an Executive Team who are responsible for the day-to-day operations of the Trust and who provide specific expertise on (not exhaustive):

- 13.2.1 Curriculum and educational matters
- 13.2.2 Human resources
- 13.2.3 Operational matters
- 13.2.4 Finances
- 13.2.5 Policy matters

14 Governance structure: school leadership

14.1 Each Academy has a Headteacher to lead and manage the day to day operation of their academy, working alongside the leadership team and the LGB.

14.2 The Headteacher is also the Accounting officer for the Academy they are responsible for.

15 Governance structure: steering groups

15.1 The Board of Trustees may establish steering groups consisting of those persons whom the Board of Trustees decides, to consider specific or ad-hoc issues.

15.2 A trustee steering group may not take decisions on behalf of the Board of Trustees, but may consider issues in depth with a view to making recommendations to the Board or a committee.

15.3 A steering group can have no authority to incur expenditure.

16 Governance structure: pupil, parent and staff voice

16.1 Accessing and responding to pupil's collective concerns is an important part of the operations and governance of REAch2 Academies. All schools have active pupil councils with representatives from each year group. Each Local Governing Body is expected to give due regard to issues that are raised through the pupil council and the management actions taken in response to issues.

16.2 Parental voice is formally built into the governance structure with the election by parents of two parent governors to each local governing body. Staff voice is similarly built into the governance structure with the election to each LGB of two employees of the Academy (usually one teacher and one non-teaching staff member) by employees of the Academy. One elected Academy Headteacher from within each cluster is also appointed to the relevant cluster board as well as the Deputy Director of Education for that Cluster.

17 Delegations to subsidiaries

17.1 Subsidiaries may not act in such a way as to undermine or otherwise bring into disrepute any aspect of the MAT's operations.

17.2 Any subsidiary organisation of the MAT must adhere to the agreed strategy and policies of REAch2 Academy Trust including this Scheme of Delegation and the Scheme of Delegation of Financial Powers.

17.3 In accordance with any written intra-group agreement in use within the MAT, each subsidiary is empowered to operate within its own governance framework, as set out in the separate governing documents for each subsidiary.

18 Decision Matrix

- 18.1 [Appendix A](#) sets out the various levels of governance and related delegated decision making within REAch2. This matrix is not intended to be exhaustive.

19 List of Appendices

- A) [Decision Matrix](#)
- B) [Terms of Reference for the Trust Board](#)
- C) [Terms of Reference for the Education, Standards and Performance Committee](#)
- D) [Terms of Reference for the Executive Nominations Committee](#)
- E) [Terms of Reference for the Finance & Resources Committee](#)
- F) [Terms of Reference for the Remuneration Committee](#)
- G) [Terms of Reference for the Risk & Audit Committee](#)
- H) [Terms of Reference for Cluster Boards](#)
- I) [Terms of Reference for Local Governing Bodies \(including Transition and Intervention Boards\)](#)
- J) [Terms of Reference for Delegation to the Executive from the REAch2 Trust Board](#)

Document control		
Issue	Date of issue	Description of change
Issue 1	December 2020	Initial issue and approval following change to cluster structure
Issue 2	July 2021	Trust Board first review planned
Issue 3	September 2021	Final version for 2021-22
Issue 4	July 2022	Final version for 2022-23

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20 Appendix A: Decision Matrix

Key

RASC Key	Meaning
Responsible	Those responsible for the task, who ensure that it is done
Accountable	Those ultimately answerable for the correct and thorough completion of the deliverable or task, and the one who delegates the work to those responsible.
Support	Resources allocated by responsible. Unlike consulted, may provide input to the task, support & help complete the task.
Consulted	Those whose opinions are sought

Trust Board Committees	Abbreviation in Matrix
Education, Standards and Performance	Educ
Finance and Resources	FinRes
Remuneration	RemCo
Executive Nominations	NomCo
Risk & Audit	R&A
Other Terms Used	
Chair of Governors	COG
Committees	Cmtes

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No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Directors	Cluster Board	DoE	DDoE	Headteacher	LGB
		MATTERS RESERVED FOR THE MEMBERS									
1	Trust structure	To change the name of the Academy Trust	A, R								
2		To change the Objects (which would require Charity Commission and Secretary of State consent) by special resolution	A, R	S, C							
3		To change the structure of the Trust Board	A, R								
4		To approve any changes to, and amend, the Articles of Association by special resolution	A, R	S, C							
5		To pass a resolution to wind up the Academy Trust	A, R								
6		To appoint/remove Members by special resolution	A, R								
7		To appoint/reappoint/remove Member Appointed Trustees	A, R								
8	Powers to appoint	To appoint/remove the external auditors	A, R	S, C	S, C - R&A						
		MATTERS RESERVED FOR THE TRUST BOARD									
9	Strategic matters	Define and agree the strategic aims and the MAT's charitable objectives		A, R							
10		Be responsible for the overall, strategic management of the MAT, ensuring compliance with the charitable objects and relevant legislation and that trading and other activities do not compromise charitable status.		A, R							
11		Adopt, review, amend the organisational management and control structures, processes and procedures, including management of risk required to further the aims of the MAT's objectives and protect the MAT's property		A, R							
12		Approve/ amend proposals for the delivery/ cessation/ expansion of activities and operations to further the charitable objects or changes to the MAT's activities.		A, R							

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

13		Apply charitable property to the furtherance of the MAT's objects; seeking, obtaining and considering professional advice.		A, R								
14		To change the name of the Academies		A, R								
15	Budgetary matters	Approve/ amend proposals for capital investment or expenditure, including the spending of capital from an endowment fund and making social investments; seeking, obtaining and considering professional advice.		A, R								
16		Approve accounting policies (including the policy for holding reserves).		A, R	S	S						
17		Approve a balanced budget upon recommendation from the Risk & Audit and Finance committees.		A, R								
18		To terminate a supplemental funding agreement for an Academy		A, R								
19		Approve/ reject proposals for the acquisition/ disposal of land/ buildings, or change in its use, following the receipt and consideration of professional guidance and subject to ESFA agreement. Approve proposals to dispose of other assets.		A, R	S	S						
20		Approve fundraising and income generation programmes, including service delivery contracts		A, R								
21		Approve arrangements for a loan, overdraft (the trust must avoid becoming overdrawn on any bank accounts) or other borrowing, subject to ESFA agreement.		A, R								
22		Agree and review the investment strategy, in line with relevant policies.		A, R								
23		Write off debts and assets or enter into guarantees, indemnities and letters of comfort (subject to £250K ceiling), seeking ESFA approval if sum exceeds 1% annual income or £45,000 or 2.5% or 5% of annual income cumulatively.		A, R								
24		Approve and appoint the MAT's professional advisers and consultants and determine their remuneration.		A, R								

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

25		Decide on the number, purpose and mandates of bank and building society accounts and other deposit accounts.		A, R								
26		Authorise delegated powers and limitations to the Chief Executive and other members of the senior leadership team where appropriate.		A, R								
27		Make decisions relating to court proceedings against or on behalf of the MAT.		A, R								
28		Approve the purchasing of charity trustee indemnity insurance from MAT funds where permissible.		A, R								
29		Approve novel, contentious and repercussive transactions subject to ESFA agreement.		A, R								
30		Approve the transfer of MAT property to another charity (another academy trust) with substantially similar objects.		A, R								
31		Agree changes to the MAT's pension scheme or the management of its funds.		A, R								
32		Approve changes to the corporate structure including acquisitions, mergers, disposals and the setting up of subsidiaries.		A, R								
33		Review the risk register at Trust Board at least annually. Ultimate oversight of the risk register must be retained by the board of trustees, drawing on advice provided by the Risk and Audit committee.		A, R	S - R & A							
34		Set delegated levels for contracts and agree the amount over which board approval is required.		A, R								
35	Regulation, control and governance	Make recommendations to MAT Members to change the name and change/amend the MATs Articles of Association, subject to the approval of members and the Charity Commission if it represents a 'regulated alteration'.		A, R								

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

36		Approve, amend, suspend Standing Orders for the Board and committees and a Schedule of Matters Reserved for Decision by the Board.		A, R								
37		Approve a Scheme of Delegation of powers from the Trustee Board to committees, including cluster board and local governing bodies		A, R								
38		Establish/ review/ amend terms of reference and reporting arrangements of all committees of the Board, including local governing bodies, cluster boards and ad-hoc committees.		A, R								
39		Approve and review regularly the procedures for urgent decision making (including use of Chair's Action and calling meetings with short notice periods).		A, R								
40		Ratify urgent decisions taken by the Chair or Chief Executive/Executive Directors under delegated authority.		A, R								
41		Require and receive declarations of trustee and committee member and senior staff interests that may conflict with those of the Trust and determine the manner in which such conflicts will be managed.		A, R								
42		Approve and regularly review any financial authorisation limits that form part of the Scheme of Delegation and approve the Scheme of Delegation of Financial Powers		A, R								
43		Seek approval from ESFA in advance for any related party transactions		A, R								
44		Approve arrangements for dealing with complaints.		A, R								
45		Ratify/reject instances of failure to comply with standing orders (bye laws).		A, R								
46	Appointments, remuneration and discipline	Appoint/ elect a Chair and Vice Chair of the Board in accordance with the Articles.		A, R								

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

47		Appoint and dismiss committees, such as the Finance and Audit committees (as required by the Academy Trust Handbook) and individual committee members that are accountable to the board.		A, R								
48		To appoint Chairs of the following Trust Board committees: Education, Standards and Performance Finance & Resources, Remuneration, Executive Nominations and Risk & Audit		A, R								
49		Appointments to/ removals from subsidiary and joint venture organisation Boards.		A, R								
50		To appoint/reappoint/remove co-opted Trustees		A, R								
51		Put in place effective procedures for succession planning for the Board.		A, R								
52		Appoint, support, supervise, appraise and if necessary, dismiss the Chief Executive.		A, R								
53		Appoint in writing an Accounting Officer		A, R								
54		Appoint a Chief Financial Officer (or equivalent job title)		A, R								
55		Appoint a Clerk (or company secretary/governance professional) to the Trust Board		A, R								
56		Consider, approve, or reject proposals from the Remuneration Committee regarding salary and benefits of the Chief Executive and other members of senior leadership staff, where appropriate.		A, R								
57		Approve ex gratia payments, including severance payments, of over £50,000 subject to ESFA agreement.		A, R								
58		Agree procedures for evaluating Board, trustee and committee effectiveness.		A, R								
59		Consider and decide on any proposal to remunerate a trustee or related party, subject to the restrictions in the MAT's Articles and the requirements of the Charities Acts and/or any ESFA approval required for related party transactions.		A, R								
60		Appoint a SEND lead trustee		A, R								

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

61		Appoint at least one trustee whom staff can contact to report any concerns under whistleblowing procedures		A, R							
62		Appoint a safeguarding lead trustee		A, R							
63	Audit and reporting arrangements	Make recommendations to the members to appoint, review and remove the external auditors in line with legal and funding requirements and those in the articles, on the recommendation of the Risk and Audit Committee.		A, R	S - R & A						
64		Approve remuneration of external auditors in line with legislation and the requirements of the MAT's articles, on the recommendation of the Risk and Audit Committee.		A, R	S - R & A						
65		Approve the appointment of external auditors to subsidiaries (where relevant) and remuneration, following recommendation by the subsidiary Board.		A, R							
66		Receive and note the annual management letter from the external auditors, review the response by the Trust's leadership team; agree the proposed course of action, taking into account any recommendations from the Risk and Audit Committee.		A, R	S - R & A	S					
67		Approve the MAT's annual accounts and Trustees' Annual Report including governance statement following recommendation of the Risk and Audit Committee. Present the annual report and accounts to the Members at the AGM.		A, R	S - R & A	S					
68		File the annual report, accounts and annual return and any serious incident reports (if applicable) with the appropriate regulators.		A, R		S					
69		Establish, maintain and retain appropriate financial reporting arrangements and records and approve any significant changes in accounting policies or practices.		A, R							
70		Approve the appointment of the internal audit function following any recommendation from the Risk and Audit committee.		A, R	S - R & A						
71		Hold an annual general meeting for members		A, R							

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

72		To appoint, reappoint and remove of co-opted trustees		A, R							
73		Receive and approve the Trustee annual report and audited accounts		A, R							
74		Ensure timely returns to the ESFA, including any statements pertaining to financial statements, changes to members, trustees, cluster board non-executive representatives and local governors, land and buildings returns, governance self-assessments (for new academies joining the trust).		A, R							
75		Maintain an up-to-date register of people with significant controls (PSC).		A, R							
76	Policies	Approve the schedule of policy delegations and establish/ review/ amend/ approve key organisational policies that require trustee approval (including Whistleblowing, Conflicts of Interest, Admissions and Safeguarding policies) in accordance with the approved policy schedule at Appendix C.		A, R							
77	Monitoring	Receive and review such reports as the Board requires from committees and individuals with delegated powers.		A, R							
78		Receive and review such reports from members of the MAT's staff pertaining to the educational and associated activities of the organisation in furtherance of the charitable objects.		A, R							
79		Receive and review reports from the finance function on the financial performance of the MAT against agreed budgets and strategy in accordance with the requirements in the Academy Trust Handbook.		A, R							
80		Receive and review reports from the Chief Executive pertaining to meeting the MAT's goals as agreed in the strategic and business plans.		A, R							

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

81		Receive and review an annual report from the Risk and Audit Committee on the committee's conclusions and recommendations following the committee's oversight of external audit and ensure this report is provided to the MAT's members.		A, R							
82	Board expenses	To set up and approve Trustee expenses in accordance with the Trust Conflict of Interest policy		A, R (Chair)		S					
83		To approve any expenses claimed by the Chair of the Trust Board		A	R - Chairs of R&A and FinRes Cmtes	S					
84	Reserved matters	To do any other act which the Funding Agreement expressly reserves to the Trust Board or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it)		A, R							
85		To do any other act which the Articles expressly reserve to the Trust Board or to another body		A, R							
86		To do any other act which the Trust Board determine to be a Reserved Matter from time to time.		A, R							
		CENTRAL SERVICES									
87	Central services scope and value	To determine the scope of mandatory core services to be delivered by the central team on behalf of its Academies		A		R					
88		To identify those additional services to be procured on behalf of individual academies		A		R				C	
89		To ensure centrally procured services provide value for money		A		R				C	
		FINANCE									
90	Powers to appoint: financial services	To appoint the internal auditor(s)		A	R - R&A	R					

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

91	Financial strategy	To develop a financial strategy for the Academy Trust and consider policies, procedures or plans required to realise such strategy		A	R - FinRes	S, C					
92		To consider the Academy Trust's indicative funding, once notified by the ESFA, and to assess its implications for the Academy Trust, in consultation with the CEO and the Finance Director, in advance of the financial year, drawing any matters of significance or concern to the attention of the Trustees		A	R - FinRes	S, C					
93		To promptly notify the Trust Board of all financial matters of which the Committee has knowledge and which may materially affect the current or future position of the Academy Trust		A	R - FinRes	S, C					
94		To determine the proportion of the overall Academy budget to be delegated to individual Academies		A, R	S,C	S, C					
95		To approve the annual budget for the Trust and approve any significant changes to that budget		A, R	S,C	S, C					
96		To oversee preparation of the annual financial statements by the executive, for review and approval by the full board		A	R - FinRes	S, C					
97		To examine and review new Trust wide initiatives for financial development, including fundraising		A	R - FinRes	S, C					
98		To oversee significant investment and capital financing decisions, liaising with the Estates and Free Schools Committee on the latter		A	R - FinRes	S, C					
99		To advise generally on the provision of resources and services to the Academy Trust		A	R - FinRes	S, C					
100		To ensure the Academy Trust's commercial and fundraising activities are carried out effectively, noting that the Estates and Free Schools Committee will lead on this in relation to capital funding		A	R - FinRes	S, C					

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

101	Monitoring financial position	To monitor and review income and expenditure on a regular basis and ensure compliance with the overall financial plan for the Academy Trust, drawing any matters of concern to the attention of the Trust Board		A	R - FinRes	S, C	S	S	S	S	S
102		To receive and review the management accounts six times		A, R		S					
103		To monitor any variances from the Trust budget and ensure the ESFA is notified as required		A	R - FinRes	S, C					
104		To consider and recommend acceptance/non-acceptance of the Academy Trust's budget to the full board of Trustees		A	R - FinRes	S, C					
105		To liaise with and receive reports from the Education, Standards and Performance Committee, the Finance & Resources Committee, the Remuneration Committee, the Executive Nominations Committee and the Risk & Audit Committee to make recommendations to those committees about the financial aspects of matters being considered by them			A, R - FinRes	S, C					
106	Financial controls	To approve the financial scheme of delegation		A	R - FinRes	S, C					
107		To ensure proper financial controls are in place		A		R	S	S	S	S	S
108		To comply with the Trust Financial Scheme of Delegation		A, R		R	R	R	R	R	R
109		To approve spends within the limits set in the Financial Scheme of Delegation and at the appropriate level		A, R	R - FinRes	R	R	R	R	R	R
110		To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis		A	R - FinRes	S, C					
111	Cluster finances	To recommend the annual budget for the Academy for submission to the Cluster Board		A					C	S	R
112		To receive and scrutinise the submitted academy budgets in the cluster for recommendation to the Trustees' Finance Committee		A			R		S		

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

113		To receive recommended Academies' budgets from the Cluster Boards for approval		A	R - FinRes	S, C	S	S	S	S	S
114		To monitor the financial performance of the Academies against approved budgets within the cluster		A			R		S		
115		To consider any variances on delegated budget reported by the LGBs for approval and reporting to the Trust Board		A			R		S, C	C	C
116	School specific finance	To monitor the income, expenditure and cash flow of an Academy		A						S	R
117		To ensure any variances from the budget are reported to the Cluster Board		A					S	S	R
118		To ensure proper financial controls are in place at the Academy		A					S	S	R
119		To ensure provision of free school meals to those pupils meeting the criteria		A						S	R
120		To open Trust bank accounts		A		R					
121		To ensure the preparation of the annual budget for the individual Academy with the assistance of relevant staff		A						R	
122		To monitor and report on the income, expenditure and cash flow of the Academy		A						R	S, C
123		To prepare monitoring reports for the LGBs								A, R	
		CONTRACTS									
124	Trust-wide procurement /contracts	To approve any service contracts for Trustees	A, R								
125		To review opportunities for collaborative procurement at cluster level		A			S, C		R	C	C
126		To set the delegated levels of authority for contracts		A		R					

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

127		To ensure compliance with regulations regarding Related Party Transactions as set out by the ESFA in the Academies Trust Handbook and Trust policy and procedure		A, R		R	R	R	R	R	R
128		To enter into and approve contracts up to the limits of delegation, within an agreed budget as detailed in the financial scheme of delegation as per their role in the organisation		A		R	R	R	R	R	R
129	School level contracts	To make payments within agreed financial limits as per their role in the organisation		A		R		R	R	R	R
130		To support the Trust Board in its monitoring and evaluation of the delivery of any central services/functions provided/procured by the Academy Trust.		A	R - R&A	R	S	S	S	S	S
		EDUCATION, CURRICULUM AND STANDARDS									
131	Trust standards/educational performance	To receive an annual report from the Trustees and the CEO on standards	A	S		R		S, C			
132		To ensure that the highest possible educational standards and provision are set and maintained across the Academy Trust		A	R - Educ	S, C	S	S, C	S, C	S	S
133		To advise the Trust Board with respect to targets for student achievement across the Academy Trust		A	R - Educ	S		S, C	C		
134		To receive a termly report from the Executive Team regarding standards and performance of the Academy Trust against key performance indicators		A	R - Educ	S, C		S	S		
135		To identify any areas of concern in respect of standards and performance and to implement an action plan with the Executive Team		A	R - Educ	S, C		S, C	C		
136	Self-evaluation and quality assurance	To ensure that effective processes are in place for the quality assurance and self-evaluation of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Academy Trust		A	R - Educ	S, C	C	S, C	C		

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

137		To support the Chief Executive Officer in the creation, implementation and monitoring of the Academy Trust's self-evaluation development plan and any post-Ofsted action plan	A	R - Educ	S, C		S, C	C		
138		To receive on a regular basis a Trust wide report on exclusion data	A	R - Educ	S, C		S	S	S	
139	Curriculum	To ensure that the Academy Trust's curriculum is balanced and broadly based	A	R - Educ	S, C		S, C	C	C	
140	School operations	To approve the dates of schools terms, holidays and Trust-wide CPD days	A		R					
141		To set the times of school sessions and extended activities						C	A, R	C
142		To ensure that the school meets the statutory requirement for sessions in a school year (380 for children, 390 for school staff)	A					C	S, C	R
143		To ensure that effective arrangements are in place across the Academy Trust for pupil support and representation, for monitoring pupil attendance and for pupil discipline	A	R - Educ	S, C	S	S, C	S, C	S	S
144	Cluster level monitoring: KPIs	To review Key Performance Indicators (KPIs) across the cluster for identification of any areas of concern for referral to the Trustees	A			R	S	S, C		
145		To hold the Deputy Director of Education to account for educational performance in the cluster	A			R	R, S, C			
146		To support in aiding the Academies to self-evaluate accurately and therefore be prepared for any future inspections	A			R	R, S, C	S, C		
147	School specific education performance	To approve the curriculum proposed by the Headteacher (to the extent that it is consistent with the Trust-wide policy)	A				C	C	S	R
148		To ensure effective processes are in place for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Academy	A				C	S	S	R
149		To develop, monitor and approve the Academy Development Plan in tandem with the Self-Evaluation Form	A					S	S	R

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

150		To propose targets for pupil achievement						C	R, A	
151		To agree targets for pupil achievement	A				C	R	S, C	
152		To provide oversight of the target setting for pupil achievement and progress by the Headteacher and monitor against targets	A				S	R	R	R
153		To provide regular reports on educational performance and progress at the academy as required	A					S, C	R	
154		To be responsible for standards of teaching at academy level	A					S, C	R	S, C
155		To hold headteacher to account for educational standards using academy and Trust KPIs, targets and other relevant measure	A				S	R		S, C
156		To decide to offer additional activities and services. To decide what form these should take and ensure effective delivery	A					S	R	S
157		To ensure the curriculum is delivered at the Academy including compliance with any funding agreement requirements	A					S	R	S
158		To make provision for a daily collective act of worship	A					S	R	
159		To prepare a draft Academy Development Plan and/or appropriate improvement plan for approval by the LGB	A					S, C	R	C
160		To monitor progress against the agreed Academy Development/Improvement Plan					S	R	R	R
		SEND	A							
161	Trust oversight of SEND	To ensure compliance with the Disability Discrimination Act requirements across the Trust	A		R		S	S		
162		To receive a report and scrutinise SEND provision across the Trust	A, R		S, C		S	S		
163	Cluster oversight of SEND	To review KPIs in relation to SEND across the cluster for identification of any areas of concern for referral to the Trustees	A			R	S	S, C		
164		To provide oversight of the implementation, compliance and effectiveness of SEND strategies at cluster level	A		R		S	S		

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

165	Local oversight of SEND	To provide oversight of the implementation, compliance and effectiveness of SEND strategies at academy level		A					S	S, C	R
166		To designate a teacher to be responsible for co-ordinating SEND provision		A						R	
167		To liaise with the local authority in respect of students who have (or might have) SEND		A						R	
168		To make provision for SEND pupils with or without a statement or Education, Health and Care plan		A					C	R	
169		To ensure compliance with the Disability Discrimination Act requirements within the Academy		A					C	R	
		SAFEGUARDING									
170	Trust level monitoring	To receive and scrutinise reports on safeguarding arrangements and trends across the Trust on a regular basis		A	R - R&A	S, C			S		
171	Cluster level monitoring: safeguarding concerns	To review safeguarding across the cluster for identification of any areas of concern for referral to the Trustees		A			R	S	S, C		
172	School level monitoring	To ensure the completion of the single central record and its regular up-dating in accordance with Trust policy and legal requirements		A					C	R	S
173		To receive and scrutinise reports on safeguarding arrangements, trends and concerns in the academy								R	A
174	School level actions	To adopt monitor and ensure the implementation of any safeguarding and child protection policies and procedures plus advice and audits from the central trust safeguarding team at the academy		A						S, C	R
175		To appoint a designated member of staff from the leadership team as designated safeguarding lead to ensure the role is compliant with statutory guidance								R	A

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

176		To appoint a designated teacher to support looked after children and to ensure the role is compliant with statutory guidance		A						R	
177		To ensure appropriate risk assessments are completed and approve off-site visits for pupils of more than 24 hours		A					S, C	R	C
178		To ensure appropriate risk assessments are completed and approve visits abroad for pupils.		A					R	S, C	C
		BEHAVIOUR									
179	Trust level monitoring	To receive and scrutinise reports on patterns and trends of behaviour incidents across the Trust		A, R		S, C		S, C	S, C		
180	Cluster level monitoring	To receive and scrutinise reports on patterns and trends of behaviour incidents in the cluster		A			R	S, C	S, C	S, C	
181	Local oversight of behaviour	To monitor implementation of the schools behaviour policy and ensuring that interventions are appropriate and effective		A						S, C	R
182	Exclusions	To review the use and understand any patterns in the use of exclusions across the Academy Trust		A, R		S, C		S, C	S, C		
183		To exclude a pupil for a fixed term or permanently		A					C	R	
184		To convene a committee to review any exclusion of a pupil in keeping with national guidance		A					C	S, C	R
		ADMISSIONS									
185	Admissions arrangements	REACH2 to undertake consultation, publish admissions, appeals and supplementary information as required in accordance with the School Admissions and Appeals Codes.		A	R- Educ	S, C					
186		To adopt Trust admissions policies and supplementary information, provide oversight of and support of the implementation of the admissions arrangements for the individual academy		A					S	S	R
187		To act as the admissions authority and provide advice and support as appropriate on matters of admissions		A		R		S, C	S		

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

188		To ensure that the impact of any proposed changes, in light of Trust requirements, to an Academy's admission arrangements are considered in the cluster		A			C	S, C	R		
189		To determine the schools PAN		A		R		S, C	S, C	S, C	S, C
190	Recruitment and marketing	To ensure effective arrangements are in place for pupil recruitment		A			S	S	C	R	S
191	Admissions appeals	To provide direction to the LGB as to requirements under the School Admissions and Appeals Codes		A					C	R	
192		To procure and quality assure arrangements for hearing admission appeals on an annual basis in line with Trust guidance		A					S	S	R
193		To ensure participation in the fair access protocol		A						R	
		OTHER PUPIL RELATED MATTERS									
194	Complaints	To receive information on, and review the level, of complaints across the Academy Trust		A, R				S			
195		To investigate complaints at the relevant stage		A		R			S	R	R
196		To liaise with the Headteacher over exceptional bans from the premises of any persons, ensuring that the relevant protocol is adhered to		A					S, C		R
197		To apply the protocol for exceptional banning of persons from school premises, in close consultation with Local Governors		A					S	R	C
198	Attendance	To receive and review a report from the headteacher on attendance and pupil absences (as part of the KPIs)		A					S	S	R
199		To monitor the levels of attendance in the Academies		A		R		R	S		
200		To maintain a register of pupil attendance		A						R	
201	Statutory grants	To monitor the impact of the pupil premium in the Academy		A					C	S	R
202		To monitor the impact of other ring fenced grants such as the PE and Sports Premium in the academy		A					C	S	R

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

203		To monitor the impact of the pupil premium and other ring fenced grants across the Academy Trust		A		R					
204		To ensure effective deployment of the Pupil Premium and to monitor its impact in the academy		A					C	R	S
205	Pupil voice	To ensure effective arrangements are in place for pupil support and representation at the Academy		A					C	R	S
206	Communications with parents/home	To review and maintain home-Academy agreements		A						R	S
207		To ensure effective arrangements are in place for parent and other key stakeholders voices to be heard		A					C	R	R
		HR & STAFFING									
208	Trust powers of appointment	To determine the remuneration and terms and conditions for the CEO		A	R- RemCo						
209		To determine the remuneration and terms and conditions for the Executive Directors			A	R					
210		To appoint, suspend and dismiss the Executive Directors (excluding the CEO) acting through a committee and in consultation with the CEO		A		R					
211		To conduct the performance management review of the Trust Company Secretary, Clerk to the Trust Board and or appointed governance professional		A, R		S, C					
212		The appointment, removal and performance management of the Directors of Education		A, C		R	C				
213		The appointment, removal and performance management of the Deputy Directors of Education		A		C, S	C	R			
214	HR Strategy	To consider, determine and keep under review any strategies for human resources and organisational development		A	R – All Cmtes	S, C		S, C			

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

215	Management /organisational structures	To determine the senior leadership and non-teaching structures for each Academy		A				S, C	R		
216		To consider the details of organisational restructuring programs following any necessary approvals in principle by the Trust Board		A	S, C - FinRes	R		S, C			
217		To consider the details of school restructuring programs following any necessary approvals at Director level				A		S, C	R		C
218		To approve dismissal payments/early retirement/settlement agreements that would be greater than the equivalent of notice period remuneration (eg 3m pay / pension / holiday) but less than £50,000				A, R		S, C	S, C		
219		To approve dismissal payments/early retirement/settlement agreements that would be upto the equivalent of notice period remuneration (eg 3m pay / pension / holiday) but less than £50,000				A, R, S, C		R, S, C	R, S, C	R, S, C	
220		To appoint, suspend and dismiss members a Director/Head of Service (excluding the Executive Directors and as otherwise reserved to the Trustees)		C		A, R					
221	Consultation	To consider, determine and keep under review effective arrangements for consultation with staff as a whole and for negotiation and consultation with appropriately recognised Trade Unions and/or other representatives		A	R - RemCo	S, C				S	
222		To undertake the role of the disputed resolution panel to consider appeals against the Chief Executive Officer or Academy Trust decisions		A	R – R&A						
223	Equality and diversity	To ensure effective measures are in place to promote equality, diversity and inclusion in employment		A, R		R	R	R	R	R	R
224	Recruitment	To develop strategy in all matters relating to the recruitment, reward, retention, motivation and development of the Academy Trust's staff		A	C - RemCo	R	S, C	S, C	S, C	S, C	S, C

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CORPORATE GOVERNANCE PROCEDURES

225		To participate in the process to appoint the Headteacher as requested by the Executive Team (acting with the delegated authority of the Trust Board)		A		C	C, S	C, S	R		C
226	Remuneration	To consider and keep under review a framework or policy for the remuneration (including pension arrangements), benefits, incentives, service agreements, termination payments and compensation commitments of the Chief Executive Officer and such other members of the Executive Team as the Trust Board shall from time to time direct to ensure compliance with regulatory and legislative requirements.		A	R - RemCo	S - CEO					
227		To 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, including new appointments, 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 Academy Trust and its progress towards fulfilling its objectives			A, R - RemCo						
228		To seek benchmarking data for the remuneration, benefits and incentives paid to executives and directors in comparable employment within the wider public and commercial sectors		A	R - RemCo						
229		To consider the outcome of every appraisal of the performance of the Chief Executive Officer and such other executive directors as the Board shall from time to time direct		A	R - RemCo						
230		To discuss, review and approve the pay structure for employees below Executive level.		A	S, C - RemCo	R					
231		To approve annual changes to Headteacher pay, based on recommendations from DDoEs and with input from Local Governing Bodies		A		C		R	C		C

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CORPORATE GOVERNANCE PROCEDURES

232	Performance management	To appoint, suspend, dismiss and conduct performance management of central team members		A		R		S			
233		To monitor and review staffing changes across the Academy Trust		A	S, C – R&A and Educ	R					
234		To conduct the performance management of Headteachers		A			C	S, C	R		S, C
235		To conduct the performance management of staff in the Academy		A					S, C	R	
236		To appoint, suspend and dismiss and conduct performance management of the Headteachers		A		R		S, C	S, C		
237		To determine staffing requirements within each Academy and budget		A					S, C	R	
238		To appoint, suspend and dismiss and conduct performance management of teaching and support staff		A					S, C	R	C
239		To approve applications for early retirement, secondment and leave of absence at school level		A					S, C	R	C
240	Reporting and Audit	To produce and publish the end of year certificate (FRS102)		A		R					
241		To produce and publish annual reports on Gender pay gap, anti slavery statement, trade union facility time, apprenticeships and teachers' pay progression		A	S – R&A	R					
		INFORMATION MANAGEMENT AND COMMUNICATION									
242	Data protection legislation	To ensure compliance with all data protection legislation and good practice across the Trust Central Services Team		A		R		S	S		
243		To ensure compliance with all data protection legislation and good practice in the Academy		A					S	R	S
244		To ensure registration with the Information Commissioner's Office is up to date.		A		R					
245		To support the individual academies on the effective safe storage of data acting through the Trust DPO		A		R			S	S	

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CORPORATE GOVERNANCE PROCEDURES

246		To maintain a central record of FOI, SAR, EIR and data breaches across the Trust		A		R		S	S	S	
247		To respond to FOI, SAR and EIR at the academy level, seeking Trust support where needed		A		S			S	R	S
248		To respond to FOI, SAR and EIR at the Trust level seeking appropriate support where needed		A		R		S	S	S	
249	Record keeping	To maintain accurate and secure staff records for the central team		A		R					
250		To maintain accurate and secure pupil and staff records for the academy		A						R	
251	Publication of information	To ensure the publication of statutory Academy information, including keeping web pages up to date, at the academy level		A					S	R	S
252		To ensure the publication of statutory Academy information, including keeping web pages up to date, at the Trust Level		A		R					
		ESTATES									
253	Estates strategy	To prepare, review and maintain an estates and accommodations strategy and asset management planning arrangements		A	R - FinRes	S, C					
254		To ensure that the operation and asset management and planned maintenance of the Trust's estate, is delivered appropriately		A	R - FinRes	S, C					
255	Capital funding	To ensure that capital requirements are taken into account in the development, implementation and review of any Trust policies, programmes for reserves and investment and funding decisions, working closely with the COO and Finance service area		A	R - FinRes	S, C					
256		To identify, initiate, consider and keep under review the fullest range of external sources and avenues for capital funding and to ensure an appropriate pursuit by the executive of options with the best potential		A	R - FinRes	S, C					

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CORPORATE GOVERNANCE PROCEDURES

257	Quality assurance	To scrutinise and review the estates teams' role in terms of reporting into the Health, Safety and Wellbeing function along with the expedient resolution of estates related health and safety defects and/or implementation of appropriate risk control measures.		A	R - FinRes	S, C					
258		To ensure that effective processes are in place for the quality assurance of the Executive's work on Estates and capital management, identifying any areas of concern or untapped potential and overseeing appropriate planning and action by the Executive Team		A	R - FinRes	S, C					
259	Estates compliance, housekeeping and term maintenance	To conduct site inspections to review any compliance issues and the security of premises and equipment		A		R			C	S,C	C
260	Accessibility	To develop, agree and monitor an accessibility plan on a school by school basis		A					S	R	C
		FREE SCHOOLS AND PROJECTS									
261	Due Diligence	To review and provide views to the Trust Risk & Audit Committee on any proposal for schools to join the cluster, including on the due diligence report from the Executive team.		A	C	S, C	R	S, C	S, C		
262	Free schools	To ensure that the Free Schools programme is delivered appropriately that aligns with Trust policy and strategy and meets end-user requirements		A	R - FinRes	S, C					
		HEALTH, SAFETY AND WELLBEING									
263	Health and safety: operations	To conduct site inspections to review any health and safety issues and the security of premises and equipment		A						R	S
264		To monitor the accident book and agree appropriate actions		A						R	
265		To ensure that health and safety regulations are followed across the Trust		A		R			S		

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CORPORATE GOVERNANCE PROCEDURES

266		To ensure that health and safety regulations are followed at a local level		A					S	R	
		POLICY (see Trust Policy Tracker for individual policy document delegations and responsibilities)									
267	Policies	To prepare Trust wide policies		A		R					
268		To approve non-statutory Trust policies		A	R (all cmtes)	R					
269		To approve statutory Trust Policies		A, R	R (all cmtes)	S					
270		To ensure implementation and monitor effectiveness of policies across the Trust		A, R	R (all cmtes)	R	S	S	S	S	S
271		To monitor the effectiveness of Trust policies in the cluster		A			R	S	S	C	C
272		To implement Trust policies at an academy level		A					S	R	
273		To adopt and monitor the implementation and effectiveness of statutory Trust policies at school level		A					S	R	R
274		To prepare and implement, subject to LGB approval if appropriate, non-statutory school level policies		A						R	A, R
275		To adopt and monitor the implementation and effectiveness of non-statutory school level policies		A						R	A, R
		GOVERNANCE									
276	Trust Board	To maintain a register of pecuniary and business interests for the Trust Board, Cluster Boards and Members		A		R	S				
277		To maintain a register of pecuniary and business interests for the Trust Executive Directors		A		R					
278		To engage and seek the views of key stakeholders and other appropriate groups as required		A, R		S					
280		To approve the disbanding of an LGB and its replacement with an Intervention Board for an agreed period of time and to agree the re-establishment of an LGB		A	R - Educ	S, C	C		C		

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CORPORATE GOVERNANCE PROCEDURES

281		To approve the cessation of a Transition Board and establishment of an LGB		A		S, C	R		S, C		
282		To receive reports on, and monitor the effectiveness of any Intervention/Transition Boards across the Trust		A, R	R - R&A and Educ	S, C	S, C	S, C	S, C	C	
283	Cluster boards	To appoint members of either an Intervention of Transition board		A		S, C	R	S, C	S, C		
284		To appoint the chair of an intervention/transition board		A		S, C		S, C	S, C		R
285		To receive reports on, and monitor the effectiveness of any Intervention/Transition Boards in the cluster		A			R	S, C	S, C	C	
286		To appoint/remove Cluster Board Non-Executive Representatives		A		R					
287		To remove the Chair and/or Vice Chair of the Cluster Boards		A		R	S, C	S, C			
288		To elect the cluster board chair and vice chair on an annual basis or as required		A			R				
289		To appoint/remove LGB Trust Appointed governors		A			R			C	C
290		To prepare, implement and maintain a cluster development plan		A			C	C	R	C	
291		To approve and monitor the implementation of a cluster development plan		A			R	S, C	S, C		
292		To provide cluster overview, scrutiny and to challenge the performance of cluster LGBs		A			R	S, C	S, C		
293		To ensure there is effective communication between the Trustees and the cluster LGBs		A		S	R	S, C	S		
294		To have link Non-Executive Representatives assigned to each cluster LGB					A, R		S		
295		To engage and seek the views of stakeholders and other appropriate groups within the Cluster as required		A			R	S	S		
296		To hold the Deputy Director of Education to account for the development and delivery of a cluster development plan / Self Evaluation Framework		A			R	S, C			

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CORPORATE GOVERNANCE PROCEDURES

297		To employ/remove a clerk to the cluster board		A		R	C				
298	LGB	To appoint LGB parent, staff and co-opted governors		A					S	S	R
299		To elect the LGB chair and vice chair on an annual basis or as required when vacancies arise		A							R
300		To remove the Chair and/or Vice Chair of the LGB		A, R		S, C	C	S, C	S, C	C	
301		To take decisions in urgent matters arising outside of meetings and when meetings can't be called in a timely manner to determine as a full board								S, C	A, R - COG
302		To appoint LGB governors with link roles for safeguarding and SEND and/or other roles as determined by the LGB								C	A, R
303		To determine the development needs of governors and provide access to appropriate programmes								S	A, R
304		To employ/remove a clerk to the LGB								S	A, R
305		To champion the REAch2 vision and values in the Academy and to ensure the spiritual wellbeing of the pupils								S	A, R
306		To determine the educational character, mission and ethos of the Academy reflecting the wider character, mission and ethos of the Trust								S	A, R
307		To ensure that the school has a medium to long-term vision for its future, which complements the long-term vision of the Trust, and a robust strategy for achieving it								S	A, R
308		To implement a means whereby the Academy can receive and react to pupil, parental, local community and staff feedback.							S	S	A, R
309		To maintain a register of local governors and SLT members business and pecuniary interests								S	A, R
		RISK, AUDIT AND RISK MANAGEMENT									

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CORPORATE GOVERNANCE PROCEDURES

310	Audit arrangement s: external audit	To consider the appointment of the external auditor, the terms of the engagement letter at the start of each audit, the audit fee and any questions of resignation or dismissal and make recommendations to the Members regarding any appointment		A	R - R&A	S, C					
311		To review and monitor the external auditor's independence, objectivity and the effectiveness of the audit process.		A	R - R&A and FinRes	S, C					
312		To discuss with the external auditor before the audit commences the nature and scope of the audit		A	R - R&A and FinRes	S, C					
313		To review the annual financial statements on behalf of the Trust Board making recommendations on their approval or otherwise		A	R - FinRes and R&A	S, C					
314		To keep under review the external auditor's management letter and the management's response		A	R - FinRes and R&A	S, C					
315		To discuss problems and reservations arising from the audit and any matters the external auditor may wish to discuss		A	R - FinRes and R&A	C					
316	Audit arrangement s: internal audit	To approve the annual programme of work for the internal audit scrutiny		A	R - R&A	S, C					
317		To act as the body to whom internal audit reports on the internal audit function and to discuss any issue that internal audit may wish to raise		A	R - R&A	S, C					
318		To review the internal audit function, consider the major findings of internal audit investigations and the management's response, and ensure co-ordination between the internal and external auditors		A	R - R&A	S, C					
319		To receive a short annual summary from the internal auditor for each year ended 31 August outlining the areas reviewed, key findings, recommendations and conclusions		A	R - R&A	S, C					
320		To keep under review the effectiveness of internal control systems		A	R - R&A	S, C					

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CORPORATE GOVERNANCE PROCEDURES

321		To receive summary audit reports concerning issues raised in responsible office audits in the cluster		A			R		S		
322		To receive responsible officer audits and monitor implementation of recommendations at an academy level		A					S	S, C	R
323	Value-for-money	Maintain oversight of the value-for-money framework and receive short annual summary on the achievement of value-for-money for each year ended 31 August		A	R - R&A	S, C					
324	Risk management framework	To review risk management framework and maintain a risk register for the Trust		A	R - R&A	S, C		S			
325		To identify, quantify and devise systems to minimise the major risks affecting the Academy Trust		A	R - R&A	S, C		S			
326		To ensure that appropriate types and level of insurance are in place across the Trust		A		R					
327	Risk management : policy	To review the action and implementation of risk management policy across the Academy Trust		A	R - R&A	S, C		S			
328	Risk profile	To consider the Academy Trust's risk profile relative to current and future Academy Trust strategy and identifying any such trends, concentrations or exposures and any requirement for policy change		A	R - R&A	S, C					
329	Risk regulation	To receive and review risk management and relevant regulatory information and reports		A	R - R&A	S, C		S	S		
330	Trust level risk management	To review the Cluster Risk Registers, escalations and any accompanying reports and make recommendations to the Executive Team or notifications to the Trustees as appropriate.		A	R - R&A	S, C	S	S	S		
331		To receive and review the Trust Risk Register		A	R - R&A	S, C					
332		To ensure suitable mitigations and action plans are in place to address any risks identified across the Trust		A	R - R&A	S, C		S			
333		To prepare the Trust Risk Register		A		R	C	S, C			

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CORPORATE GOVERNANCE PROCEDURES

334	Cluster level risk management	To review and report on output of the risk management framework at a cluster level. Producing an approved cluster heat map and escalations for sending to the Trust Risk & Audit Committee		A			R	S, C	S, C		
335		Consider and challenge risk reporting ensuring that adequate mitigation actions are planned and are being implemented at academy level		A			R	S	S, C		
336		To hold the Deputy Director of Education to account for effective implementation of the risk management framework in the cluster		A			R	S, C			
337		To challenge LGBs and their Chairs on effective local risk identification and mitigation plans		A			R		C		
338		Identify patterns in risks across the cluster level and cluster level mitigating measures		A			R	S, C	S, C		
339	School level risk management	To identify proforma risk matters to inform the Academy specific risk registers		A						R	S, C
340		To consider material financial breaches of the agreed financial limits, review the actions taken in response and to prevent a repeat occurrence		A	R - R&A and FinRes	S, C		S			
341		To review and approve the risk register of the Academy for submission to the Cluster Board		A				S	S	S	R
342		To prepare the risk register for the LGB having regard to the risks identified by, and feedback from, the Cluster Board and DDoE		A			C		C	R	
343		To monitor and ensure appropriate risk management strategies are in place at a local level		A				S	C	S	R
344		To ensure suitable risk assessments are prepared and appropriate actions taken at academy level		A					S, C	R	S, C
345	Business continuity	To review the effectiveness of the Trust business continuity plan, in accordance with the requirements in the Academy Trust Handbook, testing the underlying assumptions on a periodic basis		A	R - R&A	S, C					

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346		To review the effectiveness of the academy business continuity plan, in accordance with the requirements in the Academies Trust Handbook, testing the underlying assumptions on a periodic basis		A					S	R	S
347	Corporate governance	To review the procedure for detecting, and any confirmed incidents of, fraud		A	R - R&A	S, C					
348		To review reports on non-compliance in relation to the policy and procedures related to bribery and gifts & hospitality		A	R - R&A	S, C					
349		To review the Trust's policies and procedures on whistleblowing, the adequacy and security of these arrangements and ensure they are followed appropriately.		A	R - R&A	S, C					

21 Appendix B: Terms of Reference for the Trust Board

Core values

The Board of REAch2 will at all times:

- observe the highest standards of impartiality, integrity and objectivity in relation to the governance of REAch2;
- act in the best interest of the of pupils of the academy trust;
- be accountable to its stakeholders and regulatory bodies for its activities;
- engage in a partnership with the Executive Team.

Expectations of REAch2 Trustees

All Trustees are required to:

- follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles" and set out in Annex 1);
- comply with:
 - the Articles of Association,
 - these terms of reference,
 - the scheme of delegation
 - the scheme of delegation to the Executive Team,
 - the conflicts of interest policy,
 - the code of practice appended at Annex 2 of these terms of reference.
- ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of REAch2;
- not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations;
- to actively promote equality, diversity & inclusion across the Trust;
- participate actively in the induction process and any relevant training.

Powers, functions and responsibilities of Trustees

The Trustees are responsible for the governance and supervision of the Academy Trust and its committees (including the Cluster Boards and the Local Governing Bodies).

The Trustees have a number of duties and responsibilities relating to the governance of the Academy Trust and its finances. In summary, the Trustees are responsible for:

- establishing the vision, mission and values for the Academy Trust;
- carrying on the Academy Trust in accordance with the objects of the Academy Trust as set out in the Articles of Association and safeguarding the assets of the Academy Trust;
- designing strategy and structure for the operation of the Academy Trust in partnership with the Executive;
- the delegation of the running of the Academies and the direction of the education, pastoral care, financial and other policies of the Academies to the Executive Team;

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- ensuring sound management and administration of the Academy Trust by the Executive Team, and ensuring that the Executive Team is equipped with the relevant skills and guidance;
- financial controls and the financial management of the Academy Trust in accordance with the provisions of the Academy Trust Handbook, which sets out in detail provisions for the financial management of the Academy Trust;
- setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust; and
- ensuring the Academy Trust and the Academies are conducted in compliance with the general law.

Accountability of Trustees

The Trustees are chiefly accountable to:

- the beneficiaries of the Academy Trust (pupils at the Academies, their parents and the local community) for the quality of education and pastoral care at the Academies, for matters of health and safety and for safeguarding and promoting the welfare of the pupils;
- the DfE, the Education and Skills Funding Agency and specifically the Secretary of State under the terms of the Funding Agreement;
- the Secretary of State (in their role as principal regulator in respect of charity matters) for operating the Academy Trust for the public benefit, for the prudent management of the Academy Trust and its financial efficiency, and for compliance with legislation including charities legislation;
- the employees of the Academy Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and
- other regulatory authorities for compliance with regulated responsibilities to which the Academy Trust and the Academies are subject.

Conducting Trustees' business

The Trustees are required to:

- act together and in person and not delegate responsibility of the Academy Trust to others;
- act strictly in accordance with the Articles;
- act in the Academy Trust's interests only and without regard to their own private interests;
- manage the Academy Trust's affairs prudently;
- not take personal benefit from the Academy Trust unless expressly authorised by the Articles or the Charity Commission; and
- take proper professional advice on matters on which they are not themselves competent.

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The Trustees should also hold the Executive Team to account. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Academy Trust.

The Trustees shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted).

The duties and responsibilities of Trustees are explained in further detail in *The essential trustee: what you need to know, what you need to do (CC3)* (Charity Commission, May 2018), the *DfE Governance Handbook* and the *DfE Competency Framework for Governance* – all of which is available on www.gov.uk.

The Trustees shall have regard to the Academy Trust Handbook, which shall be circulated to all Trustees and is also available on www.gov.uk.

Chair of Trustees

The Board shall appoint on a yearly basis an individual from among their number to act as Chair. A change of Chair will require a notification to be made to the DfE, including a Disclosure and Barring Service (DBS) application form and suitability check to be submitted via the DfE and countersigned by the Secretary of State.

The main role of the Chair is to chair meetings of the Trust Board. They also provide leadership to the Trustees and act as the main point of contact between the Trustees and the Executive Team.

Apart from any special responsibilities or powers given to the Chair in the Articles of Association (e.g. the right to chair meetings of the Trust Board and to have a second or casting vote in any case of an equality of votes at a meeting of the Trust Board), the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the CEO's appraisal) then this must be expressly delegated to him by the Board.

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the Trustees, the Chair of the Board (or the Vice Chair in their absence), in consultation with the Chief Executive Officer, shall take appropriate action on behalf of the Trust Board. The decisions taken and the reasons for urgency shall be explained fully at the next meeting of the Trust Board.

Meetings of Trustees

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There will be a minimum of three meetings of the Trustees each academic year however, if the board meets less than six times a year it will describe in its governance statement, accompanying its annual accounts, how it maintained effective oversight of funds with fewer meetings. Meetings of the Trustees shall be convened and conducted as provided by the Articles.

In determining the agenda for Board meetings and committee meetings, the Trustees will have regard to the requirement on them to:

- ensure good financial management and effective internal controls;
- comply with the Funding Agreement and the current version of the Academy Trust Handbook (or successor documents);
- receive and consider information on financial performance at least six times a year; and
- take appropriate action to ensure ongoing viability against agreed budgets.

In consultation with the Chair, the Trust appointed governance professional shall prepare an annual plan for the meetings of the Trustees.

Delegation of powers of Trustees

Trusteeship (and directorship which necessarily follows) is a personal office of trust and responsibility and this cannot be transferred to another individual. However, in order to ensure the proper management of the Academies, the Trustees are able to delegate specific tasks to assist them in carrying out their duties and obligations.

It is for the Trust Board to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (e.g. the Chair) and what will be delegated to the Executive Team. The Trustees must also consider when and from whom they should take professional advice.

In determining whether delegation is appropriate, the Trustees will have regard to the following principles:

- non-executive powers must be exercised by the Trustees personally and may not be delegated;
- except when it is impracticable to do so, executive powers should be delegated to the Chief Executive Officer and Chief Operating Officer, who may authorise further delegation; and
- every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

The Trustees must not delegate any of the Matters Reserved as detailed in the scheme of delegation decision matrix.

Delegation can be made to:

- Board committees including the following committees:

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- Remuneration,
- Nominations,
- Finances and Resources
- Risk and Audit and
- Education, Standards and Performance.
- the Cluster Boards;
- the LGBs, including Transition and Intervention Boards at a local level;
- any individual Trustee;
- the Executive Team (which in turn may delegate to further individuals).

Stakeholder voices

Trustees are asked to have regard to the voices of their various stakeholders and to put in place arrangements to receive feedback and to respond appropriately. This shall include the following, as they are involved in other elements/tiers of trust governance and more broadly:

- a) Pupils
- b) Parents
- c) Staff.

Risk management

The Charities Statements of Recommended Practice ("the SORP") set out requirements for reporting on the risks to a charity.

The Trustees' report therefore must include a description of the principal risks and uncertainties facing the Academy Trust and any subsidiary undertakings, as identified by the Trustees. The report must also include a summary of the Trustees' plans and strategies for managing these risks. The Trustees must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management.

The Trustees are therefore responsible for:

- identifying the major risks that apply to the Academy Trust, including:
 - operational risks (employment issues, health and safety, fraud, service quality and development etc.);
 - financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.);
 - external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.); and
 - regulatory risks (compliance with legislation, changes in policies of the regulators etc.).
- making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
- making appropriate statements regarding the management of risks in the annual report.

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The Risk and Audit Committee, supported by the Executive Team, shall prepare a risk register for approval by the Trustees at least annually, along with a procedure by which the risk register shall be subject to regular review.

The management of conflicts of interest

The Companies Act 2006 imposes a statutory duty on the Trustees to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Academy Trust. The duty is to:

- a) declare the nature and extent of any interest in any matter relating to the Academy Trust; and
- b) avoid any conflict of interest between that interest and the interests of the Academy Trust.

In addition, charity law and guidance issued by the Charity Commission confers obligations on the Trustees to manage any conflict between a Trustee's duty to the Academy Trust and their own personal or business interests or for a Trustee to be influenced by conflicting duties to the Academy Trust and a third party.

Further details are set out in the Conflicts of Interest Policy with which the Trustees are obliged to comply.

Recruitment of Trustees

It is essential that the Trust Board has a proper mix of skills and experience. The Trustees must therefore be able to identify potential new Trustees in order to plan for succession, which combines continuity of experience and expertise with new ideas and energy.

The Board as a whole is responsible for ensuring that:

- the skills of any new Trustee fit in with the Academy Trust's requirements in the short, medium and longer term;
- each new Trustee is not disqualified from acting as a Trustee by any provision of the Academy Trust's Articles of Association (including the requirement that he is not disqualified as a company director or charity trustee);
- there is a system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new Chair), are completed before or as soon as practicable after a Trustee takes up position; and
- the new Trustee understands the responsibility they are taking on and consents to act as a Trustee.

Each new Trustee will be properly inducted to ensure that they understand the nature and extent of their role and responsibilities. It is the duty of a new Trustee to ensure that they are familiar with the Objects of the Academy Trust; its history and ethos and

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the nature and extent of its activities; and the content of the Academy Trust's Articles of Association and these Terms of Reference.

The Trust appointed governance professional, on behalf of the Trustees, shall provide each new Trustee with:

- the Academy Trust's Articles of Association
- the REAch2 Governance Charter
- these terms of reference
- the scheme of delegation to the Executive Team
- the Scheme of Delegation and
- the conflicts of interest policy.

New Trustees shall be required to sign the declaration set out in Annex 3.

The Trust appointed governance professional shall ensure that any appointment of a new Trustee is notified to the ESFA (via GIAS) within 14 days of the appointment and recorded at Companies House (as required under the Academy Trust Handbook).

Training and development of Trustees

The Trustees shall ensure that the Board has the skills and experience needed to perform its functions effectively. Trustees shall also be kept up to date with developments in the legal and regulatory framework in which the Academy Trust operates.

The Trustees must have in place a system for evaluating Trustees, with a view to identifying potential gaps in their skills and any requirements for training. Such evaluation shall be carried out annually.

Further Detail

For further information as to the running and organisation of the Trust Board and its meetings including details of the constitution, quorum and election of Chair and Vice Chair please refer to the Academy Trust's Articles of Association.

Annex 1 the Seven Principles of Public Life set out by the Committee on Standards in Public Life ("the Nolan Principles")

1. Selflessness

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

2. Integrity

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

3. Objectivity

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

4. Accountability

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

5. Openness

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

6. Honesty

Holders of public office should be truthful.

7. Leadership

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

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Annex 2 Trustees' code of practice

1 Introduction

This code of practice is designed to set out the conduct required of trustees in order to ensure the highest standards of integrity and stewardship.

2 General responsibilities

Trustees must *"do what [they] and [their] co-trustees (and no one else) decide will best enable the charity to carry out its purposes"* and *"make decisions solely in the charity's interests, so they shouldn't allow their judgement to be swayed by personal prejudices or dominant personalities"*. (*The Essential trustee: what you need to know* (CC3), Charity Commission, May 2018).

"The primary duty of a trustee is to carry out the function of his or her office with the utmost good faith. He or she must be impartial and mindful of the interests of the beneficiaries of the Charity and of the objects for which the Charity is established". (*Governance and management of charities*, Andrew Hind, NCVO Publications, 1995)

Trustees should listen to the view of other trustees, staff, volunteers or external advisers respectfully, taking cognisance of differences of opinion. Trustees should not cause offence to others or undermine the standing of their colleagues as a member of the Trust Board.

3 Board papers

While the board aims to conduct its business openly, it is inevitable that some matters must be confidential either for a time or always.

All matters discussed at board meetings (save for items which are clearly neither confidential nor of a sensitive nature either legally, commercially, financially or personally) should be treated as strictly confidential and should not be discussed with anyone other than those present at the meeting when the matter in question was discussed unless authorised by the board to do so. If in any doubt, trustees should contact the chair.

4 Board meetings

Open discussion and debate is actively encouraged, in which every spectrum of objective opinion is welcomed.

As Trustees must act with probity, the Board should take and consider professional advice from internal and / or from external advisers in all decision-making.

Where consensus is not achieved, decisions will be taken during board meetings by calling for a vote by those present. Trustees who abstain on, or vote against, any motion may request an appropriate note be made in the minutes.

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The Board must be accountable but delegate authority on various matters on which it is entitled to full reports as necessary.

5 Outside board meetings

Trustees should exercise restraint outside a meeting in relation to particular comments made within the Board meeting by individual members. Trustees must accept that it is inappropriate for any private or public references to "who said what", except in dialogue with other trustees.

Trustees should accept the need for care and restraint, honouring the spirit as well as the letter of the code of practice, when talking about board matters in any other forum.

6 Disagreements

Where a Trustee has a disagreement on any matter, they should raise the matter informally with the chair or through the normal procedures at a board meeting.

If not resolved, a trustee may request the matter be taken further by the chair.

If a satisfactory conclusion is not reached, the board may recommend the appointment of an independent mediator.

7 The Executive Team and the wider staff

Staff and Trustees are expected to deal with each other with respect and courtesy.

Trustees must ensure there is a clear understanding of the scope of authority delegated to the chief executive officer ("the **CEO**").

Having given the CEO delegated authority, trustees should be careful, individually and collectively, not to undermine that authority either by word or action.

Trustees delegate the management to the CEO, which includes the management of staff.

If a Trustee has concerns relating to the performance of a member of staff, they should contact the chair, who will take up the matter with the CEO.

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Annex 3 Trustee declaration on appointment

REACH2 Academy Trust (Academy Trust)

I confirm that I am willing to act as a director of the Academy Trust ("**a Trustee**"). I further confirm that I am not disqualified from so acting by virtue of any provisions of the Articles of Association of the Academy Trust, including, but not limited to, the requirement that I am not disqualified from acting as a charity trustee or director by virtue of section 178 of the Charities Act 2011 (extract included below).

Signed

Full name

Address

.....

.....

.....

.....

Date

Please sign and retain the additional copy of this document with your records.

REACH2 Academy Trust: a company limited by guarantee

Company registration number: 08452281

Registered office: Henhurst Ridge Primary Academy, Henhurst Ridge, Branston,
Burton-Upon-Trent, DE13 9SZ

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Extract from section 178 of the Charities Act 2011

178 Persons disqualified from being charity trustees or trustees of a charity

(1) A person ("P") is disqualified from being a charity trustee or trustee for a charity in the following cases—

Case A

P has been convicted of any offence involving dishonesty or deception.

Case B

P has been adjudged bankrupt or sequestration of P's estate has been awarded and (in either case)—

- c) P has not been discharged, or
- d) P is the subject of a bankruptcy restrictions order or an interim order.

Case C

P has made a composition or arrangement with, or granted a trust deed for, creditors and has not been discharged in respect of it.

Case D

P has been removed from the office of charity trustee or trustee for a charity by an order made—

- e) by the Commission under section 79(2)(a) or by the Commission or the Commissioners under a relevant earlier enactment (as defined by section 179(5)), or
- f) by the High Court,
on the ground of any misconduct or mismanagement in the administration of the charity for which P was responsible or to which P was privy, or which P's conduct contributed to or facilitated.

Case E

P has been removed, under section 34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10) (powers of the Court of Session) or the relevant earlier legislation (as defined by section 179(6)), from being concerned in the management or control of any body.

Case F

P is subject to—

- g) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/ 3150 (N.I.4)), or
- h) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of county court administration order).

22 Appendix C: Terms of Reference for the Education, Standards and Performance Committee

The board of trustees (the **Trust Board**) of REAch2 Academy Trust (the **Academy Trust**) has established a committee of the Trust Board to be known as the Education, Standards and Performance Committee (the **Committee**). These are its terms of reference.

The Committee should scrutinise the work of the Trust to ensure that all activities are carried out with the interests of pupils and learning at the heart by:

- maximising the trust resource through the use of structured and innovative solutions for the benefit of education for children
- taking account of need and risk on an objective basis
- complying with all relevant professional and regulatory requirements
- creating a long-term, strategic and sustainable approach that makes best use of the available resources
- ensuring best value
- benefiting the community at large.

Membership

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

The Committee members will elect a chair (the **Chair**) from the membership of the Committee; the Chair will serve a two year term of office. There is no limit to the number of terms a chair of the committee can serve.

The Committee will be supported by a Trust appointed governance professional.

Attendance

The Committee may ask the Chief Executive and any other Trust employee to attend meetings of the Committee either regularly or by invitation, in order to provide information.

Any Trustee Member of the Committee may appoint a delegate from the Trustee Board to attend a meeting on their behalf. If this is proposed, the committee member should inform the Chair confirming the name of the delegate and the date of the meeting which the delegate will attend.

Voting

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The quorum for each meeting shall be one half of the current membership of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes. No vote on any matter shall be taken at a committee meeting unless the majority of committee members present are trustees.

The CEO shall attend by invitation but is not considered to be an automatic member of the committee and will therefore not count towards quorum.

Meetings

The Committee shall meet at least termly on such dates as shall be determined by the Committee from time to time and at such other time as Trust appointed governance professional shall specify at the request in writing of any two members of the Committee. If a meeting is requested by Committee members the Trust appointed governance professional will ensure that such a meeting is convened as soon as is reasonably practicable.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than five working days prior to the date of the meeting.

Minutes

Minutes will be taken of the proceedings and resolutions of the Committee. At the beginning of each meeting the Chair will ascertain the existence of any conflicts of interest and they will be minuted accordingly.

Minutes of each Committee meeting will be drafted and sent to the Chair of the Committee within seven working days. Once agreed by the Chair, these minutes will be distributed to all members of the Committee and those who attended the meeting. Minutes will be made available on the meeting management system for all Trust Board members once agreed by the Chair.

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary. If the Committee wishes to obtain outside legal advice, the Chair should seek advice from

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the Trust appointed governance professional in the first instance both in relation to the matter concerned and any retainer agreement in place with existing legal advisors.

Duties

The duties of the Committee shall be:

- to ensure that the highest possible educational standards and provision are set and maintained across the Academy Trust
- advise and input on the development of an education strategy for the Academy Trust and consider policies, procedures or plans required to realise such strategy
- to review and monitor the effectiveness of education plans and policies for securing school improvement and educational standards
- to ensure that the Academy Trust's curriculum is balanced and broadly based and makes effective use of available resources and technology
- to receive on a regular basis a Trust wide report on exclusion data
- to receive a termly report from the Executive Team regarding standards and performance of the Academy Trust against key performance indicators
- to identify any areas of concern in respect of standards and performance and to advise and support on the implementation of an action plan with the Executive Team
- to scrutinise and review Academy Trust policies and the Trust policy table for recommendation to the Trust Board
- to ensure that effective processes are in place for the quality assurance and self-evaluation of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Academy Trust
- to support the Chief Executive Officer in the creation, implementation and monitoring of the Academy Trust's self-evaluation development plan and any post-Ofsted action plan
- to advise the Trust Board with respect to targets for student achievement across the Academy Trust
- to ensure that effective arrangements are in place across the Academy Trust for pupil support and representation, for monitoring pupil attendance and for pupil discipline & behaviour
- to monitor the use and impact of statutory grants and ring fenced monies in relation to education
- to ensure appropriate strategies, policies and provision are implemented and impactful across the Trust for vulnerable, disadvantaged & SEND pupils
- to monitor the implementation and impact of interventions for those schools judged transformation schools or those in special measures
- to approve the establishment and disbanding and monitor the impact of any formal governance interventions
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

23 Appendix D: Terms of Reference for the Executive Nominations Committee

The board of trustees (the **Trust Board**) of REAch2 Academy Trust (the **Academy Trust**) has established a committee of the Board to be known as the Executive Nominations Committee (the **Committee**). These are its terms of reference.

Membership

The Committee will be constituted by the following post holders:

- the Chair of Trustees
- up to four (4) other Trustees appointed by the Trust Board, ensuring that as far as possible the membership of the committee is representative of the board committees and interests across the Trust.
- up to one (1) independent co-opted member, external to REAch2 Academy Trust

Chairing

The Committee members will elect a chair (the **Chair**) from the membership of the Committee; the Chair will serve a two year term of office. There is no limit to the number of terms a chair of the committee can serve.

Clerking

The Committee will elect a Clerk to the Committee, normally from a member of the Governance team or a Trust appointed governance professional. The Director of Human Resources may also be asked act as Clerk to the committee in the clerk's absence where appropriate (for reasons of confidentiality for example).

Attendance

The Chair may ask external advisors to attend the committee by invitation as appropriate, via the Trust appointed governance professional or the Human Resources Director. The Chair may invite internal officers to attend relevant parts of meetings as appropriate, such as the Human Resources Director.

Voting

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

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No vote on any matter shall be taken at a committee meeting unless the majority of committee members present are trustees.

The CEO shall attend by invitation only and will not count towards quorum.

Any independent co-opted member of the committee will not count towards the quorum of the meeting.

Meetings

The Committee shall meet as and when it is required in conjunction with succession planning and appointment timetables agreed by the Board of Trustees.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than five working days prior to the date of the meeting.

Minutes

Minutes will be taken of the proceedings and resolutions of the Committee. At the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be drafted and sent to the Chair of the Committee within seven working days. Once agreed by the Chair, these minutes will be distributed to all members of the Committee including any co-opted members. Minutes will be made available on the meeting management system for all Trust Board members excluding the CEO, once agreed by the Chair.

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary. If the Committee wishes to obtain outside legal advice, the Chair should seek advice from the Trust appointed governance professional in the first instance both in relation to the matter concerned and any retainer agreement in place with existing legal advisors.

Duties

The duties of the Committee shall include:

- to recommend for board approval, the approach for the recruitment process, appointment, transition and induction of a new Chief Executive Officer as part of the succession planning for the Senior Leadership Team.
- to recommend for board decision, the job specification and person specification for a new Chief Executive Officer.
- in determining the approach, to seek advice and input from the Director of Human Resources in relation to the Trust's safer recruitment procedures and any other HR processes.

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- to seek involvement from and consultation of relevant stakeholders both internal and external to the organisation throughout the process.
- to consult with, and receive recommendations, on executive pay ranges and final appointment packages from the remuneration committee with support and advice from the Director of Human Resources. The final decision lying with the Trust Board.
- to determine the process for how the post should be advertised and publicised, and the role of any executive search/headhunting firms following appropriate tender/selection procedures.
- to determine the approach to communications throughout the nominations process.
- to carry out a public search for potential candidates.
- to consider applications and interview potential candidates in accordance with the framework and process agreed.
- to recommend an appointment to the Board of Trustees as appropriate.
- to oversee the induction for the new Chief Executive Officer.

Reporting and Recording

- To report to the Board of Trustees at each Trustee meeting (as a standing item on the Trust board agenda) on the discharge of its duties. Reports will be considered under confidential business. All minutes, notes and documents from this committee used throughout the process will remain confidential.

Review

- This committee will sit when required as vacancies at senior executive level occur.

24 Appendix E: Terms of Reference for the Finance & Resources Committee

The board of trustees (the **Trust Board**) of REAch2 Academy Trust (the **Academy Trust**) has established a committee of the Board to be known as the Finances and Resources Committee (the **Committee**). These are its terms of reference.

The Committee should scrutinise the work of the Trust to ensure that all activities are carried out with the interests of pupils and learning at the heart by:

- maximising the trust resource through the use of structured and innovative solutions for the benefit of education for children
- taking account of need and risk on an objective basis
- complying with all relevant professional and regulatory requirements
- creating a long-term, strategic and sustainable approach that makes best use of the available resources
- ensuring best value
- benefiting the community at large.

Membership

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

The Committee members will elect a chair (the **Chair**) from the membership of the Committee; the Chair will serve a two year term of office. There is no limit to the number of terms a chair of the committee can serve.

The Committee will be supported by a Trust appointed governance professional.

Attendance

The COO will attend all meetings of the Committee unless otherwise agreed.

The Committee may ask the Chief Executive and any other Trust employee to attend meetings of the Committee either regularly or by invitation, to provide information.

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Any Trustee member of the Committee may appoint a delegate from the Trustee Board to attend a meeting on their behalf. If this is proposed, the committee member should inform the Chair confirming the name of the delegate and the date of the meeting which the delegate will attend.

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

Voting

The quorum for each meeting shall be one half of the current membership of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes. No vote on any matter shall be taken at a committee meeting unless the majority of committee members present are trustees.

The CEO shall attend by invitation but is not considered to be an automatic member of the committee and will therefore not count towards quorum.

Meetings

The Committee shall meet 5 times per year on such dates as shall be determined by the Committee from time to time and at such other time as the Trust appointed governance professional shall specify at the request in writing of any two members of the Committee. If a meeting is requested by Committee members the Trust appointed governance professional will ensure that such a meeting is convened as soon as is reasonably practicable.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than five working days prior to the date of the meeting.

Minutes

Minutes will be taken of the proceedings and resolutions of the Committee. At the beginning of each meeting the Chair will ascertain the existence of any conflicts of interest and they will be minuted accordingly.

Minutes of each Committee meeting will be drafted and sent to the Chair of the Committee within seven working days. Once agreed by the Chair, these minutes will be distributed to all members of the Committee and those who attended the meeting. Minutes will be made available on the meeting management system for all Trust Board members once agreed by the Chair.

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Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary. If the Committee wishes to obtain outside legal advice, the Chair should seek advice from the Trust appointed governance professional in the first instance both in relation to the matter concerned and any retainer agreement in place with existing legal advisors.

Duties

The duties of the Committee, save where these are reserved to the Remuneration Committee, shall be to:

- advise and input on the development of a financial strategy for the Academy Trust and consider policies, procedures or plans required to realise such strategy
- consider the Academy Trust's indicative funding, once notified by the ESFA, and assess its implications for the Academy Trust, in consultation with the Executive Team, in advance of the financial year, drawing any matters of significance or concern to the attention of the Trustees
- receive Academies' budgets for approval from the Cluster Boards
- consider and recommend acceptance/non-acceptance of the Academy Trust's budget to the Trustees
- monitor any variances from the budget and ensure the ESFA is notified as required
- liaise with and receive reports from the Education, Standards and Performance Committee and the Risk & Audit Committee to make recommendations to those committees about the financial and other resourcing aspects of matters being considered by them
- monitor and review income and expenditure on a regular basis and ensure compliance with the overall financial plan for the Academy Trust, drawing any matters of concern to the attention of the Trust Board
- to review and challenge, on a termly basis, pupil number estimates and understand implications on revenue projection including marketing strategies
- have ongoing oversight of the implementation and operation of financial procedures of the Trust, including its banking arrangement, and make recommendations for any improvements.
- support with preparation of the Trustees' annual report by the executive, for review and approval by the Board of Trustees
- identify, initiate, consider and keep under review the fullest range of external sources and avenues for capital funding and financial development and to ensure an appropriate pursuit by the executive of options with the best potential

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- to monitor pensions arrangements and contributions across the Trust
- Consider the details of restructuring programmes of the central team following any necessary approvals in principle by the Trust Board
- ensure the Academy Trust's commercial and fundraising activities are carried out effectively
- oversee significant investment and capital financing decisions
- scrutinise, review and where appropriate approve relevant policies as directed in the Trust Policy Catalogue and where necessary in liaison with other Trust Board Committees
- ensure that capital requirements are taken into account in the development, implementation and review of any Trust policies, programmes for reserves and investment and funding decisions
- promptly notify the Trust Board of all financial matters of which the Committee has knowledge and which may materially affect the current or future position of the Academy Trust
- advise generally on the provision of resources and services to the Academy Trust
- ensure that the operation and asset management of the Trust's estate is delivered appropriately
- to ensure that effective processes are in place for the quality assurance of the Executive's work on Estates and capital management and on overall project management of the Free Schools programme, identifying any areas of concern or untapped potential and overseeing appropriate planning and action by the Executive Team
- to input to and review the impact of the estates strategy
- ensure that the Free Schools programme is delivered appropriately in alignment with the appropriate Trust strategies and good practice
- monitor the effectiveness of health, safety and wellbeing policy and procedure in ensuring that children and staff are safeguarded
- to ensure process and procedures are in place to achieve compliance with health and safety, HR and financial regulation and reporting
- review and monitor strategies for development, procurement, implementation of ICT across the Trust, including MIS and teaching and learning technology
- review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

25 Appendix F: Terms of Reference for the Remuneration Committee

The board of trustees (the **Trust Board**) of REAch2 Academy Trust (the **Academy Trust**) has established a committee of the Board to be known as the Remuneration Committee (the **Committee**). These are its terms of reference.

The Committee should ensure:

- decisions on executive pay are fair, proportionate and justifiable
- there is a fair, evidence-based process for making pay decisions
- the process for determining executive pay is underpinned by probity, the ethos of public service and public sector values.

Membership

The Committee will be constituted by the following post holders:

- the Chair of Trustees
- Up to four other Trustees appointed by the Trust Board. Only the Trustee members of the committee shall decide any matter for recommendation to the Board of Trustees

The Committee members will elect a chair (the **Chair**) from the membership of the Committee; the Chair will serve a two year term of office. There is no limit to the number of terms a chair of the committee can serve.

The Chair of the Trust Board shall not be Chair of the Remuneration Committee.

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The Committee will be supported by the Trust appointed governance professional.

Attendance

The Committee may ask any executive to attend meetings of the Committee by invitation, provided that any such executive shall not be permitted to attend any part of a meeting where their remuneration, benefits and/or incentives are discussed.

Voting

The quorum for each meeting shall be one half of the current membership of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes. No vote on any matter shall be taken at a committee meeting unless the majority of committee members present are trustees.

The CEO shall attend by invitation only and will not count towards quorum.

Meetings

The Committee shall meet at least two times a year on such dates as shall be determined by the Committee from time to time, usually in July and November/December, and at such other time as the Trust appointed governance professional shall specify at the request in writing of any two members of the Committee, or as directed by the Trust Board. If a meeting is requested by Committee members, the Trust appointed governance professional will ensure that such a meeting is convened as soon as is reasonably practicable. Meetings will need to be scheduled to coincide with key dates in the Trust's appraisal and pay determination cycle.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than five working days prior to the date of the meeting.

Minutes

Minutes will be taken of the proceedings and resolutions of the Committee. At the beginning of each meeting, the existence of any conflicts of interest shall be declared and minuted accordingly.

Minutes of each Committee meeting will be drafted and sent to the Chair of the Committee within seven days. Once agreed by the Chair, these minutes will be distributed to all members of the Committee including any co-opted members.

Minutes will be made available on the meeting management system for all Trust Board members excluding the CEO, once agreed by the Chair.

Authority

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The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary. If the Committee wishes to obtain outside legal advice, the Chair should seek advice from the Trust appointed governance professional in the first instance both in relation to the matter concerned and any retainer agreement in place with existing legal advisors.

Duties

The duties and delegations of the Committee shall include:

- to consider, determine and keep under review a framework or policy for the remuneration (including pension arrangements), benefits and incentives of the Chief Executive Officer and such other members of the Senior Executive Team, and any other Executives as the Trust Board shall from time to time direct
- in determining that framework, to seek evidence of the remuneration, benefits and incentives paid to senior executives in comparable employment within the wider public, commercial and voluntary sectors as well as the MAT sector
- to consider the outcome of every appraisal of the performance of the Chief Executive Officer and such other senior executives as the Board shall from time to time direct
- to 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 Academy Trust and its progress towards fulfilling its objectives, and that such recommendations do not create an unreasonable retention risk for the executives within the Committee's scope
- to consult with, and make recommendations, on executive pay ranges, remuneration, benefits, incentives and final appointment packages of newly appointed senior executives to the Executive Nominations Committee and Trust Board with support and advice from the Director of Human Resources. The final decision shall lie with the Trust Board
- to scrutinise, review and where appropriate approve relevant policies as directed in the Trust Policy Catalogue and where necessary in liaison with other Trust Board Committees

REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

- to determine the policy for and scope of pension arrangements, service agreements, termination payments and compensation commitments for the Chief Executive Officer and such other senior executives as the Trust Board shall from time to time direct
- review any proposed organisational changes to ascertain any changes to the Executive staff whose pay determinations should fall within the remit of the committee
- advise and input on the development of strategy and policy in relevant matters, as directed by the Trust Board, relating to the recruitment, pay, reward, retention, motivation and development of the Academy Trust's staff
- to consider other topics, as defined by the Trust Board from time to time.

Compliance

- ensure compliance with the requirements on setting executive pay as detailed in the Academy Trust Handbook
- ensure full compliance with the requirements of the Academies Accounts Direction to report on executive pay in the Trustees' Annual Report and Accounts.
- To review on a regular basis its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend to the Trust Board any changes it considers necessary. The Terms of reference should be reviewed at least annually upon publication of the Academy Trust Handbook each year.

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

- Liaise effectively with the Director of Human Resources, the Governance team and the Executive Nominations Committee where necessary.

26 Appendix G: Terms of Reference for the Risk & Audit Committee

The board of trustees (the **Trust Board**) of REAch2 Academy Trust (the **Academy Trust**) has established a committee of the Trust Board to be known as the Risk and Audit Committee (the **Committee**). These are its terms of reference.

Objectives

The committee's objectives are:

- To ensure that the Trust has procedures in place to manage risk appetite and tolerance
- To ensure that risks are aligned with strategic priorities and improvement plans
- To ensure that appropriate interventions and strategies are in place and risk management is embedded at every level
- To provide assurance to the board that the Trust is managing risk effectively

Membership

The Committee will be appointed by the Trust Board and will comprise no fewer than three members, of whom a majority will be Trustees. It is recommended that each of the other Trust committees should have representation on the Risk & Audit committee. Employees of the Trust should not be Risk and Audit Committee members.

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CORPORATE GOVERNANCE PROCEDURES

The Committee members will elect a chair (the **Chair**) from the membership of the Committee; the Chair will serve a two year term of office. There is no limit to the number of terms a chair of the committee can serve.

The Chair of Trustees will not be chair of the Risk and Audit Committee.

The Committee will be supported by a Trust appointed governance professional.

Attendance

The Committee may ask the Chief Executive Officer in their role as Accounting Officer and any other Trust employee to attend meetings of the Committee either regularly or by invitation. Invitees have no right to attend Committee meetings.

The Committee will ask a representative of the external auditors to attend meetings as they consider necessary and in consultation with the representative of the external auditors. The Committee will ask the head of internal audit to attend all meetings. The Committee will have at least one annual meeting, or part of one meeting, with each of the external auditor and the head of internal audit without the senior executives being present.

Any Trustee Member of the Committee may appoint a delegate from the Trustee Board to attend a meeting on their behalf. If this is proposed, the committee member should inform the Chair confirming the name of the delegate and the date of the meeting which the delegate will attend.

Voting

The quorum for each meeting shall be one half of the members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes. No vote on any matter shall be taken at a committee meeting unless the majority of committee members present are trustees.

The CEO shall attend by invitation but is not considered to be an automatic member of the committee and will therefore not count towards quorum.

Meetings

The Committee shall meet termly on such dates as shall be determined by the Committee from time to time and at such other time as the Trust appointed governance professional shall specify at the request in writing of any two members of the Committee. Meetings will need to be scheduled to coincide with key dates in the Trust's financial reporting cycle.

Meetings can be requested by the external or internal auditors if they consider that one is necessary.

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CORPORATE GOVERNANCE PROCEDURES

If a meeting is requested by Committee members or auditors the Trust appointed governance professional will ensure that such a meeting is convened as soon as is reasonably practicable.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than five working days prior to the date of the meeting.

Minutes

Minutes will be taken of the proceedings and resolutions of the Committee. At the beginning of each meeting the Chair will ascertain the existence of any conflicts of interest and they will be minuted accordingly.

Minutes of each Committee meeting will be drafted and sent to the Chair of the Committee within seven days. Once agreed by the Chair, these minutes will be distributed to all members of the Committee and those who attended the meeting. Minutes will be made available on the meeting management system for all Trust Board members once agreed by the Chair.

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

If the Committee wishes to obtain outside legal advice, the Chair should seek advice from the Trust appointed governance professional in the first instance both in relation to the matter concerned and any retainer agreement in place with existing legal advisors.

Duties

The duties of and delegations to the Committee shall include:

External Audit

- To consider the appointment of the external auditor, the terms of the engagement letter at the start of each audit, the audit fee and any questions of resignation or dismissal and make recommendations to the Trust Board on these matters.

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CORPORATE GOVERNANCE PROCEDURES

- To review and monitor the external auditor's independence, objectivity and the effectiveness of the audit process.
- To assess the effectiveness and resources of the external auditor to provide a basis for decisions by the Trust's members about the auditor's reappointment, dismissal or retendering.
- To discuss with the external auditor before the audit commences the nature and scope of the audit and review the audit plan.
- To review the annual financial statements on behalf of the Trust Board making recommendations on their approval or otherwise, focusing particularly on:
 - any changes in accounting policies and practices
 - areas involving a significant degree of judgement
 - significant adjustments resulting from the audit
 - the going concern assumption
 - compliance with accounting standards
 - compliance with legal requirements and the accuracy of information submitted to the DfE and ESFA.
 - the clarity of disclosures
 - the consistency of accounting policies from year to year
 - the consistency of the narrative contained in the Trustees' Annual Report with the financial accounts.
- To discuss problems and reservations arising from the audit and any matters the external auditor may wish to discuss (in the absence of the management where necessary)

Internal Audit

- To approve the annual programme of work for the internal audit scrutiny and ensure this covers both financial and non-financial controls.
- To act as the body to whom the head of internal audit reports on the internal audit function and to discuss any issue that the head of internal audit may wish to raise (in the absence of the management where necessary)
- To review the internal audit function, consider the major findings of internal audit investigations and the management's response, and ensure co-ordination between the internal and external auditors.
- To receive a short annual summary from the internal auditor for each year ended 31 August outlining the areas reviewed, key findings, recommendations and conclusions – in accordance with the requirements in the Academy Trust Handbook.

Value for Money

- Maintain oversight of the value-for-money framework and receive short annual summary on the achievement of value-for-money for each year ended 31 August.

Internal Control and Risk Management

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CORPORATE GOVERNANCE PROCEDURES

- To keep under review the effectiveness of internal control systems, and in particular review the external auditor's management letter and the management's response
- To develop and keep under review risk management and measurement strategies across the Academy Trust together with the procedures for monitoring the adequacy and effectiveness of those processes
- To review the action and implementation of risk management policy across the Academy Trust
- To monitor the effectiveness and impact of interventions at those schools identified as transformation schools
- To consider the Academy Trust's risk profile relative to current and future Academy Trust strategy and identifying any such trends, concentrations or exposures and any requirement for policy change
- To receive and review risk management and relevant regulatory information and reports
- To receive and consider any escalations or concerns from the Cluster Boards
- To consider material breaches of the agreed risk limits, review the actions taken in response and to prevent a repeat occurrence
- To review the effectiveness of the business continuity plan, in accordance with the requirements in the Academy Trust Handbook, testing the underlying assumptions on a periodic basis.
- To form a panel of Trustees from the committee membership to hear and consider any stage 4 complaints under the complaints policy (Trust)
- To receive and review any due diligence reports and assess the quality of the process for new schools joining the Trust
- To monitor the effectiveness of policies for data protection including GDPR, receiving regular reports from the Trust DPO
- To review and scrutinise levels of compliance with health and safety, HR and financial regulation
- To review and scrutinise levels of compliance with safeguarding regulation and procedure
- To review and scrutinise levels of protection against cyber security risk

Compliance, whistleblowing and fraud

- Review the Trust's policies and procedures for detecting fraud and any confirmed incidents.
- Review the Trust's policies and procedures for the prevention of bribery and policy on gifts and hospitality and review reports of non-compliance.
- Review the Trust's policies and procedures on whistleblowing, the adequacy and security of these arrangements and ensure they are followed appropriately.
- To consider any other matters where requested by the Trust Board

Reporting and review

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CORPORATE GOVERNANCE PROCEDURES

- To produce an annual report of the committee's conclusions to advise the board, trustees and members, including recommendations on the reappointment or dismissal or retendering of the external auditor and their remuneration.
- To review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend to the Trust Board any changes it considers necessary. The Terms of Reference for the committee should be reviewed at least once every 12 months in accordance with the Articles of Association.

27 Appendix H: Terms of Reference for the Cluster Boards

Introduction

Thank you for agreeing to play a valuable role as a member of one of our Cluster Boards.

REAch2 is a charitable voluntary organisation which relies on the crucial input of a considerable number of volunteers, supported by an experienced team of staff. Due to the size of the organisation and the number of schools for which it is responsible, coupled with its drive for accountability, it is also a complex organisation with various layers of governance. The REAch2 Governance Charter provides an overview of some of those complexities and layers as well as our principles of governance.

This constitution and terms of delegation for your Cluster Board has been developed by the Trustees of REAch2 Academy Trust (the **Trust Board** and the **Academy Trust** respectively) and we ask that you please read it alongside the REAch2 Governance Charter and the Scheme of Delegation. The Nolan Principles are also relevant to the Cluster Board.

Remit

The role of our Cluster Boards is key in ensuring proper oversight and accountability within our group structure and in championing their respective Academies. It is to provide focused governance for our clusters and in particular:

- to provide cluster overview, scrutiny and challenge of Academy education, financial performance and risk management
- to be responsible for Cluster wide opportunities and work collaboratively across all schools to address issues collectively and share best practice
- to support cluster contact and communications with Academy leaders and governors to shape and influence the Academy Trust's thinking and
- to ensure an effective flow of communication between the Local Governing Bodies (LGBs), the Cluster Boards and the Trust Board.

The Cluster Boards will work closely with their respective Deputy Director of Education, who in turn leads clusters, works with service areas and develops and maintains relationships and common purpose with individual Academies.

The Cluster Boards carry out their functions in relation to their respective clusters on behalf of the Trust Board and in accordance with policies determined by the Trust Board. The act of delegation from the Trust Board to the Cluster Board is a delegation of powers and duties, and not a delegation or shedding of responsibilities.

Intervention

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CORPORATE GOVERNANCE PROCEDURES

The Cluster Board will work closely with the Trust Board and the Executive Team and shall promptly implement any advice or recommendations made by the Trust Board in respect of standards and performance, particularly where areas of weakness have been identified (either internally within the Trust or externally by the Regional Schools Commissioner or Ofsted).

Where serious and persistent concerns around the performance of the cluster are identified, including (but not limited to) concerns about financial matters and the management of risk or there is insufficient progress being made against educational targets (and those matters appear to be of a cluster nature rather than a local Academy nature), the Trust Board reserves the right to review or remove any power or responsibility conferred on the Cluster Board under this constitution and the terms of delegation.

Composition of the Cluster Board

Each Cluster Board comprises of the following members:

- Three to seven Non-Executive Representatives
- LGB Chairs in the cluster, or a designate from the LGB
- The Deputy Director of Education for the cluster
- One elected Academy Headteacher within the cluster.

Others in attendance:

- A member of the wider executive team (Chief Executive, Deputy Chief Executive, Chief Operating Officer, Director of Education) mandated for the first year, and when required for future years
- Others including Heads of Service and Headteachers may be invited as required by the Cluster Board Chair.

The length of service of Cluster Non-Executive Representatives shall be four years. Subject to them remaining eligible to be a member of the Cluster Board, any Cluster Non-Executive Representative may be reappointed or re-elected at the end of their term for one further term, serving a maximum of two terms of four years. From within this group the Chair and Vice Chair will be elected on an annual basis.

The Deputy Director of Education will serve on the Cluster Board for as long as they hold the position of Deputy Director of Education for that cluster.

Each LGB Chair in the cluster has a position on the Cluster Board for as long as they hold the position on the LGB. In their absence, the Vice Chair may attend meetings or another member of the LGB.

The elected Headteacher shall serve a one-year term and will be elected by the Headteachers of Academies within the cluster.

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Every person wishing to become a Cluster Board member will be required to sign a declaration of acceptance and of willingness to act as such, in the form set out in the Appendix or as prescribed by the Trust Board from time to time, and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service on appointment and as required by Trust policy thereafter.

Commitment of Cluster Board members

Cluster Board members are expected to:

- commit to a minimum attendance at meetings of up to six half days per year to support cluster governance;
- prepare for and make an active contribution at meetings;
- champion the Academies within the cluster;
- familiarise themselves with the Trust's policies and the governance arrangements;
- attend training sessions for Cluster Board members.

In addition, Cluster Board Non-Executive Representatives are also expected to:

- develop strong working relationships with the Chairs of LGBs within their cluster and
- visit the Academies both during school hours (as prearranged with the relevant Headteacher/Deputy Director of Education) and for evening events, to get to know the Academies and to seek assurance of the accuracy of reporting in meetings, with an expectation that they will visit at least two schools every year.

Delegation to the Cluster Board

The Cluster Board shall have the roles set out in this section and any other role that the Trust Board agrees shall be carried out by the Cluster Board and that is communicated in writing to the Chair of the Cluster Board.

The Cluster Board, working with the Deputy Director of Education, shall support the development, implementation and monitoring of a Cluster Development plan, which supports the local and geographical needs within the cluster.

The relationship between the Trust Board, the Cluster Board and the LGB is underpinned by the principles that there should be no duplication of governance and governance should be as close to the point of impact of decision-making as possible.

The Scheme of Delegation, which provides further clarity as to who the decision makers are for different levels of decisions, should be read alongside the REAch2 Governance Charter and this constitution and terms of reference.

The Cluster Board is asked to carry out the following functions:

Governance

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- To provide cluster overview, scrutiny and to challenge the performance of cluster LGBs
- To contribute to the effective communication between the Trustees, Cluster Board and LGBs
- To have link Non-Executive Representatives assigned to each cluster LGB
- To recommend to the Trust Board the establishment of Intervention Boards within the cluster where necessary, and review their ongoing work and impact
- To approve Trust Appointed governors to the cluster LGBs
- To have regard to, and to liaise with, stakeholders and other appropriate groups within the Cluster
- To hold the Deputy Director of Education to account for the development and delivery of a cluster development plan
- From time to time, and as requested, to support by being a panel member for any local level issues that require review e.g exclusions and complaints
- To review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

Finance

- To monitor the financial performance of the Academies against approved budgets within the cluster
- To ensure financial risk is being adequately managed through the risk framework and cluster heat maps
- To approve the Academies' spend in line with the Trust's Scheme of Financial Delegation

Curriculum and standards

- To hold the Deputy Director of Education to account for educational performance in the cluster
- To support in aiding the Academies to self-evaluate accurately and therefore be prepared for any future inspections

Staffing

- For the Chair, to have the right to be consulted by the Education, Standards and Performance Committee of the Trust Board on the appointment, removal and performance management of the Deputy Director of Education

Risk, audit, health, safety and estates

- To receive and approve cluster risk heat maps for sending to the Trust Board's Sub-Committees
- To hold the Deputy Director of Education to account for risk and outcomes in the cluster and (where appropriate) escalate to the Trust Risk and Audit Committee
- To scrutinise the proposed allocation and use of resources

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- To review and provide views to the Trust Risk & Audit Committee on any proposal for schools to join the cluster, including on the due diligence report from the Executive team.
- Consider and challenge risk reporting to satisfy the Cluster Board that adequate mitigation actions are planned and have been implemented
- Hold LGBs and their Chairs to account for local risk identification and mitigation
- Identify patterns in risks across schools and at Cluster level and apply Cluster level mitigating measures.

In discharging these duties, the Cluster Board will aim to:

- facilitate good communication with the Trust Board and the Trust Board Committees in relation to risk.

Appointment and particular responsibilities of Cluster Board members

Chair

The Chair is appointed by the Cluster Board from amongst the Non-Executive Representatives. The term of office of the Chair is one year, but the Chair is eligible for reappointment at the end of the term. The Chair will not be an employee of the Trust.

The Trust Board is entitled to remove the Chair from office at any time, although this would not necessarily affect the individual's position as a member of the Cluster Board. The responsibilities of the Chair include the following:

- to chair meetings of the Cluster Board;
- in line with the standardised agenda, to approve the cluster meeting agenda with the Deputy Director of Education and the Governance Team, and with the assistance of the Vice Chair if requested;
- to give a verbal summary of the Cluster Board's deliberations, if requested, at meetings of the Trust Board;
- to provide views to the Education, Standards and Performance Committee of the Trust Board on the appointment, removal and performance management of the Deputy Director of Education;
- to provide a direct link between the Cluster Board and the Trust Board and
- working with the Vice Chair, ratify the appointment of Trust Appointed governors at LGB level.

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the Cluster Board, the Chair of the Cluster Board (or the Vice Chair in their absence), in consultation with the Deputy Director of Education, shall take appropriate action on behalf of the Cluster Board. The decisions taken and the reasons for urgency shall be explained fully at the next meeting of the Cluster Board.

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Vice Chair

The Vice Chair is appointed by the Cluster Board, from amongst the Non-Executive Representatives. The term of office of the Vice Chair is one year, but the Vice Chair is eligible for reappointment at the end of that term. The Vice Chair will not be an employee of the Trust.

The Trust Board is entitled to remove the Vice Chair from office at any time, although this would not necessarily affect the individual's position as a member of the Cluster Board.

The responsibilities of the Vice Chair include the following:

- to deputise for the Chair in their absence;
- to assist, at the Chair's request, in setting the agenda for meetings with the Deputy Director of Education and the Clerk, in line with the standard Cluster Board Meeting agenda;
- in the absence of the Chair, to provide a link between the Cluster Board and the Trust Board and Executive
- working with the Chair, ratify the appointment of Trust Appointed governors at LGB level.

In the absence of both the Chair and the Vice Chair at a meeting, the Cluster Board will elect a temporary chair from within the Board.

Non-Executive Representatives

Non-Executive Representatives provide the appropriate skills and experience to provide effective support and challenge in the identified risk categories. One of these individuals should have a financial background. They may exercise this support and challenge outside of formal meetings of the Cluster Board, and will, in such cases, report the issue, their input and the outcome at the next appropriate Cluster Board meeting.

The Cluster Board shall have at least three (3) and a maximum of seven (7) Non-Executive Representatives.

Local Governing Body Chair

All Local Governing Body Chairs shall automatically be a member of their Cluster Board, for as long as they hold said title.

Elected Headteacher

A Headteacher shall be elected from amongst the Headteachers within the cluster and in accordance with the process set out below hold the term of office for one year:

- When a vacancy arises, the Deputy Director of Education will write to the Headteachers of the academies in the cluster (for the avoidance of doubt, a Headteacher may nominate him or herself)

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- In the event of only one nominee, they shall be elected unopposed
- If there are more nominees than places available, the Deputy Director of Education will write to all of the Headteachers within the cluster asking them to vote for their preferred candidate
- If there are no nominees, the Deputy Director of Education will nominate a Headteacher from within the cluster
- No Headteacher may serve on the Cluster Board for more than one one-year term in a three-year period.

A Headteacher shall cease to be a member of the Cluster Board if they cease to be a Headteacher within the cluster.

Clerk to the Cluster Board/Governance Team

The Clerk to the Cluster Board must not be a member of the Cluster Board and shall ordinarily be contracted as arranged by the REAch2 Central Services. In the absence of the Clerk, a replacement will be found for the meeting.

The responsibilities / functions of the Clerk to the Cluster Board/Governance Team are as follows:

- produce Cluster Board meeting agendas and collate and distribute papers via the Trust's chosen document sharing platform in partnership with the Trust's central governance team;
- attend meetings of the Cluster Board and ensure minutes and action logs are produced, as well as any related communications to the Trust Board or its Committees and to the Local Governors in the cluster;
- provide advice and support to the Cluster Board during meetings;
- maintain a register of members of the Cluster Board including their terms of office and report any vacancies to the Cluster Board;
- maintain a register of relevant personal and business interests of Cluster Board members to be published on the Trust website;
- maintain a register of members' attendance at meetings and report on non-attendance to the Trust Board as required, to be published on the Trust website;
- maintain Cluster Board records and documents on the Trust's chosen document sharing platform;
- report to the Cluster Board as required on the discharge of the Clerk's functions and
- perform other such functions as shall be determined by the Cluster Board from time to time.

Ceasing to be a Cluster Board member

A Cluster Board member's term of office MAY BE terminated by the Trust Board if:

- they, without the consent of the Cluster Board, fail to attend Cluster Board meetings for a continuous period of six months, beginning with the date of the first such

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meeting they failed to attend and the Chair and the Vice Chair agree that the term of office should be terminated.

A Cluster Board member's term of office WILL BE terminated if:

- any event or circumstance occurs which would disqualify them from the office of Trustee under the Articles were they to hold such office;
- they resign from office by notice to the Trust or
- they are removed from office by the Trust Board.

Convening meetings of the Cluster Board

Meetings of the Cluster Board will be held in each term.

The Clerk to the Cluster Board shall give written notice of each meeting, circulate an agenda and any reports or other papers to be considered at the meeting at least five working days in advance of each meeting via the Trust approved document sharing platform. However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

The Cluster Board members may invite persons who are not Cluster Board members (such as an employee, a pupil, a professional adviser or expert pre-approved by Trustees) to attend the whole or part of any meeting for purposes connected with the meeting. As much advance notice as possible should be provided to such an invitation. The convening of a meeting and the proceedings conducted at meetings shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

Voting and Quorum at meetings of the Cluster Board

The quorum for meetings of the Cluster Board is as defined below:

- Half of the total number of Non-Executive Representatives in post (rounded up to the nearest whole number)
- At least one LGB Chair
- The Deputy Director of Education.

Where the number of Cluster Board members present ceases to constitute a quorum a meeting can continue for the purposes of receiving information but no decisions can be made or votes carried out.

Any Cluster Board member shall be able to participate in meetings, and be counted as present for the purposes of the quorum, should they attend by telephone or any other appropriate method or platform provided that the Cluster Board has access to the appropriate equipment.

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If after all reasonable efforts it does not prove possible for that Cluster Board member to participate by telephone or other appropriate methods, the meeting may still proceed with its business provided it is otherwise quorate.

Every question to be decided upon at a meeting of the Cluster Board shall be determined by a majority of the votes of Cluster Board members present and voting on the question, save that where there are more Chairs of Governors present than Non-Executive Representatives, and Non-Executive Representatives are unanimous, the number of votes cast by the Non-Executive Representatives shall be deemed as equal to the number of votes cast by the Chairs of Governors.

Votes tendered by proxy shall not be counted.

Where there is an equal division of votes, the Chair has the casting vote.

The Cluster Board may act notwithstanding any vacancies, but, if the number of Cluster Board members is less than the number fixed as the quorum, the continuing members may act only for the purpose of receiving information and filling vacancies.

A resolution in writing, signed by all Cluster Board members entitled to receive notice of a meeting, shall be valid and effective as if it had been passed at a meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Cluster Board members and may include an electronic communication by or on behalf of the Cluster Board indicating their agreement to the form of resolution providing that the Cluster Board member has previously notified the Cluster Board in writing of the email address or addresses which the member will use.

Interests of Cluster Board members

Cluster Board members shall complete a declaration of their business and personal interests, which shall be reviewed annually and summarised on the Trust's website.

Any Cluster Board member who has any duty or personal interest that conflicts or may conflict with their duties as a Cluster Board member shall:

- disclose that fact to the Cluster Board as soon as they become aware of it. The member must absent themselves from any discussions of the Cluster Board in which it is possible that a conflict will arise between their duty to act solely in the interests of the Trust and such duty or personal interest;
- withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
- not be counted in the quorum for that part of any meeting and
- withdraw during the vote and have no vote on the matter.

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Stakeholder voices

Cluster Boards are asked to have regard to the voices of their various stakeholders (especially pupils, parents and staff) and to put in place arrangements to receive feedback and respond appropriately.

Cluster Boards are expected to ensure they understand from LGBs the views and concerns that have been expressed by parents, pupils and staff of Academies within the cluster.

Accessing and responding to pupils' collective concerns is an important part of the operations and governance of REAch2 Academies. All schools, which have been opened for three years or more, will have active pupil councils with representatives from each year group. Each LGB is expected to give due regard to issues that are raised through the Pupil Council and the management actions taken in response to the issues. Parental voice is formally built into the governance structure with the election by parents of two parent Governors to each LGB. Staff voice is similarly built into the governance structure with the election of up to two employees of the Academy (one teacher member and one non-teaching staff member) elected by employees of the Academy to each LGB.

Minutes

Attendance at each Cluster Board meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the Cluster Board. The written record (once approved by the Chair of the relevant Cluster Board meeting, with input from the Deputy Director of Education) shall be shared by the Clerk with all Cluster Board members via the Trust approved document sharing platform.

Alterations

This constitution and these terms of reference may be altered by a majority resolution of the Trust Board.

Circulation list

This constitution and these terms of reference shall be circulated to the Trust Board, the Cluster Boards, the Clerks to the Cluster Boards and others at the discretion of the Chair of the Trust Board or the Chairs of the Cluster Boards and displayed on the REAch2 Website. This constitution and these terms of reference were approved and adopted by a resolution of the Trust Board.

Appendix 1 - Cluster Board member declaration

Dear Sir or Madam

REAch2 Academy Trust - appointment as a member of a Cluster Board

I confirm that I wish to be a member of a REAch2 Cluster Board in accordance with the Terms of Reference for Cluster Boards prescribed by the Trust Board of the Academy Trust from time to time.

I confirm that I am not disqualified from becoming a Cluster Board member by reason of any provision in the Terms of Reference for Cluster Boards (and by extension the Articles of Association of the Academy Trust).

I also confirm that I understand that I must disclose any relevant business or personal interest I may have in any matter to be discussed at a meeting of the Cluster Board in accordance with the Trust Conflict of Interest Policy (or as prescribed by the Trustees of the Academy Trust from time to time).

Yours faithfully

Signed

Name

Date

28 Appendix I: Terms of Reference for Local Governing Bodies, Transition and Intervention Boards

Introduction

REAch2 is a charitable voluntary organisation which relies on the crucial input of a considerable number of volunteers, supported by an experienced team of staff. The size of the organisation and the number of schools for which it is responsible, coupled with its drive for accountability, mean it is also a complex organisation with various important layers of governance. The REAch2 Governance Charter provides an overview of some of those complexities and layers as well as our principles of governance.

This constitution and terms of reference for your Local Governing Body (LGB), Intervention or Transition Board has been made by the Trustees of REAch2 Academy Trust (the Trust and Trust Board respectively) and we ask that you please read it alongside the REAch2 Governance Charter and the Scheme of Delegation.

The Nolan Principles (Annex 1 of the Trust Board Terms of Reference) are also relevant to all models of local governance.

Application

The details contained within this Terms of Reference are applicable to Local Governing Bodies, Transition Boards and Intervention Boards in REAch2. Any difference specific to a particular model of local governance are detailed accordingly. Unless otherwise stated, any reference throughout this document to LGBs or Local Governors should also be considered as including both Transition and Intervention Boards and their members.

Transition Boards are put in place when a school joins the Trust or a new Free School is opened within the Trust, with the additional remit of embedding Trust practice and ethos and recruitment of a REAch2 standard LGB at a suitable point in time. It is anticipated that Transition Boards will be in place for no more than 18 months but individual circumstances may cause this timeline to be extended.

Intervention Boards are established by the Trustees and Executives in response to significant concerns or circumstances as set out in the intervention section of this terms of reference. The role of the Intervention Board is to support and challenge in such a way as to bring about rapid improvement in the areas of concern whilst also conducting all other functions delegated to LGBs in the Trust.

Remit

REACH2 ACADEMY TRUST

CORPORATE GOVERNANCE PROCEDURES

The DfE Governance Handbook¹ states that the core functions of a governance board are:

- Ensuring clarity of vision, ethos and strategic direction;
- Holding executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff; and
- Overseeing the financial performance of the organisation and making sure its money is well spent.

The role of an LGB, within the wider governance structures in REAch2, is therefore an important one. It is to provide focused governance for the Academy at a *local* level and it is the intention of the Trust Board to ensure that the responsibility to govern the Academy is vested in those closest to the impact of decision-making.

The LGB's role is to support, monitor and challenge the Headteacher and Academy's senior leadership team in relation to its education and financial performance, risk management, safeguarding procedures, stakeholder engagement and effective communications with the Cluster Board.

The LGBs carry out their functions in relation to their respective Academy on behalf of the Trust Board and in accordance with policies determined by the Trust Board. The act of delegation from the Trust Board to the LGBs is a delegation of powers and duties, and not a shedding of responsibilities.

Intervention

The LGB will work closely with the Cluster Board and the Executive Team and shall promptly implement any advice or recommendations made by the Trust Board, Cluster Board or the Executive Team in respect of standards, performance or risk, particularly where areas of weakness have been identified (either internally within the Trust or externally by the Regional Schools Commissioner, Ofsted or other agency).

The Trust Board reserves the right to review or remove any power or responsibility conferred on the LGB under this constitution and terms of reference, in particular, in circumstances where serious concerns in the running of the Academy are identified, including where:

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

¹ Governance Handbook For Academies, Multi-Academy Trusts and Maintained Schools, Department for Education, October 2020

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Where necessary, the Trust Board will put in place, for an appropriate period of time, an intervention board whose responsibility it will be to address the areas of weakness whilst also carrying out all other duties as conferred to LGBs in REAch2.

Composition of Local Governing Bodies

Each LGB comprises a maximum of twelve members (which we refer to as **Local Governors**), including:

- the Headteacher of the Academy ('ex officio' – which means by dint of the position they hold);
- up to four members appointed by the Chair of the relevant Cluster Board (**Trust-appointed Governors**) – candidates for appointment cannot be staff of the Academy or an employee of the Trust;
- up to two elected parents / guardians of a pupil at the Academy (**Parent Local Governors**);
- up to two employees of the Academy, usually comprising one teacher and one non-teaching staff member, elected by employees of the Academy (**Staff Local Governors**);
- and up to three members co-opted by the other Local Governors in post (**Co-opted Governors**).

Each LGB must have a Chair and a Vice-Chair.

In the case of Intervention or Transition Boards, which are both temporary measures, the constitution is suspended with members, other than the Headteacher, being appointed by the Trustees or Executives. This is done to allow the appointment of individuals with specific expertise, knowledge or skill sets to assist in embedding Trust practice and understanding in the case of a Transition Board or to address rapidly areas of weakness or concern in the case of an Intervention Board.

As a minimum, Transition and Intervention Boards should have three (3) members plus the head. Every effort will be made to ensure that there is external independent representation on the Transition or Intervention Board with other members being drawn from Trust staff. Equally, every effort will be made to ensure the position of Chair is held by an independent member where possible.

Parent and school Staff membership will be addressed as part of the recruitment plan for the new LGB although, if deemed appropriate, parent and staff members may be appointed/elected to join the Transition or Intervention Board.

The length of service of all LGB members, including staff and parent governors shall be four years. Subject to remaining eligible to be a Local Governor, any Local Governor may be reappointed or re-elected at the end of their term.

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In the case of a Transition or Intervention Board the members will hold post for the duration of that board being in place and, subject to remaining eligible, may be appointed as a local governor once an LGB is established or re-established.

Every person wishing to become a Local Governor will be required to sign a declaration of acceptance and of willingness to act as a Local Governor, in the form set out in Appendix 1 or as prescribed by the Trust Board from time to time, and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service.

With regard to St Mark's Church of England Primary Academy, foundation governors nominated by Southwark Diocesan Board of Education and notified as such to the Trust Board will form at least 50% of the members appointed by the Trust Board and the Incumbent will, by virtue of their position, be a member of the LGB. The Incumbent will be the 'ex-officio' governor on the LGB for the school.

Commitment of Local Governors

Local Governors are asked to:

- abide by the Principles of Standards in Public Life (Nolan Principles) and the code of conduct for governors of the Academy
- prepare for and make an active contribution at meetings of the LGB;
- champion the Academy in the local community and during inspections by external agencies such as Ofsted;
- familiarise themselves with the Academy's and Trust's policies;
- visit the Academy both during school hours (with prior arrangement with the Headteacher) and for evening events to get to know the Academy and to seek assurance of the accuracy of reporting in meetings, and to be visible to the Academy community; and
- attend training sessions for Local Governors..

Stakeholder voices

LGBs are expected to have regard to the voices of their various stakeholders (especially pupils, parents and staff) and to put in place arrangements to receive feedback and to respond appropriately.

Accessing and responding to pupils' collective concerns is an important part of the operations and governance of REAch2 academies. All schools have active Pupil Councils with representatives from each year group. Each LGB is expected to give due regard to issues that are raised through the Pupil Council and the management actions taken in response to the issues.

Appointment and particular responsibilities of Local Governors

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a) Chair

The Chair is appointed by the Local Governors. The term of office of the Chair is one year, but the Chair is eligible for reappointment at the end of that term. Staff local governors are not eligible to hold the position of Chair.

The Trust Board is entitled to remove the Chair from office at any time, although this would not necessarily affect the individual's position as a Local Governor.

The main responsibilities of the Chair include the following:

- to chair meetings of the LGB;
- to set the agenda for meetings with the Headteacher and Vice-Chair;
- to report to the Cluster Board and the Trust Board in writing following any LGB meeting, if requested;
- to give an oral summary of the LGB's deliberations, if requested, at meetings of the Cluster Board and the Trust Board
- to attend and represent the governing board at the relevant Cluster Board meetings or send a designate; and
- to feed into the performance appraisal of the Headteacher.

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the LGB, the Chair of the LGB (or the Vice-Chair of the LGB in their absence), in consultation with the Chair of the Cluster Board if necessary, shall take appropriate action on behalf of the LGB. The decisions taken and the reasons for urgency shall be explained fully at the next meeting of the Cluster Board and of the LGB.

b) Vice-Chair

The Vice-Chair is appointed by the Local Governors. The term of office of the Vice-Chair is one year; the Vice-Chair is eligible for reappointment at the end of that term. Staff local governors are not eligible to hold the position of Vice-Chair.

The Trust Board is entitled to remove the Vice-Chair from office at any time, although this would not necessarily affect the individual's position as a Local Governor.

The main responsibilities of the Vice-Chair include the following:

- to deputise for the Chair in their absence;
- to set the agenda for meetings of the LGB with the Chair, if requested; and
- to deputise for the Chair and represent the LGB at the relevant Cluster Board meetings.

In the absence of both the Chair and the Vice-Chair at a meeting, the LGB will elect a temporary chair from among their number.

c) Staff Local Governors

The teacher member of the LGB shall be elected by the teaching staff at the relevant Academy.

The non-teaching staff member of the LGB shall be elected by the non-teaching members of staff of the relevant Academy.

The responsibilities of the Staff Local Governors are to help reflect the interests and opinions of teaching and non-teaching staff at the Academy to the LGB and to act in concert with the other Local Governors in the best interests of the Academy and its pupils.

d) Elected Parent Local Governors

Parent Local Governors for each LGB shall be elected in accordance with the process set out below:

- When a vacancy arises, the LGB will write to all parents of pupils at the Academy seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Parent Local Governor and their background and experience that makes them suitable for the role.
- In the event that the number of nominees equals or is less than the number of vacancies on the LGB, the LGB can choose to appoint all (or any) of those nominated.
- If there are more nominees than places available, the LGB will write to all parents of pupils at the Academy asking them to vote for their preferred candidate(s).

A Parent Local Governor should be a parent or carer of a registered pupil at the relevant Academy or where this is not reasonably practical, a person who is the parent of a child of compulsory school age.

The responsibilities of the Parent Local Governor are to help reflect the interests and opinions of the Parent Body of the Academy to the LGB and to act in concert with the other Local Governors in the best interests of the Academy and its pupils.

e) Other responsibilities

Each LGB must appoint Local Governor with named responsibility for safeguarding and special educational needs and disability (SEND). LGB's should consider assigning other areas of named responsibility such as:

- statutory grants (including pupil premium);
- health and safety
- finance
- wellbeing

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- risk;
- equality, diversity and inclusion
- curriculum planning and development.

Areas of responsibility can also be linked explicitly to priorities in the school development plan.

f) Clerk to the Local Governing Body

The LGB shall appoint a Clerk who must not be a Local Governor. In the absence of the Clerk, the LGB shall elect a replacement for the meeting (who may be a Local Governor).

The responsibilities / functions of the Clerk to the LGB are as follows:

- convene meetings of the LGB including preparing and sending notices, agendas and papers for meetings as required via the Trusts chosen document sharing platform;
- attend meetings of the LGB and ensure minutes are produced, as well as any related communications to the Cluster or Trust Board;
- provide advice and support to the LGB during meetings;
- maintain LGB records and documents on the Trust's chosen document sharing platform
- maintain the academy minute book
- maintain a register of any relevant personal or business interests of LGB members, and ensuring a summary is published on the Academy website;
- maintain a register of Local Governors' attendance at meetings and report on non-attendance to the LGB;
- report to the LGB as required on the discharge of the Clerk's functions; and
- perform such other functions as shall be determined by the LGB from time to time.

g) Ceasing to be a Local Governor

A Local Governor's term of office will be terminated if:

- any event or circumstance occurs which would disqualify them from the office of Trustee under the Articles were they to hold such office;
- they have, without the consent of the LGB, failed to attend LGB meetings for a continuous period of six months, beginning with the date of the first such meeting they failed to attend and the Chair and the Vice Chair agree that the term of office should be terminated;
- they resign from office by notice to the academy;
- they are removed from office by the Trust Board.

Convening meetings of the Local Governing Body

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Meetings of the LGB will be held at least once each term. Where LGBs function without committees they should meet once each half term. In the case of Transition and Intervention Boards the expectation is that they meet at least each half term but may need to meet more frequently where circumstances require.

The Clerk to the LGB shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least five working days in advance of each meeting. However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

Any two Local Governors may call a meeting by giving written notice to the Clerk, which includes a summary of the business they wish to carry out. It shall be the duty of the Clerk to convene a meeting as soon as reasonably practicable.

The Local Governors may invite persons who are not Local Governors (such as the Deputy Director of Education for the Cluster, members of the Cluster Board, a member of a committee, any employee, any pupil and any professional adviser) to attend the whole or part of any meeting for purposes connected with the meeting.

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

Voting at meetings of the Local Governing Body

The quorum for meetings of the LGB and for any vote on a matter at such meetings is one half of the total number of Local Governors in office at that time (rounded up to the nearest whole number).

Where the number of board members present ceases to constitute a quorum a meeting can continue for the purposes of receiving information but no decisions can be made or votes carried out.

Any local governors shall be able to participate in meetings, and be counted as present for the purposes of the quorum, should they attend by telephone or any other appropriate method or platform provided that the LGB has access to the appropriate equipment.

If after all reasonable efforts it does not prove possible for that Local Governor to participate by telephone or other appropriate methods, the meeting may still proceed with its business provided it is otherwise quorate.

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Every question to be decided upon at a meeting of the LGBs shall be determined by a majority of the votes of Local Governors present and voting on the matter. Votes tendered by proxy shall not be counted.

Where there is an equal division of votes, the Chair has a casting vote.

The Local Governors may act notwithstanding any vacancies, but, if the number of Local Governors is less than the number fixed as the quorum, the continuing Local Governors may act only for the purpose of receiving information and filling vacancies.

A resolution in writing, signed by all Local Governors entitled to receive notice of a meeting shall be valid and effective as if it had been passed at a meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Local Governors and may include an electronic communication by or on behalf of the LGB indicating their agreement to the form of resolution providing that the Local Governor has previously notified the LGB in writing of the email address or addresses which the Local Governor will use.

Interests of Local Governors

Local Governors shall complete a register of their relevant personal and business interests, which shall be reviewed annually and published in summary on the Academy's website.

Any Local Governor who has any duty or personal interest that conflicts or may conflict with their duties as a Local Governor shall:

- disclose that fact to the LGB as soon as they becomes aware of it. A Local Governor must absent themselves from any discussions of the LGB in which it is possible that a conflict will arise between their duty to act solely in the interests of the Academy and such duty or personal interest;
- withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
- not be counted in the quorum for that part of any meeting; and
- withdraw during the vote and have no vote on the matter.

Committees of the Local Governing Body

The LGB may establish committees to carry out certain functions of the LGB however, the Trust preference is that there are no local committees and all business be conducted at half termly full LGB meetings. The LGB must determine the constitution, membership and terms of reference of any committee it decides to establish and review them annually.

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The establishment of any new committees, other than a regular two committee structure with remits on educational standards and finance/resources or temporary, ad hoc committees required to deal with specific issues, must be agreed in advance with the Cluster Board.

Minutes

Attendance at each LGB meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the LGB. The written record (once approved by the Chair of the relevant LGB meeting) shall be forwarded by the Clerk to the LGB as soon as is reasonably practicable via the Trust's chosen document sharing platform.

Delegation to the LGB

The LGB shall have the roles set out in this section and any other role that the Trust Board agree shall be carried out by the LGB and that is communicated in writing to the Chair of the LGB.

a) General

The governance of the Academy is delegated to the LGB who may exercise the powers of the Trust in so far as they relate to the Academy, subject to:

- any restrictions in the Companies Act which requires a decision of the Members or the Trust Board;
- the Articles of Association;
- the Scheme of Delegation;
- policies and procedures set by the Trust Board;
- a specific decision of the Trust Board;
- paragraphs b) to d) below; and
- the reserved matters.

The Trust Board, Cluster Board and the LGB acknowledge that they each play a crucial role in the governance of the Academy and commit to working together in the best interests of the Trust and the Academies. They also acknowledge that the duties and responsibilities in relation to the operation of the Trust sit with the Trust Board and as such the Trust Board is entitled:

- to overrule a decision of the LGB; and/ or
- to remove delegated powers from an LGB

if (in their reasonable opinion) they consider it to be in the best interests of the Academy or the wider Academy Trust.

b) Decision Making

The relationship between the Trust Board, the Cluster Board and the LGB is underpinned by the principles that there should be no duplication of governance and governance should be as close to the point of impact of decision-making as possible.

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The Scheme of Delegation, which provides further clarity as to who the decision makers are for different levels of decisions, should be read alongside this Constitution and Terms of Reference.

c) Financial matters

The LGB shall receive and review the three year rolling budget prepared by the Academy's Headteacher and senior leadership team and submit the budget to the Cluster Board for recommendation in accordance with the timeline specified by the Trust Board.

Subject to the paragraph below, the LGB shall have the power to expend funds of the Trust Board which relate to the Academy as it considers in the best interests of the Academy and in accordance with the Finance Scheme of Delegation and the Procurement Policy. The LGB shall have regard to:

- the Objects of the Trust and the restrictions attached to any grant funding;
- the Academy's developmental priorities as set out in the Academy Development Plan; and
- financial sustainability.

In line with their duties and responsibilities as trustees and directors, the Trustees shall be entitled to determine that a proportion of the budget in respect of the Academy be held centrally for the following reasons:

- to be allocated to the provision of central services received by the Academy;
- in pursuance of the Academy Trust's reserve policy; and/ or
- as otherwise may be determined by the Trustees acting reasonably and in the best interests of the Academy Trust.

d) Contractual authority

The LGB is authorised to enter into a contract on behalf of the Trust in so far as it relates to the Academy provided that:

- the contract does not exceed the value specified in the Finance Manual **from time to time**;
- the contract has been procured in compliance with the Trust's procurement policy and in accordance with the Academy Trust Handbook;
- consideration is given as to whether the contract constitutes a 'related party transaction'; and
- the contract does not relate to the following services:
 - HR;
 - payroll;
 - accountancy;
 - audit;
 - education inspection;

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- leadership and CPD;
- energy supplier and energy management;
- financial management systems;
- management information systems;
- ICT systems and ICT hardware supplier contracts;
- telecommunication systems;
- stationery and consumables supplier contracts;
- catering contracts;
- cleaning contracts;
- facilities management;
- capital works; and
- health and safety management systems,

unless:

- a) in the case of leadership and CPD support, it complements rather than duplicates the Trust offer or, in any other service area, the Cluster Business Manager has been consulted; or
- b) the contract is of a low value and short term (in the view of the LGB acting reasonably).

Key functions of the LGB

The LGB is asked to carry out the following functions:

a) Governance

- To champion the REAch2 vision and values in the Academy and to ensure the wellbeing of the pupils
- To determine the educational character, mission and ethos of the Academy reflecting the wider character, mission and ethos of the Trust
- To ensure that the school has a medium to long-term vision for its future, which complements the long-term vision of the Trust, and a robust strategy for achieving it
- To appoint (and remove) from its number, the Chair, Vice-Chair and to allocate specific responsibilities to Local Governors which must include safeguarding and SEND and other areas as the board sees fit
- To appoint a Clerk
- To review, make recommendations and scrutinise the implementation of the policies of the Academy (in line with any Trust prescribed policy)
- To implement a means whereby the Academy can receive and react to pupil, parental and staff feedback
- To recruit and succession plan for the membership of the LGB
- To establish and maintain a relationship with the members of the local community
- In the case of Transition and Intervention Boards, plan for conversion back to a normally constituted LGB, including undertaking relevant recruitment and handover activities to ensure the smooth transition of governance.

b) Finance and contracts

- To recommend the annual budget for the Academy for submission to the Cluster Board
- To monitor the Academy's delegated budget and ensure that any variances are reported to the Cluster Board
- To monitor income, expenditure and cash flow of the Academy
- To receive assurance that proper financial controls are in place at the Academy
- To maintain a register of LGB members' business and pecuniary interests
- To ensure provision of free school meals to those pupils meeting the criteria
- To enter into contracts up to the limits of delegation and within an agreed budget
- To support the Trust Board in its monitoring and evaluation of the delivery of any central services/functions provided/procured by the Academy Trust.

c) Curriculum and standards

- To ensure a broad and balanced curriculum is delivered in the academy including enrichment opportunities
- To ensure effective processes are in place for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Academy and the cluster
- To monitor the KPI figures reported from the Headteacher relating to standards
- To ensure that actions from any Trust audits are completed in a timely manner
- To develop, monitor and approve the Academy Development Plan in tandem with the Self-Evaluation Form.

d) SEND

- To appoint a Local Governor designated for reviewing and reporting on SEND and inclusion
- To review and maintain the Academy's SEND policy consistent with any Trust-wide policy
- Monitoring outcomes and provision for vulnerable and disadvantaged groups
- To provide oversight of the implementation of the policy within the Academy and compliance with the Equalities Act requirements.

e) Safeguarding

- To appoint a Local Governor designated for reviewing and reporting on safeguarding
- To adopt the REAch2 Safeguarding and Child Protection Policy for the Academy and monitor/ensure its implementation
- To be familiar with safeguarding issues in the community and implications at the academy
- To ensure that actions from any Trust audits are completed in a timely manner

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- To monitor trends or patterns in safeguarding incidents in the academy and understand interventions and plans to address such matters
- To seek assurance that the single central record is completed according to Trust policy and legal requirements.

f) Behaviour

- To review and maintain a behaviour policy for the Academy (in line with any Trust prescribed policy).
- To monitor any trends or patterns in behaviour incidents in the academy, including fixed term and permanent exclusions, and understand interventions and plans to address such matters
- To convene a committee to review the exclusion of a pupil by the Headteacher.

g) Admissions

- To undertake consultation, publish admissions and determine arrangements consistent with the REAch2 admissions policy, as required in accordance with the School Admissions and Appeals Codes.
- To make arrangements for determining admissions and hearing admission appeals.
- To ensure effective arrangements are in place for pupil recruitment and marketing.

h) Pupil related matters

- To review and monitor attendance and pupil absence rates
- To monitor the impact of the pupil premium in the Academy
- To monitor the impact of other ring fenced grants such as the PE & Sports Premium.
- To adopt the REAch2 Academy Complaints policy
- To hear complaints at the relevant stage
- To ensure effective arrangements are in place for pupil support and representation at the Academy (pupil council)
- To support the Trust and the Headteacher in the extended school provision in the Academy.

i) Staffing

- To participate in the process to appoint the Headteacher as requested by the REAch2 Executive Team (acting with the delegated authority of the Trust Board).
- For the Chair of the LGB to feed into the performance appraisal of the Headteacher as requested by the Deputy Director of Education
- To support the Headteacher in the development and review (from time to time) of an appropriate staffing structure for the Academy and for the appointment of Academy staff to ensure that the Academy is fully staffed in accordance with that structure

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- To ensure that the Trust's policies on all HR matters are implemented and applied consistently in the Academy
- To monitor the implementation of the Trust's policies at the Academy for HR matters including the appointment, induction and performance management of staff, pay review process and procedures for dealing with disciplinary matters, grievances and dismissal.

j) Information management and communication

- To ensure the effective implementation and application of the data protection policies and procedures in the Academy.
- To ensure systems are in place in line with the Trust's strategy at the Academy for effective communication with pupil, parents or carers, staff and the wider community including the support of a local parent teacher association (if established).
- To monitor any GDPR, FOI, SAR or data breaches at the academy

k) Health, safety, risk and estates

- To appoint a Local Governor designated for reviewing and reporting on Health and Safety
- To review, monitor and approve the risk register of the Academy for submission to the Cluster Board
- To adopt a health and safety policy for the Academy (in line with the Trust-wide policy)
- To review the implementation of the above policy and ensure that appropriate risk assessments are being carried out in the Academy
- To conduct site inspections to review any health and safety issues and the security of premises and equipment
- To ensure that actions from any Trust audits are completed in a timely manner
- To ensure that the academy is compliant with all Trust requirements and systems in terms of health, safety and estates.

l) Wellbeing

- To review, monitor and approve the key strategies used within the school to support the wellbeing of staff and pupils in the academy.
- To receive updates on the professional development in place to support pupils and staff wellbeing.
- To ensure effective arrangements are in place enabling staff to have a good understanding of early help and their responsibilities for pupils.
- To 'check in' with staff and pupils through governor visits, pupil and staff voice surveys to gain further assurance that the strategies are having impact.

m) Equalities, Diversity and Inclusion

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- To work with the school to support and professionally develop, all staff to ensure that the EDI agenda is embedded in managing inclusion, valuing difference, promoting equal opportunity, and combating discrimination.

Alterations

This constitution and these terms of reference may be altered by a majority resolution of the Trust Board.

Circulation list

This constitution and these terms of reference shall be circulated to the Trust Board, the Cluster Boards, all Local Governors, the Clerk to the LGB, and others at the discretion of the Chair of the Trust Board or the Chair of an LGB. This constitution and these terms of reference were approved and adopted by a resolution of the Trust Board.

Appendix 1: Local Governor Declaration

The Trustees

[• address]

[• 00 month year]

Dear Sirs

REAch2 Academy Trust (**Academy Trust**) - appointment as a Local Governor.

I confirm that I wish to be a Local Governor in respect of [• name of academy] in accordance with the Terms of Reference for Local Governing Bodies prescribed by the Trustees of the Academy Trust from time to time.

I confirm that I am not disqualified from becoming a Local Governor by reason of any provision in the Terms of Reference for Local Governing Bodies (and by extension the Articles of Association of the Academy Trust).

I also confirm that I understand that I must disclose any personal interest I may have in any matter to be discussed at a meeting of the Local Governors in accordance with the Constitution and Terms of Reference for Local Governing Bodies (or as prescribed by the Trustees of the Academy Trust from time to time).

Yours faithfully

Signed

Name

Date

29 Appendix J: Terms of Reference for Delegation to the Executive

1 Introduction

- 1.1 The purpose of these terms of reference is to provide for the delegation of powers to the Chief Executive Officer and to provide narrative around the relationship between the Trust Board and the Executive Team (as described in clauses 1.4 and 1.5) with a view to ensuring effective leadership and governance.
- 1.2 As set out in the Scheme of delegation, the relationship between the Trust Board and the Executive Team is characterised as a partnership to realise a common vision and a common purpose.
- 1.3 Over and above these principles, the Scheme of delegation, Terms of Reference and Decision Making Table (referred to as 'the Decision Matrix') provides clarity as to who are the decision makers for the different levels of decisions.
- 1.4 The REAch2 “Executive Team” is the executive management arm of the Trust, focusing on operations and the educational performance of the Academies. They operate under the leadership and direction of the Chief Executive Officer. The Executive Team works directly with the central staff and staff in each Academy and both the Cluster Boards and the Local Governing Bodies to ensure that the required outcomes are achieved in accordance with the direction, vision and values of the Trust Board.
- 1.5 The Executive Team includes the following posts:
 - 1.5.1 the Chief Executive Officer;
 - 1.5.2 the Chief Operating Officer together with their respective teams.

2 The Chief Executive Officer ("the CEO")

- 2.1 The Trust Board has appointed a CEO whose role is to provide professional leadership, strategic management and direction for the Trust and its Academies. The CEO may serve as an ex-officio Trustee subject to appointment by the Members via ordinary resolution.
- 2.2 The CEO is directly accountable to the Chair of the Trust Board and shall comply with any reasonable direction by the Trust Board when acting on the Trust's behalf.
- 2.3 Broadly, the CEO is responsible for:
 - 2.3.1 Being the accounting officer for the Trust
 - 2.3.2 Suggesting and implementing the overall, long term, strategic direction for the Trust underpinned by sound financial and operational planning
 - 2.3.3 Leading the organisation to ensure exceptional educational performance, distinctive contribution for all pupils and enduring impact in the communities for which the Trust serves.

- 2.3.4 Determines the approach to risk management whilst ensuring appropriate controls are in place across the Trust.
- 2.4 In order to ensure the trustees' strategy is implemented, the Chief Executive Officer is supported by an Executive Team who are responsible for the day-to-day operations of the Trust and who provide specific expertise on (not exhaustive):
 - 2.4.1 Curriculum and educational matters
 - 2.4.2 Human resources
 - 2.4.3 Operational matters
 - 2.4.4 Finances
 - 2.4.5 Policy matters
- 2.5 The CEO will formulate aims, objectives, policies and targets for the Trust Board to consider, and will report to the Trust Board on progress at each meeting.
- 3 The Executive Team**
 - 3.1 In fulfilling their role, the CEO is assisted by the Executive Team, in particular:
 - 3.1.1 Education performance management is delegated by the CEO to Directors of Education and the Director of Excellence & Standards.
 - 3.1.2 the day-to-day oversight and implementation of the budget and operational matters are delegated by the CEO to the COO and CFO
 - 3.2 The CEO may delegate such functions across the Executive Team as they may reasonably consider appropriate.
- 4 The Accounting Officer**
 - 4.1 The CEO shall have the role of Accounting Officer as set out in the Academy Trust Handbook ("**the Handbook**").
 - 4.2 The role includes ensuring high standards of probity in the managements of public funds and in particular:
 - 4.2.1 **value for money** – this is about achieving the best possible educational outcomes through the economic, efficient and effective use of resources.
 - 4.2.2 **regularity** – dealing with all items of income and expenditure in accordance with legislation, the terms of funding agreement and the Handbook, and compliance with the trust's internal procedures.
 - 4.2.3 **propriety** – the requirement that expenditure and receipts should be dealt with in accordance with Parliament's intentions and the principles of parliamentary control – this covers standards of conduct, behaviour and corporate governance.

- 4.3 Included in the responsibilities of the Accounting Officer is a duty to take appropriate action if the Trust Board (or a Cluster Board/ a Local Governing Body) or the Chair of the Trust Board is contemplating a course of action that the Accounting Officer considers would infringe the requirements of propriety or regularity (including the provisions of the Funding Agreement or other documents setting out the financial duties of the Trust Board or of any other rules governing the conduct of the Trust Board), or would not represent prudent or economic administration, or the efficient or effective discharge of the Trust Board's functions.
- 4.4 The Accounting Officer may delegate or appoint others, such as the Director of HR, to assist in carrying out these function.

5 Matters reserved to the Trust Board

- 5.1 Matters which are expressly reserved to the Trust Board are set out in the body of the body of the Scheme of Delegation
- 5.2 In determining the division of roles between the Trust Board and the CEO (and the wider Executive Team), the Trust Board will have regard to the following principles:
- 5.2.1 non-executive powers must be exercised by the Trustees personally and may not be delegated;
 - 5.2.2 except when it is impracticable to do so, executive powers should be delegated to the CEO, who may authorise further delegation; and
 - 5.2.3 every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

6 Reporting to the Trust Board

- 6.1 The CEO is responsible for the matters delegated to them by the Trust Board but the Trust Board retains responsibility for all strategic decisions in relation to the Trust, which the CEO will ensure are considered by the Trust Board.
- 6.2 In order to assist the Trust Board to safeguard and apply the Trust's assets in the most effective manner, the CEO will ensure that any significant or material matter that arises in the course of the Trust's operations is reported to the Trust Board, including in particular:
- 6.2.1 risk management issues, including insurance limits
 - 6.2.2 the avoidance of wrongful or fraudulent trading
 - 6.2.3 any correspondence from a regulator of a negative nature
 - 6.2.4 matters which are fall within the Charity Commission's definition of 'serious incidents' which require a report to the ESFA
 - 6.2.5 any matters which require referral to the Trust Board under the scheme of delegation of financial powers
 - 6.2.6 the acquisition and disposal of assets or liabilities with a value exceeding the Trusts materiality limit
 - 6.2.7 investments and capital projects which are material in the context of the Trust's net assets or income and

6.2.8 contracts which are not in the ordinary course of the Trust's operations.

6.3 The CEO (or a member of the Executive Team in their absence) shall:

6.3.1 provide a report to the Trust Board in writing; and

6.3.2 attend the Trust Board meeting to discuss the report, other relevant issues and answer questions.

6.4 The CEO shall maintain regular contact with the Chair of the Trust Board between Trust Board meetings and share all relevant information with them concerning the welfare and good reputation of the Trust, the Academies and their community.

7 The relationship between the Trust Board and the CEO

7.1 It is the role of the Trust Board to act as a critical friend to the CEO. The relationship between the Trust Board and the CEO should be one of mutual trust, confidence and candour if the Trust is to succeed.

7.2 The Trust Board will support and oversee the work of the CEO and hold them accountable for the authority that is delegated to them and how they exercise it. The Trust Board will not without good cause and consultation (where practicable) interfere in the exercise of the CEO's executive powers and in particular, the role of the CEO in overseeing its work.

7.3 The Trust Board must ask the CEO questions that ought to be asked and to satisfy themselves that the Trust is being properly conducted. The CEO must give the Trust Board enough information to ensure they are fulfilling their duties properly and expeditiously.

7.4 The Trust Board must fully consider any views and proposals relating to any matter within the non-executive powers of the Trust Board which may be submitted to them by the CEO or another member of the Executive Team.

7.5 When exercising his or her professional judgement, the CEO acts not only as the chief executive officer of the Trust but as an advisor to the Trust Board. Accordingly, the Trust Board should follow the CEO's advice unless they have good reason not to do so.

7.6 The Trustees are entitled to trust the CEO and the wider Executive Team until there is reason to distrust them. However, the Trust Board should exercise reasonable supervision and ask questions that ought to be asked.

7.7 Any issues surrounding the performance of the CEO should be raised directly with the Chair of the Trust Board, and likewise, any concerns the CEO have over the Trust Board or one of its number should be raised with the Chair (or the Vice-Chair in the case of the Chair).

8 Appraisal

8.1 The CEO's performance is appraised annually by Remuneration Committee under its terms of reference. The Remuneration Committee shall ordinarily

consult with the Executive Team in relation to the performance of the CEO before the appraisal takes place.

9 Adoption and circulation

- 9.1 These terms of reference shall be circulated to the Trust Board, the CEO, the wider Executive Team and others at the discretion of the Chair of the Trust Board

10 Review

- 10.1 These terms of reference will be reviewed by the Trust Board annually.