



## **REACH2 Academy Trust**

## **Scheme of Delegation**

REACH2 ACADEMY TRUST  
CORPORATE GOVERNANCE PROCEDURES

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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 maintained by the Trust and is available via the [Trust website](#).
- 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 1 November 2024.

## 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 which includes the below
  - d) Local Governing Bodies which include Transition and Intervention Boards– the Local Governors

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e) The Executive & Leadership Teams.

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 and Local Governing Bodies. The relationships between the Trust Board and Local Governing Bodies groups is characterised as a partnership to realise a common vision and a common purpose. It 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.

### 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.

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

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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.
- 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.

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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 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 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



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interests of the objects of the Trust. An Academy Trust will have between 3 – 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, 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, 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 to this SoD.
- 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

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direction are delivered. The Chief Executive Officer may also be a Trustee if invited to do so by the Members.

### **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/DfE 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.

### **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,

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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, 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.

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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

- Risk and Audit Committee
- Finance and Resources Committee
- Education, Standards and Performance Committee
- Executive Nominations Committee
- Remuneration Committee

#### Local Governance

- 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.

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 also establish any transition boards (upon recommendation from the CEO and in collaboration with the local Deputy Director of Education).

#### Local Governing Bodies

12.6 Terms of reference for Local Governing Bodies, also applicable to both Transition and Intervention 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.

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### Intervention Boards

12.7 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.

12.8 Members of the Intervention Board are appointed by the REAch2 Trust 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 H.

12.9 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

12.10 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.

12.11 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 H.

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

12.13 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 governance team 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

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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.

### **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.

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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.

### **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.

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**19 List of Appendices**

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

<b>Document control</b>		
<b>Issue</b>	<b>Date of issue</b>	<b>Description of change</b>
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
Issue 5	January 2024	Final version applicable until September 2024
Issue 6	September 2024	Final Version for 2024-25



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**20 Appendix A: Decision Matrix**

**Key**

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

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

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No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
<b>MATTERS RESERVED FOR THE MEMBERS</b>										
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					
<b>MATTERS RESERVED FOR THE TRUST BOARD</b>										
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						

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No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
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 and Resources 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 DfE/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 DfE/ESFA agreement.		A, R						
22		Agree and review the investment strategy, in line with relevant policies.		A, R						

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
23		Write off debts and assets or enter into guarantees, indemnities and letters of comfort (subject to £250K ceiling), seeking DfE/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						
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 DfE/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						

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No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
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						
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 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 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						

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
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		Where necessary. seek approval from DfE/ESFA in advance for any related party transactions in accordance with the Academy Trust Handbook		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						
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, Finance & Resources, Remuneration 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						

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
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 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 DfE/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 DfE/ESFA approval required for related party transactions.		A, R						
60		Appoint a SEND lead trustee		A, R						
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					

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
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						
73		Receive and approve the Trustee annual report and audited accounts		A, R						



## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
74		Ensure timely returns to the DfE/ESFA, including any statements pertaining to financial statements, changes to members, trustees 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.		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						

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No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
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 relevant Trust 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						
		<b>CENTRALLY PROCURED SERVICES</b>								
87	Central services scope and value	To determine the scope of mandatory core services to be delivered by the shared services 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	

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
		<b>CENTRAL SHARED SERVICES TEAM</b>								
90		To identify and provide central shared services to the Academy Trust		A	S	R	S	S	S	S
91		To monitor the effectiveness and efficiency of the central shared service		A, R	R	A, R	S	S	S	S
		<b>FINANCE</b>								
92	Powers to appoint: financial services	To appoint the internal auditor(s)		A	R - R&A	R				
93	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				
94		To consider the Academy Trust's indicative funding, once notified by the DfE/ESFA, and to 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		A	R - FinRes	S, C				
94		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				
95		To determine the proportion of the overall Academy budget to be delegated to individual Academies		A, R	S,C	S, C				
96		To approve the annual budget for the Trust and approve any significant changes to that budget		A, R	S,C	S, C				
97		To oversee preparation of the annual financial statements by the executive, for review and approval by the full board		A	R - FinRes	S, C				
98		To examine and review new Trust wide initiatives for financial development, including fundraising		A	R - FinRes	S, C				

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
99		To oversee significant investment and capital financing decisions		A	R - FinRes	S, C				
100		To ensure the Academy Trust's commercial and fundraising activities are carried out effectively.		A	R - FinRes	S, C				
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	
102		To receive and review the management accounts in line with the Academy Trust Handbook		A, R		S				
103		To monitor any variances from the Trust budget and ensure the DfE/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 the Educational Standards and Performance 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	
108		To comply with the Trust Financial Scheme of Delegation		A, R		R	R	R	R	S
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	

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
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	School specific finance	To monitor the income, expenditure and cash flow of an Academy		A	R – Fin & Res	R			S	S
112		To ensure proper financial controls are in place at the Academy		A		R		S	S	S
113		To ensure provision of free school meals to those pupils meeting the criteria		A					S	R
114		To open Trust bank accounts		A		R				
115		To ensure the preparation of the annual budget for the individual Academy with the assistance of relevant staff		A		R			S	
		<b>CONTRACTS</b>								
116	Trust-wide procurement /contracts	To approve any service contracts for Trustees	A, R							
117		To review opportunities for collaborative procurement at cluster level		A				R	C	
118		To set the delegated levels of authority for contracts		A		R				
119		To ensure compliance with regulations regarding Related Party Transactions as set out in the Academy Trust Handbook and Trust policy and procedure		A, R		R	R	R	R	R
120		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 – Fin & Resources	R	R	R	R	
121	School level contracts	To make payments within agreed financial limits as per their role in the organisation		A		R	R	R	R	

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
		<b>EDUCATION, CURRICULUM AND STANDARDS</b>								
122	Trust standards/ educational performance	To receive, at the AGM, an annual report from the Trustees and the CEO on standards	A	S		R	S, C			
123		To ensure that the highest possible educational standards and provision are set and maintained across the Academy Trust		A	R - Educ	R, S, C	R, S, C	R, S	R, S	R. S
124		To advise the Trust Board with respect to targets for student achievement across the Academy Trust		A	R - Educ	R, S	S, C	C		
125		To receive a termly report from the Executive Team regarding standards and performance of the Academy Trust against key performance indicators		A	R - Educ	R	S	S		
126		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	R	S, C	C		
127	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	S, C	C		
128		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		
129		To receive on a regular basis a Trust wide report on exclusion data		A	R - Educ	S, C	S	S	S	
130	Curriculum	To ensure that the Academy Trust's curriculum is balanced and broadly based		A	R - Educ	S, C	S, C	C	C	
131	School operations	To approve the dates of schools terms, holidays and Trust-wide CPD days		A		R				
132		To set the times of school sessions and extended activities						C	A, R	C

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
133		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
134		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, C	S, C	S	S
135	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			S	R		
136	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
137		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
138		To develop, monitor and approve the Academy Development Plan in tandem with the Self-Evaluation Form		A				S	S	R
139		To propose targets for pupil achievement						C	R, A	
140		To agree targets for pupil achievement		A			C	R	S, C	
141		To provide oversight of the target setting for pupil achievement and progress by the Headteacher and monitor against targets		A			S	R	R	R
142		To provide regular reports on educational performance and progress at the academy as required		A				S, C	R	
143		To be responsible for standards of teaching at academy level		A				S, C	R	S, C
144		To hold headteacher to account for educational standards using academy and Trust KPIs, targets and other relevant measure		A			S	R		S, C

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No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
145		To decide to offer additional activities and services including 11 Before 11. To decide what form these should take and ensure effective delivery		A				S	R	S
146		To ensure the curriculum is delivered at the Academy including compliance with any funding agreement requirements		A				S	R	S
147		To make provision for a daily collective act of worship		A				S	R	
148		To prepare a draft Academy Development Plan and/or appropriate improvement plan for approval by the LGB		A				S, C	R	C
149		To monitor progress against the agreed Academy Development/Improvement Plan					S	R	R	R
		<b>SEND</b>		A						
150	Trust oversight of SEND	To ensure compliance with the Disability Discrimination Act requirements across the Trust		A		R	S	S, C	R	
151		To receive a report and scrutinise SEND provision across the Trust		A, R		S, C	S	S		
152	Local oversight of SEND	To provide oversight of the implementation, compliance and effectiveness of SEND strategies at academy level		A				S	S, C	R
153		To designate a teacher to be responsible for co-ordinating SEND provision		A					R	
154		To liaise with the local authority in respect of students who have (or might have) SEND		A					R	
155		To make provision for SEND pupils with or without a statement or Education, Health and Care plan		A				C	R	
156		To ensure compliance with the Disability Discrimination Act requirements within the Academy		A, R	R	R	R	R	R	R



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No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
<b>SAFEGUARDING</b>										
157	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		
158		To ensure compliance with statutory safeguarding requirements across the Trust		A, R	R	A, R	R	R	A, R	R
159	Single Central Record	To ensure the completion of the single central record and its regular up-dating in accordance with Trust policy and legal requirements		A		R	S		S	
160	School level monitoring	To receive and scrutinise reports on safeguarding arrangements, trends and concerns in the academy							R	A
161	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
162		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
163		To appoint a designated teacher to support looked after children and to ensure the role is compliant with statutory guidance		A					R	
164		To ensure appropriate risk assessments are completed for off site visits		A			S' C		R	C
165		To ensure appropriate risk assessments are completed and approve visits abroad for pupils.		A			R		S, C	C
<b>BEHAVIOUR</b>										
166	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		

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
167	Local oversight of behaviour	To monitor implementation of the schools behaviour policy and ensuring that interventions are appropriate and effective		A					S, C	R
168	Exclusions	To review the use and understand any patterns in the use of exclusions across the Academy Trust		A, R		S, C	S, C			R
169		To exclude a pupil for a fixed term or permanently		A				C	R	
170		To convene a committee to review any exclusion of a pupil in keeping with national guidance		A				C	S, C	R
		<b>ADMISSIONS</b>								
171	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				
172		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
173		To act as the admissions authority and provide advice and support as appropriate on matters of admissions		A		R	S, C	S		
174		To determine the schools PAN		A		R	S, C	S, C	S, C	S, C
175	Recruitment and marketing	To ensure effective arrangements are in place for pupil recruitment		A			C	S	R	S
176	Admissions appeals	To provide direction to the LGB as to requirements under the School Admissions and Appeals Codes		A			C		R	
177		To procure and quality assure arrangements for hearing admission appeals on an annual basis in line with Trust guidance		A			S		S	R
178		To ensure participation in the fair access protocol		A					R	

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
		<b>OTHER PUPIL RELATED MATTERS</b>								
179	Complaints	To receive information on, and review the level, of complaints across the Academy Trust		A, R			S			
180		To investigate complaints at the relevant stage		A, R		R		S	R	R
181		To apply the protocol for exceptional banning of persons from school premises, in close consultation with Local Governors					S,C		A, R	C
182	Attendance	To receive and review a report from the headteacher on attendance and pupil absences (as part of the KPIs)		A				S	S	R
183		To monitor the levels of attendance in the Academies		A		R		R	R	R
184		To maintain a register of pupil attendance		A					R	
185	Statutory grants	To monitor the impact of the pupil premium in the Academy		A				C	S	R
186		To monitor the impact of other ring fenced grants such as the PE and Sports Premium in the academy		A				C	S	R
187		To monitor the impact of the pupil premium and other ring fenced grants across the Academy Trust		A		R				
188		To ensure effective deployment of the Pupil Premium		A				C	R	S
189	Pupil voice	To ensure effective arrangements are in place for pupil support and representation at the Academy		A				C	R	S
190	Communications with parents/home	To ensure effective arrangements are in place for parent and other key stakeholders voices to be heard		A				C	R	R
		<b>HR &amp; STAFFING</b>								
191	Trust powers of appointment	To determine the remuneration and terms and conditions for the CEO		A	R- RemCo					

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No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
192		To determine the remuneration and terms and conditions for the Executive Directors			A	R				
193		To appoint, suspend and dismiss the Executive Directors (excluding the CEO) acting through a committee and in consultation with the CEO		A		R				
194		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				
195		The appointment, removal and performance management of staff at director level		A, C		R (CEO)				
196		The appointment, removal and performance management of the Deputy Directors of Education		A		C, S	R			
197	HR Strategy	To consider, determine and keep under review any strategies for human resources and organisational development		A	R – All Cmtes	R, S, C	S, C			
198	Management /organisational structures	To determine the senior leadership and non-teaching structures for each Academy		A		A, R	S, C		R	
199		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			
200		To consider the details of school restructuring programs following any necessary approvals at Director level				C	R		R, S, C	C
201		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		
202		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	

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
203		To appoint, suspend and dismiss Directors/Heads of Service (excluding the Executive Directors and as otherwise reserved to the Trustees)		C		A, R				
204	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	C – Fin & Res	A (CEO), R (Director HR)				
205		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,					
206	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
207	Recruitment	To develop strategy in all matters relating to the recruitment, reward, retention, motivation and development of the Academy Trust's staff		A	C – Fin & Res; RemCo	R	S, C	S, C	S, C	S, C
208		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	R		S, C
209	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				

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
210		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					
211		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					
212		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					
213		To discuss, review and approve the pay structure for employees below Executive level.		A		A, R				
214		To approve annual changes to Headteacher pay, based on recommendations from DDoEs and with input from Local Governing Bodies		A		C	R	C		C
215	Performance management	To appoint, suspend, dismiss and conduct performance management of central team members		A		A, R	S			
216		To monitor and review staffing changes across the Academy Trust		A	S, C – R&A and Educ	R				
217		To conduct the performance management of Headteachers		A			R			S, C
218		To conduct the performance management of staff in the Academy		A				S, C	R	C
219		To appoint, suspend and dismiss Headteachers		A		C	R			C

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
220		To determine staffing requirements within each Academy and budget		A		A	R		R, S, C	C
221		To appoint, suspend and dismiss and conduct performance management of teaching and support staff		A			S, C		R	C
222		To approve applications for early retirement, secondment and leave of absence at school level		A			S, C		R	C
223	Reporting and Audit	To produce and publish the end of year certificate (FRS102)		A		R				
224		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				
		<b>INFORMATION MANAGEMENT AND COMMUNICATION</b>								
225	Data protection legislation	To ensure compliance with all data protection legislation and good practice across the Trust Central Services Team		A		R	S	S		
226		To ensure compliance with all data protection legislation and good practice in the Academy		A				S	R	S
227		To ensure registration with the Information Commissioner's Office is up to date.		A		R				
228		To support the individual academies on the effective safe storage of data acting through the Trust DPO		A		R		S	S	
229		To maintain a central record of FOI, SAR, EIR and data breaches across the Trust		A		R	S	S	S	
230		To respond to FOI, SAR and EIR at the academy level, seeking Trust support where needed		A		S		S	R	S
231		To respond to FOI, SAR and EIR at the Trust level seeking appropriate support where needed		A		R	S	S	S	

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
232	Record keeping	To maintain accurate and secure staff records for the central team		A		R				
233		To maintain accurate and secure pupil and staff records for the academy		A					R	
234	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
235		To ensure the publication of statutory Academy information, including keeping web pages up to date, at the Trust Level		A		R				
		<b>ESTATES</b>								
236	Estates strategy	To prepare, review and maintain an estates and accommodations strategy and asset management planning arrangements		A	R - FinRes	S, C				
237		To ensure that the operation and asset management and planned maintenance of the Trust's estate, is delivered appropriately		A	R - FinRes	S, C				
238	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				
239		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				
240	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				



## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
241		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				
242	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		R, S, C	C
243	Accessibility	To develop, agree and monitor an accessibility plan on a school by school basis		A			S		R	C
<b>FREE SCHOOLS AND PROJECTS</b>										
244	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	S, C	S, C		
245	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	S, C - FinRes	R				
<b>HEALTH, SAFETY AND WELLBEING</b>										
246	Health and safety: operations	To conduct site inspections to review any health and safety issues and the security of premises and equipment		A		R			R	S
247		To monitor the accident book and agree appropriate actions		A					R	
248		To ensure that health and safety regulations are followed across the Trust		A		R		S		
249		To ensure that health and safety regulations are followed at a local level		A				S	R	S

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
		<b>POLICY (see Trust Policy Tracker for individual policy document delegations and responsibilities)</b>								
250	Policies	To prepare Trust wide policies		A		R				
251		To approve non-statutory Trust policies		A	R (all cmtes)	R				
252		To approve statutory Trust Policies		A, R	R (all cmtes)	S				
253		To ensure implementation and monitor effectiveness of policies across the Trust		A, R	R (all cmtes)	R	S	S	S	S
254		To implement Trust policies at an academy level		A			S		R	S
255		To adopt and monitor the implementation and effectiveness of statutory Trust policies at school level		A				S	R	R
256		To prepare and implement, subject to LGB approval if appropriate, non-statutory school level policies		A					R	A, R
257		To adopt and monitor the implementation and effectiveness of non-statutory school level policies		A					R	A, R
		<b>GOVERNANCE</b>								
258	Trust Board	To maintain a register of pecuniary and business interests for the Trust Board and Members		A		R				
259		To maintain a register of pecuniary and business interests for the Trust Executive Directors		A		R				
260		To engage and seek the views of key stakeholders and other appropriate groups as required		A, R		S				
261		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		
262		To approve the cessation of a Transition Board and establishment of an LGB		A	R - Educ	S, C		S, C		

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
263		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	C	
264		To appoint members of either an Intervention or Transition board		A	R - Educ	S, C	S, C	S, C		
265		To appoint the chair of an intervention/transition board		A	R - Educ	S, C	S, C	S, C		
266		To receive reports on, and monitor the effectiveness of any Intervention/Transition Boards		A	R - Educ		S, C	S, C	C	
267		To appoint/remove LGB Trust Appointed governors		A					C	C
268		To engage and seek the views of stakeholders and other appropriate groups within the Cluster as required		A			S	R		
269	LGB	To appoint LGB parent, staff and co-opted governors		A				S	S	R
270		To elect the LGB chair and vice chair on an annual basis or as required when vacancies arise		A						R
271		To remove the Chair and/or Vice Chair of the LGB		A, R		S, C	S, C	S, C	C	
272		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
273		To appoint LGB governors with link roles for safeguarding and SEND and/or other roles as determined by the LGB							C	A, R
274		To determine the development needs of governors and provide access to appropriate programmes							S	A, R
275		To employ/remove a clerk to the LGB							S	A, R
276		To champion the REAch2 vision and values in the Academy and to ensure the spiritual wellbeing of the pupils							S	A, R

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
277		To determine the educational character, mission and ethos of the Academy reflecting the wider character, mission and ethos of the Trust							S	A, R
278		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
279		To implement a means whereby the Academy can receive and react to pupil, parental, local community and staff feedback.						S	S	A, R
280		To maintain a register of local governors and SLT members business and pecuniary interests							S	A, R
		<b>RISK, AUDIT AND RISK MANAGEMENT</b>								
281	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				
282		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				
283		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				
284		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				
285		To keep under review the external auditor's management letter and the management's response		A	R - FinRes and R&A	S, C				
286		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				

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
287	Audit arrangements: internal audit	To approve the annual programme of work for the internal audit scrutiny		A	R - R&A	S, C				
288		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				
289		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				
290		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				
291		To keep under review the effectiveness of internal control systems		A	R - R&A	S, C				
292		To receive internal audit reports and monitor implementation of recommendations at an academy level		A				S	S, C	R
293	Value-for-money	To receive and review an annual summary on the achievement of value-for-money for each year ended 31 August		A	R - R&A, FinRes	S, C				
294	Risk management framework	To review risk management framework and maintain a risk register for the Trust		A	R - R&A	S, C	S			
295		To identify, quantify and devise systems to minimise the major risks affecting the Academy Trust		A	R - R&A	S, C	S			
296		To ensure that appropriate types and level of insurance are in place across the Trust		A		R				

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
297	Risk management : policy	To review the action and implementation of risk management policy across the Academy Trust		A	R - R&A	S, C	S			
298	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				
299	Risk regulation	To receive and review risk management and relevant regulatory information and reports		A	R - R&A	S, C	S	S		
300	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		
301		To receive and review the Trust Risk Register		A	R - R&A	S, C				
302		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			
303		To prepare the Trust Risk Register		A		R	S, C			
304	Cluster level risk management	To review and report, to Trustees, on output of the risk management framework at a cluster level.		A		R	S, C	S, C		
305		Consider and challenge risk reporting ensuring that adequate mitigation actions are planned and are being implemented at academy level		A			R	S, C		
306		To hold the Deputy Director of Education to account for effective implementation of the risk management framework in the cluster		A			R			
307		Identify patterns in risks across the cluster level and cluster level mitigating measures		A			S, C	R		
308	School level risk management	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			

## REACH2 ACADEMY TRUST CORPORATE GOVERNANCE PROCEDURES

No.	Subheading	Decision/Responsibility	Members	Trust Board	Trust Board Committee	Executive Team	DoE & DoI	DDoE	Headteacher	LGB
309		To review and monitor the risk register of the Academy		A			S	R	S	
310		To prepare the risk register for the academy having regard to the risks identified by, and feedback from, the headteacher		A				R	C, S	
311		To ensure suitable risk assessments are prepared and appropriate actions taken at academy level		A				S, C	R	S, C
312	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				
313		To review the effectiveness of the academy business continuity plan, in accordance with the requirements in the Academy Trust Handbook, testing the underlying assumptions on a periodic basis		A				S	R	S
314	Corporate governance	To review the procedure for detecting, and any confirmed incidents of, fraud		A	R - R&A	S, C				
315		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				
316		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 REAch2 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;
- 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.

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](http://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](http://www.gov.uk).

### **Chair of Trustees**

The Trustees shall elect a Chair and a Vice-Chair from among their number (and the Trustees may determine for what period they are to hold office). A Trustee who is employed by the Academy Trust shall not be eligible for election as Chair or Vice-Chair. A Chair or Vice-Chair elected without any determination of the period for which they are to hold office shall, unless previously removed from such office, serve for a term of three years if and for so long as they shall remain a Trustee. A retiring Chair and Vice-Chair may be re-appointed.

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**

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:
  - Remuneration,
  - Nominations,
  - Finances and Resources
  - Risk and Audit and
  - Education, Standards and Performance.
- 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.

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 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.

## **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.

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.

**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

## **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: Risk & Audit Committee Terms of Reference

### **Risk & Audit Terms of Reference**

(LAST REVISED – for Board approval on 11<sup>th</sup> JULY 2024)

***The Trust Board is unambiguously and collectively responsible for overseeing the entirety of the Trust's activities, in discharging its responsibilities the Trust Board delegates the following to the Risk & Audit Committee of the Board:***

The Committee is responsible for the oversight and review of the Trust's:

1. **External Audit arrangements.**
2. **Internal Audit arrangements.**
3. **Risk Management**
4. **Annual Accounts (considered jointly with the Finance & Resources Committee) for recommendation for approval to the Trust Board.**
5. **Compliance, Legal & Regulatory obligations**
6. **Value for Money.**

**In respect of these responsibilities the Committee will specifically *consider, determine, review, approve and (where necessary) make recommendations to the Board* in relation to the following matters:**

#### **1. External Audit Arrangements.**

- a) the appointment of the external auditor.
- b) the terms of the Auditor's Letter of Engagement.
- c) audit fees.
- d) the resignation/dismissal of the external audit firm.
- e) the external auditor's independence, objectivity, and the effectiveness of the audit process.
- f) the effectiveness and resources of the external auditor made available to the Trust.
- g) the nature and scope of the annual audit and review of the audit plan.

#### **2. Internal Audit Arrangements.**

- a) the annual internal audit programme (financial & non-financial).
- b) any issue which the Head of Internal Audit may wish to raise with the Committee, as the body to whom they report, on internal audit matters (in the absence of the management where necessary).
- c) consideration and review of the internal audit arrangements and function
- d) findings of internal audit investigations and responses from the Executive.
- e) co-ordination between the internal and external auditors.
- f) An annual report from the internal auditor for each financial year, (including areas reviewed, key findings, recommendations, and conclusions, in accordance with the Academy Trust's Handbook).

#### **3. Risk Management**

- a) all systems of internal control.
- b) the risk management framework, including the risk policy, registers and arrangements to monitor and measure risks including risk appetite.
- c) business continuity plans including arrangement for testing the plan's assumptions.
- d) Proposals to admit new schools to the Trust and associated due diligence reports on those new schools joining the Trust and the adequacy of the processes used by the Trust when admitting new schools.
- e) proposals from the Executive on the establishment and disbanding of new or additional governance arrangements, (such as Transformational and Intervention Boards or for significant projects Oversight Boards).

- f) significant contracts which the Executive recommend for signing and approval.
- g) risks associated with any subsidiary arrangements established by the Trust Board (including the SCITT).

**4. Annual Accounts (considered jointly with the Finance & Resources Committee) for recommendation for approval to the Trust Board including:**

- a) the review of financial statements including any areas where significant degrees of judgement have been applied or where significant adjustments are required.
- b) changes in accounting policies and practices including the consistency of accounting policies from year to year.
- c) compliance with accounting standards and legal requirements, including the clarity and accuracy of information submitted to the DfE and ESFA.
- d) the going concern statement and assumptions.
- e) consistency of the Trustees' Annual Report within the accounts.
- f) any matters arising from the audit which the external auditor may wish to bring to the attention of the Committee (in the absence of the Executive if necessary).

**5. Compliance, legal & regulatory obligations**

- a) compliance with the Trust's legal and regulatory duties and obligations.
- b) the Trust's policy framework.
- c) All Trust Schemes of Delegation, including approval of spending limits and arrangements for segregation of duties.
- d) Regular review of the policy, procedures, and adequacy of arrangements for Whistleblowing, including receipt of an annual report on any disclosures under this policy.
- e) Safeguarding and Health & Safety compliance.
- f) Compliance obligations associated with the Trust's SCITT.
- h) Annual consideration of any changes to the Academy Trust Handbook and/or Accounts Direction and the impact of those changes for the Trust.
- g) Any stage 3 complaints under the Trust's Complaints Policy (meeting as a Trustee panel).

**6. Value for Money.**

- a) Consideration of an annual report on the Trust's achievement of value-for-money for each year ended 31 August.

**Additionally, the Risk & Audit Committee:**

- a) will oversee any merger/dissolution of the Trust and associated arrangements.
- b) may seek any information that it considers necessary from any employee. All employees are expected to co-operate with any such request.
- c) may seek professional or legal advice if necessary (normally commissioned following discussion with the Trust's governance professional (or Company Secretary) or Chair of the Trust Board).

**The Standing Governance Responsibilities of the Committee are:**

1. Approval of Minutes & Matters Arising Reports
2. Monitoring attendance at meetings of the Committee
3. Recording any declarations of Conflicts of Interest from Trustees
4. Consideration of the Management Information Pack
5. An annual assessment of the effectiveness of the committee's operation
6. An annual review of its Terms of Reference
7. An annual review of its Rolling Programme of Business
8. Provision of regular reports to the Trust Board on its work via a termly report from the Chair of the Committee.

**9. Provision of an annual report to Trust Members for the Trust's Annual General Meeting.**

**OPERATIONAL DETAIL FOR THIS COMMITTEE:**

**Membership:**

- The Committee membership is appointed by the Trust Board and will comprise no fewer than three members, the majority of which shall be Trustees.

**Attendance:**

- The Committee may invite any member of the Executive or employee to attend its meetings (the CEO will be informed of any such invitation).
- Trustees may appoint an alternate from the Trust Board to attend a meeting on their behalf but if doing so they must notify the Chair of the name of their alternate.
- The Committee shall meet at least annually with the Trust's external audit firm and the head of internal audit without senior Executives present.

**Voting:**

- The quorum for a meeting is one half of the membership rounded up, decisions are taken by consensus and with a simple majority of those present.
- The Chair has a casting vote.
- No vote will take place unless the majority of members present are Trustees.

**Frequency of Meetings:**

- The Committee will meet at least five times per year on dates agreed by the Committee to conduct its normal business.
- Extra meetings of the Committee may be requested by the Chair.
- The notice for meetings and an agenda will be issued no fewer than five working days prior to the meeting date.

**Record of Meetings:**

- Minutes will be taken of all meetings and decisions of the Committee.
- Conflicts of Interest will be invited and recorded within the record of the meeting from those in attendance.
- Draft minutes will be sent to the Chair for his/her approval as soon as is practicable following the meeting.
- Once agreed by the Chair, they will be circulated to all Trustees and attendees at the meeting.

**Authority of the Committee:**

- The Committee may seek information from any employee of the Trust who are required to cooperate with any such request.

***End***

## 23 Appendix D: Finance & Resources Committee Terms of Reference

### FINANCE & RESOURCES COMMITTEE

#### TERMS OF REFERENCE

(LAST REVISED – for Board approval on 11<sup>th</sup> JULY 2024)

***The Trust Board is unambiguously and collectively responsible for overseeing the entirety of the Trust's activities, in discharging its responsibilities the Trust Board delegates the following to the Finance & Resources Committee of the Board:***

The Committee is responsible for the oversight and review of the Trust's:

1. **Financial Strategy (including budget approval, revenue, capital, and investment plans) and the financial sustainability of the Trust.**
2. **Annual Accounts (considered jointly with the Risk & Audit Committee) for recommendation for approval to the Trust Board.**
3. **Financial Risks (assigned from the Trust's Risk Management Framework)**
4. **Financial Policies, regulations & controls (assigned from the Trust's Policy Framework) including the content of the Financial Scheme of Delegation.**
5. **Strategic Themes & KPI's (see detail below)**
6. **The Trust's Estates Strategy**
7. **The Trust's People Strategy (including the approval of pay awards)**

**In respect of these responsibilities the Committee will specifically consider, determine, review, approve and (where necessary) make recommendations to the Board in relation to the following matters:**

1. **Financial Strategy and the financial sustainability of the Trust, the Committee will review**
  - a) the Financial Strategy and operational plans for income and expenditure
  - b) annual budgets (revenue and capital).
  - c) the financial position including variances from the budget, use of contingency funds and the reserves position.
  - d) the Trust's sources of funding (including pupil number estimates/indicative funding from ESFA) and any implications for the Trust.
  - e) the resourcing implications of proposals from the Executive, the Education, Standards & Performance Committee and Risk & Audit Committee.
  - f) the operation of SCITT within its funding envelope and budget.
  - g) the fullest range of external funding opportunities available to the Trust including strategies to realise those opportunities (including for capital projects).
  - h) fundraising strategies, plans, and opportunities.
  - i) the Trust's procurement strategy, policy, and practices.
  - j) all financial matters which may materially affect the current or future position of the Trust.
2. **Annual Accounts (considered jointly with the Risk & Audit Committee) for recommendation for approval to the Trust Board including:**
  - a) the review of financial statements including any areas where significant degrees of judgement have been applied or where significant adjustments are required.
  - b) changes in accounting policies and practices including the consistency of accounting policies from year to year.
  - c) compliance with accounting standards and legal requirements, including the clarity and accuracy of information submitted to the DfE and ESFA.
  - d) the going concern statement and assumptions.
  - e) consistency of the Trustees' Annual Report within the accounts.
  - f) any matters arising from the audit which the external auditor may wish to bring to the attention of the Committee (in the absence of the Executive if necessary).
3. **Financial Risks (assigned from the Trust's Risk Management Framework) including:**
  - a) those schools identified by the Executive as presenting financial risks including the necessary mitigating actions.
  - b) the financial viability of subsidiary entities formed by the Trust.
  - c) Internal audits with a finance focus (provided for information to this Committee)
4. **Financial Policies, regulations & controls, the Committee will review and approve**
  - a) the Trust's Scheme of Financial Delegation and oversight of the implementation and operation of that Scheme including the allocation of spend limits and segregation of duties arrangements.
  - b) all banking arrangements including consideration of any recommendations for changes/improvements.
  - c) process and procedures to sustain compliance with financial regulation and associated statutory and regulatory reporting obligations.

- d) the affordability of significant contractual arrangements (jointly with Risk & Audit Committee)
- e) All policies delegated to the Committee from the Trust's Policy Framework.

#### **5. Strategic Themes & KPI's**

Progress monitoring and delivery of the following key performance indicators:

- a) Digital Transformation Strategy
- b) Environmental Sustainability Strategy (non-curriculum elements of the Sustainability Strategy)

#### **6. The Trust's Estates Strategy**

- a) plans and arrangements for the delivery of the Trust's estates strategy and assurance relating to compliance across the Estate.
- b) assurance relating to the management of the Trust's assets, including estates development, refurbishment and maintenance programme.
- c) capital and project management of the Free Schools programme, including areas of concern and untapped potential.
- d) Estate related risks.

#### **7. The Trust's People Strategy**

- a) plans and arrangements for the delivery of the Trust's People Strategy.
- b) staff costs including consideration of the affordability of pay awards for the Trust.
- c) assurance relating to the management of people issues (including Equality & Diversity, Gender Pay Gap, Industrial and staff relations, Training & Development)
- d) People related risks.
- e) annual Pensions contributions consideration
- f) organisational structure and review of any changes.

#### **The Standing Governance Responsibilities of the Committee are:**

1. Approval of Minutes & Matters Arising Reports
2. Monitoring attendance at meetings of the Committee
3. Recording any declarations of Conflicts of Interest from Trustees
4. Consideration of the Management Information Pack
5. An annual assessment of the effectiveness of the committee's operation
6. An annual review of its Terms of Reference
7. An annual review of its Rolling Programme of Business
8. Provision of regular reports to the Trust Board on its work via a termly report from the Chair of the Committee.
9. Provision of an annual report to Trust Members for the Trust's Annual General Meeting.

#### **OPERATIONAL DETAIL FOR THIS COMMITTEE:**

##### **Membership:**

- The Committee membership is appointed by the Trust Board and will comprise no fewer than three members, the majority of which shall be Trustees.

##### **Attendance:**

- The Committee may invite any member of the Executive or employee to attend its meetings.
- Trustees may appoint an alternate from the Trust Board to attend a meeting on their behalf but if doing so they must notify the Chair of the name of their alternate.
- The Committee shall meet at least annually with the Trust's external audit firm and the head of internal audit without senior Executives present.

##### **Voting:**

- The quorum for a meeting is one half of the membership rounded up, decisions are taken by consensus and with a simple majority of those present.
- The Chair has a casting vote.
- No vote will take place unless the majority of members present are Trustees.

##### **Frequency of Meetings:**

- The Committee will meet up to five times per year on dates agreed by the Committee to conduct its normal business.
- Extra meetings of the Committee may be requested by the Chair.
- The notice for meetings and an agenda will be issued no fewer than five working days prior to the meeting date.

##### **Record of Meetings:**

- Minutes will be taken of all meetings and decisions of the Committee.
- Conflicts of Interest will be invited and recorded within the record of the meeting from those in attendance.



- Draft minutes will be sent to the Chair for his/her approval as soon as is practicable following the meeting.
- Once agreed by the Chair, they will be circulated to all Trustees and attendees at the meeting.

**Authority of the Committee:**

- The Committee may seek information from any employee of the Trust who are required to cooperate with any such request.
- The Committee may seek legal or independent professional advice (the Chair should seek advice from the appointed governance professional in the first instance both in respect of the matter concerned and the use of the existing Trust legal advisors).

***End***

## 24 Appendix E: Remuneration Committee Terms of Reference

### REMUNERATION COMMITTEE

#### TERMS OF REFERENCE

(LAST REVISED – for Board approval on 11<sup>th</sup> JULY 2024)

*The Trust Board is unambiguously and collectively responsible for overseeing the entirety of the Trust's activities, in discharging its responsibilities the Trust Board delegates the following to the **Remuneration Committee of the Board**:*

In respect of the *Executive Team of the Trust\* only*, and mindful of the overall affordability of pay for the Trust, the Committee is responsible for ensuring the existence and effectiveness of the following:

1. **The Remuneration Framework** for the Executive Team of the Trust including pensions (including for the Chief Executive Officer)
2. **The Performance Appraisal** and talent management systems and processes for the Executive Team.
3. **The Executive Pay Policy** (and any other related policies) including adherence to those policies and compliance with the Academies Financial Handbook in relation to Executive Pay policy.

**In respect of these responsibilities the Committee will specifically consider, determine, review, and make recommendations to the Board in relation to the following matters:**

1. **Remuneration Framework for the Executive Team of the Trust**, the Committee will:
  - a) utilise 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 obtained from benchmarking data.
  - b) make annual recommendations to the Trust Board on the benefits and incentives to be awarded to the Trust's Executive Team (and any other Executives as the Trust Board shall from time to time direct) ensuring the Executive 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.
  - c) Keep under review retention risks of the Executive Team.
  - d) Keep under review the responsibilities of each member of the Executive Team.
  - e) consult with, and make recommendations, on executive pay ranges, remuneration, benefits, incentives, and final appointment packages of newly appointed members of the Executive Team 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.
2. **Performance appraisal and talent management systems and processes for the Executive Team**, the Committee will:
  - a) receive recommendations from the Chief Executive relating to the performance of each member of the Executive Team.
  - b) receive recommendations from the Chair of the Trust Board relating to the performance of the Chief Executive officer.
  - c) review performance and the delivery of key performance measures, individually and collectively of the Executive Team.
  - d) Keep under review the appraisal process/policy, approach (including 360-degree feedback, and timelines).
3. **Executive Pay Policy**, the Committee will:
  - a) scrutinise, review, and approve relevant policies as directed in the Trust Policy Framework (if necessary, in liaison with other Trust Board Committees).
  - b) 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.
  - c) ensure compliance with the requirements relating to executive pay as set out in the Academy Trust Handbook and the Academies Accounts Direction on executive pay within the Trustees' Annual Report and Accounts.
  - d) review any proposed organisational changes to ascertain any changes to the Executive staff whose pay determinations should fall within the Executive Pay Policy

**The standing Governance responsibilities of the Committee are:**

1. Approval of Minutes & Matters Arising Reports
2. Monitoring attendance at meetings of the Committee
3. Recording any declarations of Conflicts of Interest from Trustees
4. An annual assessment of the effectiveness of the committee's operation
5. An annual review of its Terms of Reference
6. An annual review of its Rolling Programme of Business
7. Provision of regular reports to the Trust Board on its work via a report from the Chair of the Committee.

*\* the Executive Team comprises the Chief Executive Officer and those members of the Executive team who report to the Chief Executive Officer.*

**OPERATIONAL DETAIL FOR THIS COMMITTEE:**

**Membership:**

- The Committee membership is appointed by the Trust Board and will comprise no fewer than three members, the majority of which shall be Trustees.

**Attendance:**

- The Committee may invite any member of the Executive or employee to attend its meetings.
- Trustees may appoint an alternate from the Trust Board to attend a meeting on their behalf but if doing so they must notify the Chair of the name of their alternate.

**Voting:**

- The quorum for a meeting is one half of the membership rounded up, decisions are taken by consensus and with a simple majority of those present.
- The Chair has a casting vote.
- No vote will take place unless the majority of members present are Trustees.

**Frequency of Meetings:**

- The Committee will meet twice each year on dates agreed by the Committee to conduct its normal business.
- Extra meetings of the Committee may be requested by the Chair.
- The notice for meetings and an agenda will be issued no fewer than five working days prior to the meeting date.

**Record of Meetings:**

- Minutes will be taken of all meetings and decisions of the Committee.
- Conflicts of Interest will be invited and recorded within the record of the meeting from those in attendance.
- Draft minutes will be sent to the Chair for his/her approval as soon as is practicably possible.
- Once agreed by the Chair, they will be circulated to all Trustees and attendees at the meeting.

**Authority of the Committee:**

- The Committee may seek information from any employee of the Trust who are required to cooperate with any such request.
- The Committee may seek legal or independent professional advice (the Chair should seek advice from the appointed governance professional in the first instance both in respect of the matter concerned and the use of the existing Trust legal advisors).

***End***

## 25 Appendix F: Executive Nominations Committee Terms of Reference

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. 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.
- 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.

## 26 Appendix G: Education, Standards and Performance Committee Terms of Reference

### EDUCATION, STANDARDS, & PERFORMANCE COMMITTEE TERMS OF REFERENCE

(LAST REVISED – for Board approval on 11<sup>th</sup> JULY 2024)

***The Trust Board is unambiguously and collectively responsible for overseeing the entirety of the Trust's activities, in discharging its responsibilities the Trust Board delegates the following to the Education, Standards & Performance Committee of the Board:***

The Committee is responsible for the oversight and review of the Trust's:

1. **Provision of Education**
2. **Educational Standards**
3. **Educational Performance**
4. **Strategic Themes & KPI's** (*see detail below*)
5. **Education Risks** (assigned from the Trust's Risk Management Framework)
6. **Education Policies** (assigned from the Trust's Policy Framework)
7. **Educational Leadership**
8. **School Centred Initial Teacher Training (SCITT)**

**In respect of these responsibilities the Committee will specifically *consider, determine, review, approve and (where necessary) make recommendations to the Board* in relation to the following matters:**

1. **Provision of Education**
  - a) the delivery of an effective curriculum utilising the available resources.
  - b) strategies and plans for securing school improvement and educational standards (underpinned by benchmarking data)
  - c) pupil admissions.
  - d) pupil exclusions.
  - e) educational provision by the SCITT including the student experience.
2. **Educational Standards**
  - a) annual results, outcomes and lessons learned.
  - b) the Executive's evaluation of schools (including improving/declining schools)
  - c) confirmed targets for Phonics and KS2 results.
  - d) Trust wide pupil attainment and progress and projection data
  - e) the SCITT's adherence to OfSTED compliance standards and its state of preparedness for upcoming evaluations.
3. **Educational Performance.**
  - a) DfE visits, Ofsted inspections, internal school reviews.
4. **Strategic Themes & KPI's**
  - a) strategic performance, including approval of and compliance with key performance indicators for the following strategies:
    - the *Great Schools Strategy* (including the *SEND Strategy*)
    - *Social Justice*, and
    - *Sustainability (relative to the Curriculum)*.
    - *Digital Transformation*
  - b) with the Executive identify areas of good practice and significant achievement and opportunities to embed that good practice/achievement across the Trust.
5. **Education Risks (assigned from the Trust's Risk Management Framework)**
  - a) at each meeting, the rating of the performance and effectiveness of each school and the identification and management of educational risks (using the RAG System) including the Quality of Education, Leadership and Management, Personal Development, Behaviour and Attitudes.
  - b) with a focus on schools at potential risk, mitigating actions will be agreed with the Executive.
  - c) with a focus on schools which are "Great Schools"; opportunities to learn and share successful approaches will be identified with the Executive and shared across Trust schools.

**6. Education Policies (assigned from the Trust's Policy Framework)**

- a) all policies delegated to the Committee from the Trust's Policy Framework.

**7. Educational Leadership & Governance**

- a) Headteacher/key staffing changes, vacancies, induction, and recruitment plans  
b) arrangement when educational staff restructuring takes place at school level (when applicable)  
c) **The adequacy and effectiveness of governance arrangements including local governing bodies and any other intermediate layers of governance.**  
d) monitor the educational impact of any formal governance interventions (Transformational and Intervention Boards)

**8. School-Centred Initial Teacher Training (SCITT)**

- a) Oversight of the Educational offer through SCITT  
b) Risks associated with SCITT

**The Standing Governance Responsibilities of the Committee are:**

- Approval of Minutes & Matters Arising Reports
- Monitoring attendance at meetings of the Committee
- Recording any declarations of Conflicts of Interest from Trustees
- Consideration of the Management Information Pack
- An annual assessment of the effectiveness of the committee's operation
- An annual review of its Terms of Reference
- An annual review of its Rolling Programme of Business
- Provision of regular reports to the Trust Board on its work via a termly report from the Chair of the Committee.
- Provision of an annual report to Trust Members for the Trust's Annual General Meeting.

**OPERATIONAL DETAIL FOR THIS COMMITTEE:**

**Membership:**

- The Committee membership is appointed by the Trust Board and will comprise no fewer than three members, the majority of which shall be Trustees.

**Attendance:**

- The Committee may invite any member of the Executive or employee to attend its meetings.
- Trustees may appoint an alternate from the Trust Board to attend a meeting on their behalf but if doing so they must notify the Chair of the name of their alternate.

**Voting:**

- The quorum for a meeting is one half of the membership rounded up, decisions are taken by consensus and with a simple majority of those present.
- The Chair has a casting vote.
- No vote will take place unless the majority of members present are Trustees.

**Frequency of Meetings:**

- The Committee will meet up to five times per year on dates agreed by the Committee to conduct its normal business.
- Extra meetings of the Committee may be requested by the Chair of the Committee.
- The notice for meetings and an agenda will be issued no fewer than five working days prior to the meeting date.

**Record of Meetings:**

- Minutes will be taken of all meetings and decisions of the Committee.
- Conflicts of Interest will be invited and recorded within the record of the meeting from those in attendance.
- Draft minutes will be sent to the Chair for his/her approval as soon as is reasonably practicable after the meeting.
- Once agreed by the Chair, they will be circulated to all Trustees and attendees at the meeting.

**Authority of the Committee:**

- The Committee may seek information from any employee of the Trust who are required to cooperate with any such request.
- The Committee may seek legal or independent professional advice (the Chair should seek advice from the appointed governance professional in the first instance both in respect of the matter concerned and the use of the existing Trust legal advisors).

**End**



## **27 Appendix H: LGB, Intervention and Transition Board Terms of Reference**

### **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 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.

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 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 and 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. 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.

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 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.

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. It is anticipated that Intervention Boards will be in place for no more than 18 months but individual circumstances may cause this timeline to be extended.

### **Remit**

The LGB's role is key in ensuring proper oversight and accountability within individual Academies and championing their successes. It is to provide focused governance by supporting, monitoring and challenging the Headteacher and Academy's senior leadership team in relation to:

- strategic direction and vision,
- educational performance,
- SEND, pupil premium and additional ring-fenced funding
- risk management,
- safeguarding, behaviour and attendance,
- health, safety and wellbeing,
- policy and compliance with statutory regulations,
- staffing
- equalities, diversity and inclusion
- stakeholder engagement
- governance.

The LGB will achieve its remit by the following:

#### **Monitoring vision and strategic direction**

- To champion the REAch2 vision and values in the Academy

- To champion the Academy's vision and values within the school community and with external stakeholders
- To ensure that the Academy has a vision for its future, which complements the vision and strategic direction of the Trust, and is expressed in the school development plan
- To determine the educational character, mission and ethos of the Academy reflecting the wider character, mission and ethos of the Trust
- To receive and approve the school development plan
- To challenge and seek assurance from the head teacher that the school development plan is implemented and impactful
- To review, make recommendations and scrutinise the implementation of the policies of the Academy (in line with any Trust prescribed policy).

### **Educational Performance**

- To ensure a broad, balanced and inclusive curriculum is delivered in the academy including enrichment opportunities
- To monitor the planning, implementation and impact of 11 Before 11 activities
- 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
- To monitor the targets and projections reported from the Headteacher relating to standards
- To understand and scrutinise the educational performance of different groups such as (but not limited to) year groups, children with SEND, disadvantaged children and ensure that SEND code of practice and equalities requirements are considered
- To ensure that actions from any Trust audits and reviews are completed in a timely manner.

### **SEND, pupil premium and additional ring-fenced funding**

- To seek assurance that appropriate support and interventions are in place and that systems are effectively implemented for eligible pupils
- To seek assurance that high-needs funding is used effectively
- To monitor the implementation and impact of the pupil premium strategy in the Academy
- To monitor the implementation and impact of other ring-fenced funding such as the PE & Sports Premium

### **Risk Management**

- To monitor the risk register throughout the year
- To challenge and seek assurance from the head teacher that risk identification and implementation of mitigations are effective

### **Safeguarding, behaviour and attendance**

- To receive and scrutinise regular reports

- To ensure that a DSL is appointed and receives regular and appropriate training
- To ensure that all staff, governors and volunteers receive regular and appropriate training
- To monitor trends and/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
- To ensure that the Headteacher via their own monitoring is seeking assurance of the effective implementation of their safeguarding policies and processes, and of the robustness of the safeguarding culture at the academy
- To be familiar with safeguarding issues in the community and implications at the academy
- To ensure effective arrangements are in place enabling staff to have a good understanding of early help and their responsibilities for pupils.
- To ensure that actions from any Trust safeguarding audits and reviews are completed in a timely manner
- (CoG only) Alongside the DDoE, to receive any information relating to a low level concern or allegation concerning the academy's Headteacher, and respond in accordance with statutory guidance and Trust policy
- To monitor any trends or patterns in behaviour incidents in the academy, including suspensions, permanent exclusions and low level concerns, and understand interventions and plans to address such matters
- To convene a committee to review the exclusion of a pupil by the Headteacher.
- To review and monitor attendance and pupil absence rates, and to understand interventions and plans to address any issues.

### **Health, safety and wellbeing,**

- To ensure that appropriate risk assessments are being carried out in the Academy
- To seek assurance that the academy is compliant with all Trust requirements and systems in terms of health, safety and estates.
- To ensure that actions from any Trust audits and reviews are completed in a timely manner
- 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 pupil and staff wellbeing.

### **Policy and compliance with statutory regulations**

- To receive and adopt Trust approved policies
- To receive, review and approve Academy level policies
- To monitor the implementation and impact of policies, ensuring that all policies reflect relevant equalities legislation

- To receive audit reports from the internal audit service and ensure that recommendations are actioned appropriately
- To participate in 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 the effective implementation and application of data protection policies and procedures in the Academy
- To monitor any GDPR, FOI, SAR or data breaches at the academy.

### **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.

### **Equalities, diversity and inclusion**

- To conduct an annual review of the academy's equality objectives and to approve updated objectives every 4 years.

### **Stakeholder engagement**

- To engage with other layers of governance, including attendance at cluster forums
- To ensure systems are in place, in line with the Trust's strategy, 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 ensure systems are in place in line with the Trust's strategy so that the Academy can receive and react to pupil, parental and staff feedback
- To establish and maintain relationships with the members of the local community
- To ensure effective arrangements are in place for pupil representation at the Academy (pupil council)
- To ensure effective arrangements are in place for pupil recruitment and marketing.

### **Governance**

- To participate in investigations and/or panel hearings for complaints, governor review panels for exclusions and grievance and disciplinary panels for appeals as needed
- To recruit and succession plan for the membership of the LGB
- 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
- To review, on a regular basis, its own performance and membership to ensure it is operating at maximum effectiveness and to participate in training and development activities
- Ensure compliance with regulations such as maintaining registers of interest and attendance at meetings.

### **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 Trust (**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 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 Governors**);
- and up to three members co-opted by the other Local Governors in post (**Co-opted Governors**).

Each LGB must elect a Chair and a Vice-Chair from their membership.

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, except the Headteacher whose term of office will be for as long as they hold the position of Headteacher, 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.

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. If this is the case the governor will commence a fresh term of office.

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, 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 and a Section 128 check.

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' foundation 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, including a minimum of one safeguarding training session per year, as mandated by the Governance team.

## **Appointment and particular responsibilities of Local Governors**

### **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 governors are not eligible to hold the position of Chair.

In the case of Intervention and Transition Boards the Chair will be appointed by the Trust for the duration of the existence of the special governance arrangement.

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 Trust Board in writing following any LGB meeting, if requested;
- to attend and represent the governing board at the relevant Cluster Forum 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 DDOE 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 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.

In the case of Intervention and Transition Boards the Chair will be appointed by the Trust for the duration of the existence of the special governance arrangement.

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;
- to deputise for the Chair and represent the LGB at the relevant Cluster Forum meetings; and



- Other responsibilities as determined by the LGB such as oversight and monitoring of governor training, induction of new governors.

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 Governors**

LGBs should have two staff governors, ideally one teaching and one non-teaching.

In the event of not being able to recruit one teaching and one non-teaching staff governor the LGB may ask staff to elect another teaching or non-teaching staff governor to fill the relevant vacancy.

Any staff governor will be elected via a vote of all staff of the academy.

When a vacancy arises, the LGB will write to all staff 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 Staff Governor.

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 staff at the Academy asking them to vote for their preferred candidate(s).

The responsibilities of the Staff 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) Parent Governors**

Parent 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 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 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 or carer of a child of compulsory school age.

The responsibilities of the Parent 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.

A person is disqualified from election or appointment as a parent governor of a school if the person is paid to work at the school for more than 500 hours in any twelve consecutive months or takes up employment at the school after their appointment as a parent governor which will exceed 500 hours in a twelve month period.

#### **e) Other responsibilities**

Each LGB must allocate a named governor with responsibilities for:

- safeguarding and
- special educational needs and disability (SEND).

LGB's should consider allocating other areas of named responsibility such as:

- Curriculum
- statutory grants (including pupil premium);
- health, safety & wellbeing
- risk
- equality, diversity and inclusion
- 11 Before 11.

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 Trust's chosen document sharing platform;
- attend meetings of the LGB and ensure minutes are produced, as well as any related communications to the 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**

The REAch2 model for the LGB meeting cycle is for the full LGB to meet once each half term. Any board, but particularly Transition and Intervention Boards, 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, 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.

LGBs may meet via remote means providing a quorate of governors are present on whichever platform has been notified and is being used for the purposes of that meeting.

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 must complete a register of their personal and business interests, which must 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 must:

- disclose that fact to the LGB as soon as they become 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**

Where an LGB has an existing committee(s) they must review the constitution, membership and terms of reference annually.

### **Minutes**

Attendance at each LGB meeting, issues discussed and recommendations for decisions shall be recorded and the draft written record sent to the Chair, usually within 7 working days, for review and confirmation. The confirmed draft should then be shared by the Clerk with the LGB as soon as is reasonably practicable via the Trust's chosen document sharing platform.

The confirmed draft will then be reviewed and approved at the next available meeting of the LGB. The final approved minutes should be signed by the Chair, kept indefinitely and made available for inspection on request.

### **Intervention**

The LGB will work closely with the Executive Team and shall promptly implement any advice or recommendations made by the Trust 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 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.

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.

**Alterations**

This constitution and these terms of reference may be altered by a majority resolution of the Trust Board. The terms of reference will be reviewed annually by the Trust Board and must be adopted by the LGBs as required

**Circulation list**

This constitution and these terms of reference shall be circulated to the Trust Board, 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.

## 28 Appendix I: 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**

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