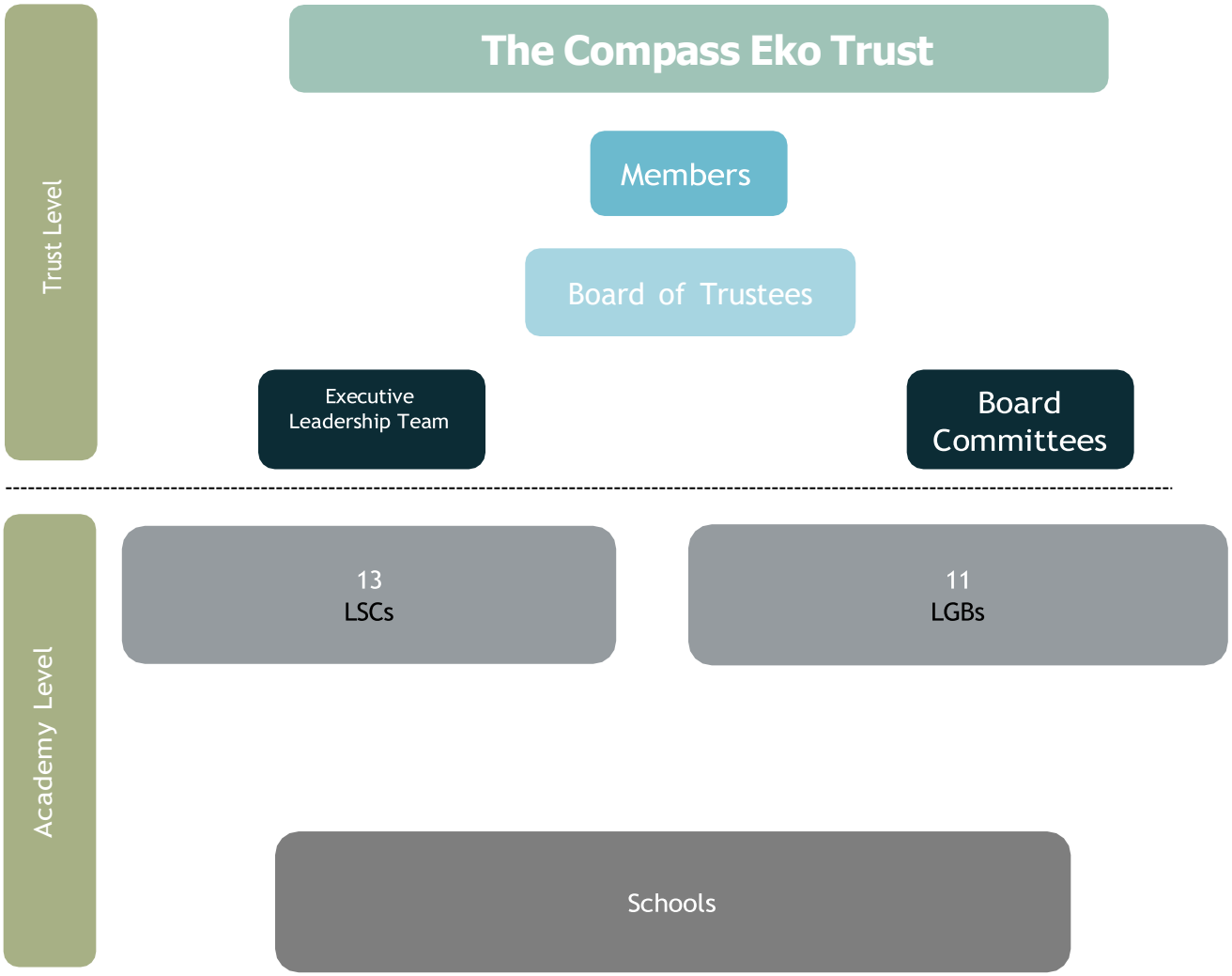
Compass Eko Trust

Scheme of Delegation

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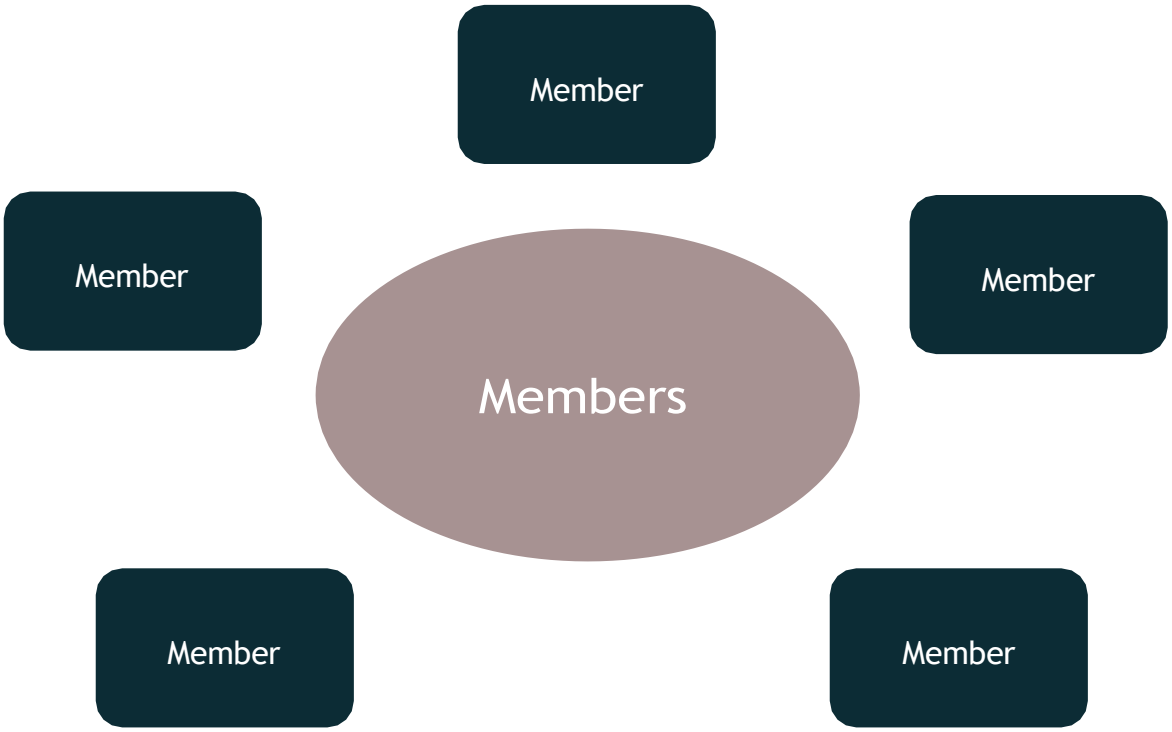
Overview



Key features:

- *There is one company.*
- *Members can be considered as the custodians of the Trust - they have a hands-off role in terms of managing the Trust and act as a 'check and balance' on the performance of the Trust.*
- *Trustees have strategic oversight and ultimate responsibility for all management decisions within the Trust academies.*
- *A Local School Committee (**LSC**) or Local Governing Board (**LGB**) will be established by the Trustees for each academy, although an LSC/LGB may act in respect of more than one academy (if appropriate) up to a maximum of 5.*
- *LSC/LGB plays a support & challenge role for each Academy's senior leadership team.*
- *An Executive Leadership Team, chaired by the Co-Chief Executive Officers acts as an operational board to support the management of the academies.*
- *The Board has established 5 committees;* Audit & Risk, Business, Pay & Personnel, Standards and Trust Development.

Governance Arrangements in Detail - Members



Members

- *There are four members who are Fiona Aubrey-Smith, Alex Brooks-Johnson, James Mackenzie-Blackman, and David Mbatha.*
- *The Members may appoint up to 11 trustees under Article 50, plus the CEO under Article 57 to the Trust Board.*
- *Members' rights are enshrined in Company law and Members may:*
  - *dissolve the Trust*
  - *amend the articles of association*
  - *appoint trustees*
  - *by special resolution give directions to the Board*
  - *remove any trustee.*
- *In the event that the Trust is dissolved without enough assets to satisfy its creditors, each Member would be liable to pay up to £10 towards these debts.*
- *Each Member is asked to sign a letter confirming they agree to the further the vision and values of the Trust and comply with the Academy Trust Handbook in so far as it relates to members.*
- *Must meet at least once a year for the AGM. Currently Members meetings are held three times a year.*

Board of Trustees

- *Trustees are responsible for the management and administration of the Trust and are accountable to the Members who act as a 'check and balance' on the performance of the Trust.*
- *There is no fixed size for the Board of Trustees, although in practice it has been agreed it should be no more than 16. This is comprised of up to 11 Trustees appointed by the Members and up to 5 Trustees co-opted (with consent of the members) by the Trustees.*
- *Trustees will have to sign an appointment letter confirming the basis on which they are acting.*
- *The Board's key responsibilities will be to ensure through governance structure and leadership team that the Trust (1) is making proper and effective use of public funds, (2) for the quality of provision and (3) has an effective strategy in place to meet its obligations.*
- *Each academy will have or share a Local School Committee/Local Governing Board – a committee of the Board. The LSCs/LGBs will only be able to establish sub-committees with the permission of the Board.*
- *The Board may also establish committees, such as Business, Pay & Personnel, Audit & Risk, Standards.*
- *The Board meets at least 4 times a year; twice in the Autumn term and once in the Spring and Summer terms. The Chair of Trustees and Committee chairs will receive a financial update on a monthly basis.*
- *The Chair's Term of office shall be 1 year.*

Governance Arrangements in Detail - the LSCs



Local School Committee/Local Governing Board

- *The Local School Committee/Local Governing Board is responsible for "day to day" oversight of the operation of the relevant Academy, by way of the powers delegated to it by the Trustees in accordance with appropriate terms of reference.*
- *Level of financial contribution from individual Academies to central operating costs can be varied proportionate to the income received from the DfE to operate the Academy.*
- *Each LSC, unless the Board resolve otherwise, will have a minimum of 5 members and normally a maximum of 12 members. For an LSC with 12 members, the composition would be as follows:*
  - *two parent members*
  - *1 staff member*
  - *Head Teacher / Head of School of the academy (as appropriate)*
  - *Up to two persons appointed by the Board*
- *Up to 6 other persons co-opted by members of the LSC*
- *In the case of combined LSCs, membership may exceed 12 in order to accommodate the headteacher of each school and any other representative deemed necessary, subject to Board approval.*

Executive headteacher's can attend LSC meetings as attendees, with the permission of the chair of the LSC. As attendees they would not have voting rights

- *The LSC will appoint one of the governors to act as the LSC Chair. The Chair's term of office shall be two years.*
- *The LSC meets at least termly.*
- *The CEO and other members of the Trust's management team will be entitled to attend and speak at LSC meetings.*

Governance Arrangements in Detail - the Executive Leadership Team



Executive Leadership Team

- *The Board of Trustees has established a Core Executive Leadership Team (**ELT**) which comprises the two co-CEOs, four Directors of Schools, Chief Operating Officer, Chief Finance Officer, Chief Transformation Officer, Chief People Officer and Director of Governance.*
- *The ELT is chaired by the Co-CEO's.*
- *ELT's key responsibilities will include*
  - *review and report to the Board of Trustees on progress for the priority objectives set by the Board of Trustees;*
  - *reviewing educational performance and the effect of agreed interventions across the Trust;*
  - *to drive school improvement across the Trust in line with the Trust's School Improvement Strategy*
  - *report to the Board of Trustees on progress on all issues of responsibility for the ELT.*
  - *Each member of the ELT will have Trust-wide accountabilities*
- *Wider members of the Trust business team will attend and provide support, as required. Other Trust employees and specialist support may be invited to attend ad-hoc meetings as required.*
- *ELT will meet at least once a month.*

Summary - Overview of Decision Making

Members

- appointing trustees to Trust Board
- acting as “ambassadors” for the Trust
- high-level monitoring the overall effectiveness of the Trust
- sounding board for governance issues
- acting as a last line of resort in holding the Board to account

Trustees

- strategic oversight, setting vision and policies for the Trust
- ensuring appropriate governance and decision making
- dealing with contractual relationships with third parties
- ensuring compliance with all regulatory requirements
- oversight of standards & outcomes of academies
- oversight of finances & effective use of funds
- setting appropriate targets and holding ELT and local leadership to account
- agreeing and monitoring budgets
- reviewing performance across the academies & the Trust

Co-CEOs

- responsible for leading the development and delivery of the Trust’s long-term strategy
- ultimate responsibility for all day-to-day management decisions and for implementing the Trust’s long and short term plans
- acting as a direct liaison between the Board and ELT
- key communication role on behalf of the Trust with local stakeholders, regulatory bodies and government
- ultimate executive responsibility for delivering excellent educational provision
- ultimate executive responsibility for ensuring the proper use of public funds & acts as the Accounting Officer
- ultimate executive responsibility for assessing and reporting to the Board on risks

Heads

- provide professional leadership for the academy and secure its success and improvement, ensuring high quality education for all its pupils and good standards of learning and achievement
- implementing the agreed policies and procedures laid down by the LSC/LGB including the implementation of all statutory regulations
- advising the LSC/LGB on forward planning and quality assurance
- provide leadership and management of the academy and its staff
- managing the delegated budget and resources agreed by the LSC/LGB
- responsibility for delivering excellent educational

LSCs/LGBs

- “day-to-day” oversight of running of the academies in terms of learning, standards, safety & wellbeing
- carrying out the Trust’s vision policies & priorities
- holding local academy leadership to account for academic performance, quality of care & provision
- overseeing & monitoring the effectiveness of learning strategies
- supporting the Board and its committees in relation to proper use of funds & delivering high quality educational provision

Scheme of Delegation

Adopted on 19th March 2026

This scheme of delegation sets out the Trust's approach to delegations between the different layers of governance within the Trust.

In this Annex the phrases used have the following meanings:

Consult: the individual/group that should be consulted as part of the process of completing a particular task.

Deliver: the individual/group that has responsibility for undertaking the particular task delegated to them and reporting on its delivery at suitable intervals. In the case of the Co-CEO this will be at Trust level. In the case of the Head Teacher this will be at Academy level.

Determine: the individual/group that has primary responsibility for ensuring the particular task is completed and determining how the Trust and/or Academies (as appropriate) should undertake the task including determining appropriate milestones and targets to be reported against.

Develop: the individual/group that has responsibility for developing proposals relating to a task for discussion and approval by the appropriate decision-making individual/group.

Recommend: the individual/group that should make recommendations as to how a particular task should be completed. In the case of (i) the Co-CEO they will be making recommendations to the Board and/or LSC/LGB (as appropriate), (ii) the LSC/LGB they will be making recommendations in relation to their Academy to the Board, Co-CEO and/or Head Teacher (as appropriate) and (iii) the Head Teacher they will be making recommendations in relation to their Academy to the Co-CEO and/or LSC/LGB (as appropriate).

Report: the individual/group that has responsibility for reporting on the delivery of tasks. In the case of (i) the Co-CEO they will be making reports to the Board and/or LSC/LGB (as appropriate, (ii) the LSC/LGB they will be making reports in relation to their Academy to the Board and/or Co-CEO (as appropriate) and (iii) the Head Teacher they will be making reports in relation to their Academy to the Co-CEO and/or LSC/LGB (as appropriate).

Review: the individual/group that has responsibility for reviewing whether a particular task is being carried out satisfactorily and where appropriate requiring action to be taken to ensure task is delivered appropriately. In the case of (i) the Board they will be reviewing the Co-CEO and/or LSC/LGB (as appropriate), (ii) the Co-CEO they will be reviewing the Head Teacher and (iii) the LSC/LGB they will be reviewing the Head Teacher and their leadership team.

Comply: the individual/group will follow agreed policies and procedures.

To assist interpretation of the matters delegated the table below provides additional comment as appropriate.

NOTE: References on the scheme of delegation to LSCs also apply to LGBs.

		Trustees	Co-CEO /Exec Leadership Team	LSC/LGB	Head Teacher
1.	**STRATEGY AND LEADERSHIP**				
1.1.	**Set vision and values**	Determine/ Review - for the Trust	Deliver	Determine/Review - for the school	Deliver
1.2.	**Set strategic objectives of the Trust & schools**	Determine - for the Trust Review for schools	Develop Review for schools	Determine - for schools	Consult Develop in the case of their school
1.3.	**Deliver strategic objectives of the Trust & schools**	Review	Deliver	Review	Deliver
1.4.	**Scrutiny** - review & challenge progress of the Trust against its strategic objectives and KPIs	Review - progress of the Trust & schools	Report Review - reports from the LSCs/Head Teachers	Review - progress of the school Report - progress to the Co-CEO & Board	Report - progress of the school to the LSC
1.5.	**Compliance: Funding Agreement** - comply with all obligations including the Academy Trust Handbook	Review	Deliver	Comply	Comply
1.6.	**Compliance: Articles of Association** - comply with the provisions of the governing document	Review	Deliver	Comply	Comply
1.7.	**Compliance: Regulatory** - with all regulations affecting the Trust (including all charity law, company law, employment law and health and safety)	Review	Deliver Report - to Board	Review	Deliver Report - to LSC & Co-CEO
1.8.	**Compliance: Financial Oversight** - ensuring that there are appropriate financial controls so that there is	Determine - policies to ensure compliance Review	Deliver Report - to Board	n/a	Support the delivery of audit requested information

		Trustees	Co-CEO /Exec Leadership Team	LSC/LGB	Head Teacher
	regularity, probity and value for money in relation to the management of public funds				
1.9.	**Compliance** - completing the register of business interests and put in place a procedure to deal with any conflicts of interest and connected party transactions	Determine - policies to ensure compliance Deliver	Deliver	Deliver	Deliver
1.10.	**Appointment and removal of Chairs and Vice-chairs**	Determine		Determine (LSC)	
1.11.	**Appointments and removals of Trustees and Governors –** ensuring processes in place for appointment (including ensuring that necessary pre-appointment checks are carried out and that the Trustees and Governors have appropriate induction and the skills to run the Trust and the schools)	Determine - policies and criteria for the selection of Trustees and Governors Removal of governors and Co-opted Trustees Review - the Board's own performance Review - performance of the LSCs Agree - procedures for the election of staff and parent governors of the LSC	Report - to the Board on the performance of the LSCs Review - annually the size, structure and composition and skill Recommend - if appropriate changes to the size and composition of the LSCs Recommend - procedures for the election of staff and parent governors of the LSC	Determine - appointment of non-elected governors Removal of governors Review - own performance	Deliver - election of staff and parent governors of the LSC
1.12.	**Appointment of governance professional – Board and LSCs**	Determine - appoint the governance professional to the Board & those to the LSCs			
1.13.	**Appointment of audit and risk committee**	Determine			
1.14.	**Appointment of lead trustees/LSC members for safeguarding,**	Determine		Determine at school level	

		Trustees	Co-CEO /Exec Leadership Team	LSC/LGB	Head Teacher
	SEND and whistleblowing				
1.15.	**Policies – review and approval of Trust Wide Policies** (including admissions, DBS, charging and remissions policies, health & safety, whistleblowing, data and cyber security and safeguarding)	Determine	Deliver - presenting policies to the Board for approval Report - material non-compliance to the Board	Agree school specific policies and trust adapted policies	Deliver - Trust policies and develop school specific policies for approval by the LSC Report - non-compliance to the Co-CEO
1.16.	**Prepare scheme of delegation and terms of reference for LSCs and Committees**	Deliver Review - annually	Develop	Comply	
1.17.	**Trust board and committee meeting dates**	Determine	Develop	Deliver	
1.18.	**Stakeholder engagement**	Review (Trust)	Deliver	Review (School)	Deliver
2.	**EDUCATION AND CURRICULUM**				
2.1.	**School Development Plan** - for each school in line with strategic aims of the Trust		Review	Determine - school Development Plan to the Board	Develop
2.2.	**Target setting** and reviewing performance of the Trust & the schools	Determine - Trust wide and school targets Review - performance against targets	Consult - with the LSCs and propose KPIs to the Board Receive reports - from the LSCs and report performance of the LSCs against targets	Recommend - targets for performance of the school to the Co-CEO Review - performance of the school and report to the Co-CEO Deliver - holding leadership to account for delivery against KPIs	Deliver - performance of the school against KPIs Report - performance of the school to LSC
2.3.	**Quality of Teaching –** ensuring appropriate levels of support,	Review - the work of the Co-CEO	Deliver - supporting the schools and intervening where appropriate	Review - at the school	Review - management of staff to ensure teaching and

		Trustees	Co-CEO /Exec Leadership Team	LSC/LGB	Head Teacher
	challenge and intervention to support delivery of education outcomes				learning objectives are met Report- strengths and concerns in the quality of teaching to LSC
2.4.	**Curriculum –** setting the curriculum for the schools and reviewing its effectiveness	Review - effectiveness of the curriculum across Trust	Determine - curriculum and standards Deliver Recommend	Consult Review	Deliver
2.5.	**Pupil Premium –** reviewing and challenging the value for money/ ROI of the Pupil Premium in terms of educational outcomes and narrowing the achievement gap	Review	Report - to Board effectiveness of use of the Pupil Premium across Trust	Review - how Pupil Premium is spent at the school LSCS agree annual school pupil premium report for publication	Determine & Deliver Report - on effectiveness of use of the Pupil Premium
2.6.	**Set admissions policy**	Deliver	Develop	Recommend (SEND)	Deliver (SEND)
2.7.	**Admission decisions**		Review		Deliver
2.8.	**Change of PAN or extension of school provision**	Review	Recommend	Consult	Deliver
2.9.	**Pupil Student issues** (including behaviour, attendance, exclusions, punctuality and disciplinary matters for each school)	Review	Review	Review	Deliver
2.10.	**Pupil exclusions that meet governance threshold**			Determine	Recommend
2.11.	**Ensuring compliance with SEND Code of Practice**	Review	Deliver	Review	Deliver
2.12.	**Setting trust safeguarding practices, with regard to statutory guidance, including appointing**	Review	Determine	Comply	Comply

		Trustees	Co-CEO /Exec Leadership Team	LSC/LGB	Head Teacher
	designated safeguarding lead (DSL) and approving policies				
2.13.	**Term Dates**	Determine any exceptional arrangements	Determine		Comply
2.14.	**Setting the school day**		Determine	Review	Recommend
3.	**FINANCIAL**				
3.1.	**Appointment of auditor**	Recommend to members	Deliver		
3.2.	**Internal audit**	Determine Review	Deliver		
3.3.	**Funding Model – agreeing** a funding model across the Trust and develop an individual funding model for the schools) so as to the secure the Trust's financial health in the short term and the long term	Determine	Recommend Review		Comply Consult
3.4.	**Trust Annual Budget –** formulating and setting the Trust wide budget	Determine	Deliver		
3.5.	**School Annual Budgets –** formulating and determining the proportion of the overall budget to be delegated to each school (including uses of contingency funds/ balances)	Determine	Recommend Deliver		Develop Deliver Consult
3.6.	**Expenditure and ensuring delivery of Annual Budgets**	Review	Review Deliver		
3.7.	**Reporting**: financial reporting and KPIs	Determine	Deliver		Deliver

		Trustees	Co-CEO /Exec Leadership Team	LSC/LGB	Head Teacher
3.8.	**Delegated Budgets and Finances –** in the form of a scheme of delegation of financial authority to the schools	Determine	Deliver - on recommending financial limits to the Board Review - effectiveness of limits		Comply - adherence to limits
3.9.	**Financial Policies –**establishing of policies and procedures to ensure compliance with the Trust's financial and reporting requirements	Determine	Review - compliance with policies Report - any issues of non-compliance to the Board		Deliver/comply - compliance with finance policies
3.10.	**Approving annual accounts**	Determine	Deliver - arrange for auditing and filing of annual report and accounts		
3.11.	**Corporate Risk Register**	Determine Review	Deliver - management of corporate risk register	Review - school risk register	Deliver - management of school risk register
3.12.	**Investments –** agreeing the investment policy in line with the school Trust Handbook and any internal policies and controls	Determine Review	Deliver		
4.	**HR AND OPERATIONS**				
4.1.	**Co-CEO /Accounting Officer appointment**	Determine			
4.2.	**CFO appointment**	Determine			
4.3.	**Appointing the Head Teachers/Head of School at each school**	Determine in consultation with the Co-CEO	Recommend	Consult Contribute to the appointment of Headteachers/ Head of School, with the Executive Head	
4.4.	**Appointing of cross-Trust Staff**	Contribute	Determine		

		Trustees	Co-CEO /Exec Leadership Team	LSC/LGB	Head Teacher
	(in line with recruitment policy)				
4.5.	**Appointing School Staff**			Contribute where needed	Determine
4.6.	**Establishing Trust wide HR Policies**	Determine Review	Deliver Comply Review	Comply	Deliver Comply
4.7.	**Agreeing termination payments/ settlement agreements**	Review	Determine Severance. Payments over £50k require DfE approval		Recommend
4.8.	**Setting Appraisal Performance Management Policy together with pay reviews**	Determine	Determine - Head Teachers and cross Trust staff Review		Deliver Comply
4.9.	**Setting Terms and Conditions of Employment**	Determine	Recommend		Comply
4.10.	**Pay awards**	Determine - Executive and payment of national pay awards	Determine - Headteachers		Determine school staff Comply
4.11.	**Dismissing Co-CEO, Head Teachers, senior/ cross Trust staff**	Determine - in respect of the Co-CEO	Determine	Consult - in respect of the Head Teacher of the school	
4.12.	**Dismissing all other staff**		Review		Determine
4.13.	**Setting trust wide procurement policies**	Determine	Recommend Deliver		Comply
4.14.	**Restructuring/ redundancy**		Determine		Recommend Deliver
4.15.	**Overseeing the effectiveness of services provided centrally by the Trust**	Review	Develop	Consult	Consult
4.16.	**Asset and Premises Maintenance Strategy**	Determine	Recommend		Deliver
4.17.	**Acquiring and disposing of Trust land**	Determine	Recommend Deliver		
4.18.	**Changing use of Assets (e.g. use by other organisations, change of use)**	Determine	Recommend Deliver	Recommend	Recommend Deliver

		Trustees	Co-CEO /Exec Leadership Team	LSC/LGB	Head Teacher
4.19.	**Health and Safety**	Determine	Deliver		Comply Deliver
4.20.	**Arranging insurance for the Trust**	Determine	Deliver		Comply
4.21.	**Branding (School naming etc)**	Consult	Determine	Consult	Deliver
4.22.	**Setting whistleblowing procedures**	Determine	Deliver	Comply	Comply

Financial Authorisation Limits

Expenditure Limits within Budget

Description	Limits	Signatory
Revenue Expenditure		
Electronic P.O's	< or = to £7,500	Headteacher (HT)*
	£7,501-£15,000	HT* and counter signed by Lead Finance Officers
	£15,001-£50,000	HT*and counter signed by Lead Finance Officer and CFO
	>£50,000	HT* and counter-signed by Lead Finance Officer, CFO and CEO and reported to Business Committee for Information

*Headteacher will mean- Headteacher, Head of School, Acting Headteacher or Executive Headteacher

Capital Expenditure

Contract Values	1-£250,000	CFO
	£250,001-£499,999	CEO and noted at the next business committee
	£500,000-£999,999	Agreed by Business Committee
	>£1,000,000	Agreed by the Board

SCA funding to be monitored by Business Committee for completion.

Procurement

Value of P.O	1-£7,500	HT*or Trust Lead to ensure Best value
	£7,500-50,000	HT or Trust lead to secure 3 quotes unless specialist, resticted suppliers or an urgent H&S risk
	>£50,000	Tender lead b y Trust Lead with support.

Trust Lead will mean senior staff member running the procurement or COO/CFO/Head of Estates

Write Off Limits/Disposal of Assets

Individual transactions or net book value	< or = to £5,000	CFO
	£5,001-£45,000	CEO
	>£45,000	CEO and Business Committee before being authorised by the DfE

BACS Payment submissions

	0-£100,000	2 authorised staff
	£100,001	1 Authorised staff plus CFO or two Finance Leads/Regional Office Lead

POLICY RESPONSIBILITIES

Trust policies shall be maintained on the following basis:

Trust with Personalisation for Each Academy	Trust Policies (see policy schedule for approval responsibility eg Board/specific Committee)	Individual School Policies
Admissions	All Finance Policies	Accessibility Plan
Asbestos Management Plan	All HR policies (unless stated)	Anti-Bullying
Asthma	Children with health needs who cannot attend school	Career Provider Access (secondary only)
Attendance	Complaints	Careers (secondary only)
Behaviour and Relationships	Conflict of Interest	Early Years Foundation Stage
Charging policy for 30 hours free childcare	Data Protection	Educational Visits
Charging and Remissions	Equalities	Evacuation/Invacuation
Code of Conduct	Exclusions	Fire and Fire Procedures
Collective Worship	Food Allergies	Healthy Schools
Critical Incident and Business Continuity Plan	Freedom of Information & Publication Scheme	Lone Working
Epilepsy	Gifts and Hospitality	Uniform
Equalities action plan	Governance Code of Conduct	
First Aid	In-year admissions	
Health & Safety	Pupil premium	
Home Learning	Relationships & Health Education incorporating Sex and Relationships	
Inclusion	Risk Management	
Looked After Children (including previously LAC)	Supporting children with medical needs	
Online Safety	Transgender	
Privacy notices for school workforce and parents	Whistleblowing	
Safeguarding including child protection		
Teaching & Learning		

Introduction

In order to support the effective operation of The Compass Partnership of Schools (the **Trust**) and the academies within the Trust this section summarises:

- the role and responsibilities of the Trust's members, the Board of trustees, the Chair of the Trust, its CEO and other senior employees together with the LSCs established by the Trustees; and
- the expectations of the Trust in respect of the conduct of Trustees and Local Governors.

In this Scheme, the following phrases have the following meanings:

Phrase	Meaning
Academy	An academy maintained by the Trust and "**Academies**" refers to all of the Trust's academies.
Accounting Officer	The CEO who is appointed by the Board to act as the Trust's accounting officer as required by the ESFA pursuant to the Academy Trust Handbook. The Accounting Officer is responsible for ensuring appropriate oversight of financial transactions of the Trust.
Articles	The Articles of Association of the Trust.
Board	The board of trustees of the Trust. Members of the Board are known as "**Trustees**". As the Trust is a company the Trustees are also directors under company law.
Board Committee	A committee, other than an LSC or LGB, established by the Board to help it fulfil its responsibilities.
Chair	The person appointed as chair of the Board pursuant to the Articles.
Chief Executive Officer	The person(s) appointed by the Board as the Co-Chief Executive Officers.
Chief Financial Officer or CFO	The Trust's CFO who is appointed by the Board to act as the Trust's chief financial officer as required by the ESFA pursuant to the Academy Trust Handbook. The CFO should play both a technical and leadership role, including ensuring sound and appropriate financial governance and risk management arrangements are in place, preparing and monitoring of budgets, and ensuring the delivery of annual accounts.
Academy Trust Handbook	The Academy Trust Handbook issued by the Education Funding Agency (as amended annually).
Funding Agreement	The Master Funding Agreement and the Supplemental Funding Agreement entered into between the Trust and the Secretary of State for Education in respect of the operation of the Academies.

Governance Handbook	The governance handbook issued by the Department for Education for trustees of academies and multi academy trusts and governors of maintained schools.
Executive Board or ELT	The operational group established by the Board comprising of key members of the Trust's senior managers to support the effective operation of the Trust and the Academies including but not limited to the Co-CEOs, Directors of Schools and the COO.
Local School Committee (LSC) or Local Governing Board (LGB)	A committee of the Board established by the Board in respect of each of the Trust's academies to assist the Board with the discharge of their responsibilities. Members of the LSCs/LGBs are known as "**Local Governors**". The LSCs/LGBs are established pursuant to the provisions in the Articles permitting the establishment of Local School Committees.
Members	The persons who have been appointed as a member of the Trust pursuant to the Articles.
Register of Members	The register of Members maintained by the Trust pursuant to the Companies Act 2006.
Scheme of Delegation	The general scheme of delegation which sets in out in detail the matters and responsibilities retained by the Board and those matters and responsibilities delegated by the Board. Where there is a conflict between the Scheme of Delegation and this Code then the Scheme of Delegation shall prevail.
Scheme of Financial Delegation	The scheme of delegation of financial powers that the Trust is required to operate under the Financial Handbook in order to provide robust internal control arrangements. Where there is a conflict between this Code and/or the Scheme of Delegation and the Scheme of Financial Delegation then the Scheme of Financial Delegation shall prevail.
Trust Business Team	The senior management of the Trust including but not limited to the CFO, CTO, CPO, Director of IT, Director of Estates, Director of Governance, led by the COO.

Part One: Roles & Responsibilities

Set out in the Annex to this Code is a summary overview of the roles and responsibilities.

1. Members

Academy trusts do not have shareholders; they have Members. The role and rights of Members is analogous to that of shareholders. Members of the Trust do not have rights of ownership in the company like shareholders because the profits of the Trust cannot be distributed to them. However, the Members can control changes in the Articles and other fundamental decisions relating to the Trust.

Members also have the right to remove a Trustee by ordinary resolution (a vote passed by a simple majority of Members).

The names of the Members are set out in the Trust's Register of Members.

The Articles state that there should be a minimum of three Members. However, the DfE encourages trusts to have at least five members. The DfE also encourages trusts to ensure a distinction between the Members and the Board by ensuring that some Members are independent of the Board. Under the Articles an employee of the Trust cannot be a Member.

Members are not responsible for the "day-to-day" operation of the Trust or the Academies. Their main rights and powers include the right to:

- appoint other Members;
- amend the Articles of Association;
- change the name of the Trust;
- appoint and remove one or more Trustees;
- appoint the external auditors;
- receive the annual accounts and annual report from the Board;
- approve any service contracts with Trustees (save for employment contracts) in accordance with the Articles;
- give directions by special resolution to the Board; and
- dissolve the Trust.

Matters requiring a special resolution (i.e. 75% of members voting in favour) include:

Section or Article	Resolution	Notes
CA 2006[1], section 21(1)	Amendment to Articles of Association	
CA 2006, section 77(1)	Change of company name	
Article 15A[2]	Appointment of Members	Article 15A of the Articles states: *The Members may agree by passing a special resolution to appoint such additional Members as they think fit.*
Article 16	Removal of Members	Article 16 of the Articles states: *In addition to Article 13, the Members may agree by passing a special resolution to remove any Member(s).*
Article 93	Directions to the Board	Article 96 of the Articles states: Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Academy Trust shall be managed by the Trustees who may exercise all the powers of the Academy Trust.

Matters requiring an ordinary resolution (i.e. a simple majority of members voting in favour) include:

Section or Article	Resolution	Additional Notes
Article 25	Election of Chair	Article 25 of the Articles states: *The Members present and entitled to vote at the meeting shall elect by ordinary resolution one of their number to be the chairman [sic] and such election shall be binding on all Members and Trustees present at the meeting.*

[1] CA 2006 means the Companies Act 2006

Article 45	Change to the minimum number of trustees/directors	Article 45 of the Articles states: *The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.*
Article 50	Members appointment if trustees/directors	Article 50 of the Articles states: *The Members may appoint by ordinary resolution up to 11 Trustees.*
Article 57	Appointment of CEO as a Trustee.	Article 57 of the Articles states: *Providing that the Chief Executive Officer agrees so to act, the Members may by ordinary resolution appoint the Chief Executive Officer as a Trustee.*
CA 2006, section 168(1) and/or Article 66	Removal of trustee/director	Article 66 of the Articles states: *A Trustee may be removed by the person or persons who appointed or elected them, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006*
CA 2006, section 239(2)	Ratification of acts by directors	
CA 2006, section 319(1)	Election of chair of a general meeting (if the articles do not state who may or may not be chair).	
CA 2006, section 485(4)	Members' appointment of auditors of private company.	
CA 2006, section 492(1)	Fixing of auditor's remuneration who is appointed by the members.	
CA 2006, section 510(2)	Removing auditor from office.	

Every Member of the Trust is required to counter-sign an appointment letter on their appointment. This letter sets out the nature of the role and the expectations of the Trust as to how they should perform the role.

The Articles contain the essential rules relating to the appointment and removal of Members and the conduct of general meetings.

The Academy Trust Handbook also sets out further guidance for Members.

2. The Board

The role of the Board, as fulfilled directly by the Board, Board Committees or the LSCs/LGBs is fundamentally strategic and focused on three core strategic functions set out in the Governance Handbook, namely:

- ensuring clarity of vision, ethos and strategic direction for the Trust and the Academies;
- holding the Co-CEOs and the ELT to account for the educational performance of the Academies and their pupils; and
- overseeing the financial performance of the Trust and the Academies and making sure that money is well spent.

Members of the Board are known as Trustees. The Trustees are both directors under company law and trustees under charity law.

The Board may delegate its responsibilities to its committees, the Co-CEOs, ELT and Trust Business Team. However, it cannot delegate accountability, and the Board therefore retains accountability for the proper and effective operation of the Trust and its Academies.

The composition of the Board is set out in the Articles. Article 45 states that the number of Trustees shall be no less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

The key functions of the Board are as follows:

- **Strategy and Policy**
    - Setting the overall policy objectives of the Trust and agreeing any amendments to these. This is undertaken through the consideration and approval of a strategic plan proposed to the Board by the ELT and the individual Academy strategies.
    - Approving major strategies.
    - Annually considering the Trust's responses to its regulators (e.g. DfE, ESFA & OFSTED) requirements for regular returns as well as any investigations and reports prepared and published by such regulators.

- **Financial Management and Control**
    - Approving the budget and cash flow forecast.
    - Approving long term financial forecasts (including the Strategic Plan).
    - Receiving and considering a regular report on the Trust's performance against key financial indicators and reviewing or agreeing any corrective action necessary.

- Acting in relation to any serious under-performance or any danger to the Trust's financial security.
- Entering into any significant risks outside delegated authority.
- Ensuring the Trust's assets are protected including the maintenance of adequate insurance cover.
- Agreeing authorised signatories for returns and submission to regulators.

- **Education**
  - Monitoring performance against the Trust's education performance targets.
  - Agreeing policy for new schools and academies to join the Trust.

- **Personnel**
  - Setting salaries for the Trust Business Team posts following recommendation by the Business Committee. The setting of salaries for all other posts, is delegated to the Business Committee.
  - Approving material changes in the Trust's senior management staffing structure.

- **General Management**
  - Creating or delegating authority to any committees.
  - Agreeing amendments to standing orders, delegated authority and authorised signatories for all bank accounts.
  - Public relations and marketing policy.
  - Appointment of solicitors, bankers and auditors.
  - Out of court settlement of legal claims by or against the Trust (other than items specifically delegated to staff or settled through the RPA).
  - Appointing or dismissing the members of the Trust Business Team.
  - Setting expenses policy for Board Members.

The Scheme of Delegation sets out further details of the matters to be determined by the Board.

The Chair of the Board

The Chair of the Board shall be elected on an annual basis in accordance with the Articles.

The role of the Chair shall be to:

- ensure effective and efficient conduct of the Trustees' business and in particular:
- agree with the Co-CEOs the agenda for all of the Board's meetings;
- invite members of the ELT, Trust Business Team, staff and professional advisors to Board meetings to comment and advise on board business as appropriate;
- guide each meeting through the items on the agenda (unless modified with agreement of the board);
- give immediate rulings on complaints and queries relating to the procedure and conduct of the meeting (the Chair's decision being final);
- to ensure that all Trustees are given the opportunity to express their views before any important decision is taken but to ensure that only those who are entitled to speak (eg those without a conflict of interest) are invited to do so;
- to determine at Board meetings whether any late items will be accepted on to the agenda.
- establish a constructive relationship between the Board, the Co-CEOs, ELT and the Trust Business Team and in particular:
- liaise with the Co-CEOs to keep an overview of the organisation's affairs and to provide support as appropriate;
- attend meetings with the Co-CEOs, ELT and the Trust Business Team on a regular basis;
- review and appraise the performance of and deal with disciplinary and any other personal matters concerning the Co-CEOs in accordance with the Co-CEO's service agreement;
- to ensure when a vacancy arises that the Co-CEOs and other members of the ELT are replaced in a timely and orderly fashion.
- represent the Trust at public occasions and make comments on behalf of the Trust to the press and other media.

Where appropriate urgent decisions that arise between meetings, these should be dealt with by "Chair's Action" on the basis of a written report from the Co-CEOs which clearly states, amongst other things, why the item concerned could not be brought to a regular meeting and why it would qualify for Chair's Action. This report must form part of the papers to the next Board or relevant Committee meeting.

Notwithstanding any provisions of the Articles or this Code, if the Chair, or Vice Chair, is of the opinion that a matter of urgency exists either after receiving the Co-CEO's written report or 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 at the Trust, then, in consultation with the Co-CEO, they may exercise any function of the Trust which can be delegated to an individual or any function relating to the exclusion of pupils.

The Chair may decide, on receipt of a request for Chair's Action, that a matter is sufficiently important to require a special Board meeting, in which case a meeting shall be called promptly.

In the event of an emergency occurring which needs a prompt decision and it is not covered by the delegated authority specified within this Code or the Scheme of Delegation or Scheme of Financial Delegation, the Co-CEO, after personal or telephone consultation with the Chair (or Vice-Chair in their absence), may take appropriate action as necessary. Any such action should be reported in writing to the next Board or relevant Committee meeting for ratification.

The Executive Leadership Team and the Trust Business Team

The ELT and Trust Business Team have corporate responsibility through the ELT for the overall formulation and implementation of the Trust's policies and procedures.

The collective purpose of the ELT and Trust Business Team is to:

- assist the Co-CEOs in the formulation and implementation of strategic policy initiatives which will advance the aims and objectives of the Trust;
- ensure that the policies set by the Board are put into practice efficiently and in a co-ordinated way;
- advise and report to the Board and committees in an accurate and co-ordinated way;
- identify and resolve inter-academy or inter-departmental problems;
- communicate effectively with staff, both to keep them informed of decisions and to obtain their contribution to decision making;
- ensure that the Trust's performance is monitored and that corrective action is taken (where within delegated authority) or recommended to the Board;
- develop annual plans (in accordance with guidelines approved by the Board) and programmes for the Trust's activities and to monitor their effectiveness and efficiency;
- provide leadership and support to second tier management;
- co-ordinate preparation of the agenda and papers for Board and committee meetings.
- act as a risk assessment panel.
- The ELT comprises the following staff:

  the Co-CEOs;

  the Directors of Schools;

  the COO

  the CTO

the Chief People Officer

the Chief Finance Officer

the Director of Governance.

- The Trust Business Team comprises the following staff:

  CFO, COO, CTO, CPO, Director of Governance, Director of IT, Director of Estates, Trust Lead for Technology and Transformation.

One of the Co-CEOs is the Trust's Accounting Officer. Further details of the role and obligations of the Accounting Officer and Chief Financial Officer are set out in the Academy Trust Handbook.

The Co-CEOs chair the ELT meetings. Votes will not be taken at ELT meetings unless requested by the Co-CEO.

The Executive Leadership Team is a means by which the Trustees will ensure the proper management of the Trust and seek to gain agreement and/or commitment to decisions and recommendations from the Trust Business Team and the Head Teachers. The Trust Business Team is empowered to determine its own working methods.

The Trust Business Team meets at least monthly and may meet more frequently if required by the Co-CEO/COO. The Co-CEO/COO will prepare the agenda, but any Trust Business Team member has the right to put items on the agenda.

Decisions of the Trust Business Team within the parameters of existing policy may be implemented forthwith. Matters requiring new policies or major revisions to existing policy will be referred to the Board or relevant committee.

The boundaries of the Trust Business Team's responsibilities are as set by the Trust's Strategic plan as approved by the Board and any other strategies which have been approved by the Board or relevant committee.

The COO will ensure that minutes are kept of all Trust Business Team meetings and that these are circulated to all Trust Business Team members, within one week of the relevant meeting.

For the efficient and effective management of the Trust, the Board has delegated certain powers to senior staff to make decisions (including financial commitments) within policies agreed by the Board or committees.

Authority to commit expenditure is defined in the Trust's Scheme of Financial Delegation.

The Co-CEOs

In very general terms, the Co-CEOs are responsible for:

- acting as the Trust's Accounting Officer [NB: only one of the Co-CEOs holds this role];
- manage the Trust's relations with the Regional School Commissioner's office, the DfE, the ESFA and other regulatory bodies;
- exercise the delegated authorities of the members of the Trust Business Team in the absence of the postholder;

- appoint consultants within the terms and procedures agreed by the Board;
- make PR statements and manage the Trust's media relations.

In fulfilling their role, the Co-CEO is assisted by the ELT and the Trust Business Team, in particular:

- education performance management is delegated by the Board to the Co-CEO and Directors of Schools with ELT providing peer support and challenge for the operation of the Academies collectively; and
- the day-to-day oversight and implementation of the budget is delegated by the Board to the CFO with the support of the Trust finance officers.

ELT may delegate such functions across the Trust Business Team as it determines as appropriate.

Local Governance – the LSCs and LGBs

In order to assist with the discharge of their responsibilities, the Trustees have established LSCs and LGBs for its Academies. The LSCs shall be committees established pursuant to Articles 100 to 104 (inclusive) of the Articles which are referred to in the Articles as local governing bodies. An LSC may work with two or more academies.

There are separate terms of reference which set out the role and functions of LSCs and LGBs

The membership of each LSC shall be as set out in the LSC Terms of Reference and the LGB Terms of Reference approved by the Board from time to time.

LSCs membership will include:

- two elected parent governors;
- one staff governor;
- the Head Teacher/Head of School;
- up to two persons appointed by the Board of Trustees; and
- [subject to Board approval,] up to six persons co-opted by the LSC.

The LSC shall:

- act as a critical friend to the Executive Head Teachers/Head Teachers of the Academies;
- represent the views of the community in discussions on budget issues that relate to community engagement and activity and make recommendations to the Executive Head Teachers/Head Teachers of the Academies;
- support the Trust's senior management staff deal with parental complaints pursuant to the Trust policy on parental complaints; and
- support the Executive Head Teachers/Head Teachers of other Academies in exclusion processes where appropriate.

A more detailed list of the responsibilities of the LSCs is set out in the Committee Terms of Reference below.

LSC STANDING CONSIDERATION

Each LSC will have the following standing items on agendas:

- Progress with the member Academy's SDP/SEF/Ofsted Single Action Plan
- Receipt of reports from the SIP for comment to the Trust Board (via the Co-CEOs)
- Local Staffing/Recruitment (below HT)
- Safeguarding
- Health and Safety
- Pupil Premium

Local Leadership – the Executive Head Teachers/Head Teachers

The Executive Head Teacher/Head Teacher of each Academy shall have responsibility to provide professional leadership for the Academy and secure its success and improvement, ensuring high quality education for all its pupils and good standards of learning and achievement.

The terms of the appointment of the Executive Head Teacher/Head Teacher shall be set out in their terms of employment but subject to the responsibilities of the LSCs and the policy statements of the Board. Each Executive Head Teacher/Head Teacher shall be responsible for:

- implementing the agreed policies and procedures laid down by the LSC including the implementation of all statutory regulations;
- advising the LSC on strategic direction, forward planning and quality assurance;
- the leadership and management of the Academy and the staff of the Academy;
- advising the LSC (and/or the admissions committee, where applicable) on the admission of pupils;
- managing the delegated budget and resources agreed by the LSC;
- informing the LSC on the appointment (which must be made following the Trust's agreed procedure for staff appointments), salary grading, allocation of duties, appraisal and discipline of all staff;
- the maintenance of good order and discipline by the pupils including their suspension and/or exclusion within the framework laid down by the LSC; and
- all such additional functions as may be assigned under the job description or contract of employment.

PART TWO: CONDUCT

The Board, Board Committees & LSCs/LGBs

The Trust:

- aims to establish a board that is competent, accountable, independent and diverse that promotes best practice in governance;
- aims to make sure that its directors promote and uphold high standards of conduct, probity and ethics;
- requires its Trustees to act in accordance with the Articles, this Code and the Financial Handbook

In order to assist the Board to achieve this, the Trust has adopted the code of conduct for Trustees, Board Committee Members and Local Governors which is set out in a separate document to this Code (the "**Code of Conduct**").

Publicity & Social Media

Every Trustee, Member, Board Committee Member and Local Governor must comply with the Trust's policies on social media and public statements.

Process for Trustee suspension

The Board may by resolution suspend a Trustee for all or any meetings of the Board, or of a Board Committee, for a fixed period of up to 6 months on one or more of the following grounds:

- that the Trustee, being a person paid to work at an academy, is the subject of disciplinary proceedings in relation to their employment;
- that the Trustee is the subject of proceedings in any court or tribunal, the outcome of which may be that they are disqualified from continuing to hold office as a Trustee under the Articles;
- that the Trustee is in breach of any of the provisions of this Code which the Board believes has, or could, bring the Trust, the Board, the Academies or their office into disrepute;
- that the Trustee has acted in a way that is inconsistent with the ethos of the Trust and has brought or is likely to bring the Trust, the Board, the Academies or their office into disrepute; or
- that the Trustee is in breach of their duty of confidentiality to the Trust or to any member of staff or to any pupil at an Academy.

A resolution to suspend a Trustee from office shall not have effect unless the matter is specified as an item of business on the agenda for the meeting of which notice has been given in accordance with the Articles.

Before a vote is taken on a resolution to suspend a Trustee, the Trustee proposing the resolution shall at the meeting state their reasons for doing so. The Trustee who is the subject of the

resolution shall then be given the opportunity to make a statement in response before withdrawing from the meeting.

In the event that a Trustee is suspended, the Trustee shall remain entitled to receive notices of, and agendas and reports or other papers, for meetings of the Board or any Board Committee during the period of their suspension.

Sanctions against Local Governors

LSCs and LGBs are committees of the Board. The Board therefore has the right to remove a Local Governor or suspend (on whatever terms it believes is appropriate) a Local Governor where in the Board's absolute discretion it believes it is in the interests of the Trust to do so.

Expenses

The Trust's "Governance Code of Conduct" sets out the circumstances in which and the basis expenses may be claimed when acting on Trust business.

Grievances

Many concerns or disputes can be resolved by simple clarification or the provision of information. Trustees, Board Committee Members and a Local Governor should explore all informal means of resolving issues before pursuing a grievance. Trustees, Board Committee Members and a Local Governor should also reflect on their responsibilities and duties, including acting in good faith and in the best interests of the Trust.

If a Trustee, Board Committee Member or a Local Governor wishes to raise a grievance, then they should make known their complaint in writing to the Chair of the Board. If the complaint is about the Chair, then the complaint should be sent to the Vice-Chair or Co-CEO. The written complaint should include details of the complaint, details of how the matter has been dealt with so far, the names of potential witnesses, dates and times of events and copies of all relevant documents. It should also include a clear statement of the actions that they would like the Trust to take to resolve the concern.

The Chair will investigate the issue within 15 working days and inform the complainant of their findings. If the complainant is not satisfied with the outcome, the matter will be referred to a panel comprising of at least three Trustees selected by the Chair. The Panel will be convened within 15 working days and will make its decision known within 15 working days of it sitting. The decision of the panel is final and will be reported to the Board as a confidential item at the next timetabled Board meeting.

Trust Business Team & ELT

The Board shall at all times be mindful of the inherent conflict between the operational and managerial role of the Executive Head Teacher/Head Teacher/Co-CEO and their ability to fulfil any governance function to which they are appointed within the Trust, namely:

- ensuring clarity of vision, ethos and strategic direction for the Trust and the Academies;
- holding the ELT to account for the educational performance of the Academies and their pupils; and
- overseeing the financial performance of the Trust and the Academies and making sure that money is well spent.

Duty of the Trust Business Team to the Board

The Trust Business Team have a duty to ensure that the Board, Board Committees and LSCs/LGBs (as appropriate) are informed so as to be able to carry out their strategic and governance responsibilities.

Information should be provided in a usable, clear and concise way and should not swamp Boards with data from which it is difficult to extract the key points.

The following general principles should be followed by staff:

- any item requiring a decision of the Board must be supported by a written report;
- such written report should state clearly the purpose of the report, any recommendations or, if none, why the report is being presented;
- any financial consequences (see below);
- whether the recommendation conflicts with existing policy or creates a precedent affecting other areas.

Written reports should normally be sent out so that Trustees receive them seven days before a meeting. Where this is not possible, papers will include a draft report, and final reports should be dispatched so that Trustees receive them at least three days before. Items should not be tabled at Board or Board Committee meetings unless genuinely urgent, in which case a brief written report should be tabled which clearly states, amongst other things, why the item concerned could not be the subject of a normally circulated report.

A schedule of all Board, Board Committee and LSC/LGB meetings will be prepared annually and distributed to Trustees. The timetable shall be drawn up so as to allow the necessary reporting between different committees and from committees to the Board.

Trustees will receive written notice of each Board Meeting at least seven days before the date of the meeting. The notice will include the agenda for the meeting and will normally include all written reports to be dealt with at that meeting.

The draft minutes of each meeting will be circulated to the Chair for approval within seven days of the meeting being held. The finalised minutes will be circulated to the members of the Board or relevant Board Committee and appropriate staff as soon as they are prepared.

Reports should be kept for at least seven years from the date of the meeting at which they are presented.

It is particularly important that reports identify clearly the financial consequences of the decision sought from the Board or Committee, etc. The assessment of financial consequences should include where relevant the following:

- the impact on the Trust's and (if appropriate) an Academy's budget;
- compliance with the Funding Agreement and Academy Trust Handbook;
- the impact on the Trust's Strategic plan.

If any Trustee or Local Governor has reason to complain about the conduct or efficiency of any employee (other than the Co-CEO), the member shall make known their complaint in writing to the Chair and the Co-CEO. The Co-CEO will investigate the complaint and inform the Chair and the complainant of the result of the investigation and of any steps which have been taken as a consequence of this. In the case of a complaint against one or both of the Co-CEOs, the complaint shall be made to the Chair and the matter investigated by the Chair and Vice-Chair.

Committee Terms of Reference

Introduction

As a charity and company limited by guarantee, the Trust is governed by a board of trustees (the **Board**) who have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of the academies maintained by the Trust (the **Academies** and each an **Academy**).

In order to support the effective operation of the Trust and the Academies, the Board has established a number of committees to which it has delegated certain of its powers and functions. These terms of reference (**Terms of Reference**) set out the constitution, membership and proceedings of the committees the Board has established.

In summary, the Board has established two different types of committee:

- main Board committees which are established to deal with Trust-wide matters such as audit, finance, pay and performance management (**Board Committees**); and
- local school committees which are established by the Board to support the effective operation of the Academies (**LSCs and LGBs**),

together the **Committees**.

The Board will review these Terms of References together with the membership of the Committees at least once every twelve months.

These Terms of Reference may only be amended by the Board. The functions, duties and proceedings of Committees set out in these Terms of Reference shall also be subject to any regulations made by the Board from time to time.

Date last approved by the Board: **25th September 2025**

Date for next review: **Autumn Term 2026**

Establishing the Committees

The Board has resolved to establish the following Board Committees as committees of the Board:

- audit and risk committee (**Audit & Risk Committee**);
- business committee (**Business Committee**)
- pay & personnel sub-committee (**Pay & Personnel, sub-committee of Business**)
- standards committee (**Standards Committee**)
- trust development committee (**Trust Development Committee**)

The Board has resolved to establish LSCs for its Academies each as a separate committee of the Board. An LSC may act in respect of two or more Academies. The current list of LSCs and the Academies they operate in respect of is set out in Appendix 1.

Following the merger of Eko Trust with Compass Partnership of Schools, the Compass Eko Trust Board has agreed that for the remainder of the 2025/26 academic year that some of its schools will retain LGBs on existing terms of reference. The current list of LGBs and the Academies they operate in respect of is set out in Appendix 1. The terms of reference of the LGBs is on page 58.

Membership – Board Committees

- Each Board Committee shall have a minimum of three members and maximum of five members. A majority of Board Committee members must be trustees of the Trust (**Trustees**).
- The Board will appoint and remove all Committee members.
- The Board will ensure that Board Committee members have the necessary skills, background and experience to properly fulfil the relevant Board Committee functions.
- The Board may agree to appoint an existing governor to one of its Committees if they have been identified as having a skill set that would be beneficial to the particular Committee.
- The current Board Committee members are set out in the register of committee members maintained by the Trust and which at the date of adoption of these Terms of Reference is set out in Appendix 2.
- The Trustees recognise the overriding principles of the Academy Trust Handbook published by the ESFA (the **ATH**) and that the Audit & Risk Committee should be established in such a way as to achieve internal scrutiny which delivers objective and independent assurance for the Trust. In establishing the Audit & Risk Committee the Board will adhere to the principles of the ATH and:
    - staff employed by the Trust will not be members of the Committee, but may attend meetings to provide information and participate in discussions; and
    - the Trust's Accounting Officer and other relevant senior staff will routinely attend committee meetings in the capacity set out above.

- The current Committee members are set out in the register of committee members maintained by the Trust and which at the date of adoption of these Terms of Reference is set out in Appendix 2.

Membership – LSCs

- Each LSC shall, unless the Board resolve otherwise, have a minimum of five members and a maximum of twelve members (with the exception of any combined LSCs).
    - two elected parent members;
    - one staff member;
    - Head Teacher/Head of School of the academy (as appropriate);
    - up to six other persons co-opted by members of the LSC (subject to Board approval);
    - up to two persons appointed by the Board;
- The current LSC Members are set out in the register of committee members maintained by the Trust and which at the date of adoption of these Terms of Reference is set out in Appendix 1.
- The Trustees shall:
    - make all necessary arrangements for, and determine all other matters relating to, an election of parent LSC Members, including any question of whether a person is a parent of a registered pupil at an Academy. Any election of a parent member which is contested shall be held by secret ballot;
    - make all necessary arrangements for, and determine all matters relating to, the election of staff LSC Members.
- The LSC Members may only appoint co-opted members with the consent of the Board.
- The term of office for any LSC Member shall be four years. Subject to remaining eligible, any member may put themselves forward for re-appointment or re-election (as the case may be).

Chairs of Committees

- The term **Chair** refers to the person appointed under this paragraph as chair of the relevant Board Committee or LSC (as appropriate).
- Each Board Committee shall at the first meeting of each academic year elect a member to act as chair of the committee. The committee will elect a temporary replacement from among the members present at any meeting where the Chair is absent.
- No person may act as Chair of a Board Committee unless they are also a Trustee.
- The LSC Members shall at the first meeting, of every other academic year, appoint a governor to act as Chair of the LSC.

- The governors will elect a temporary replacement from among the members present at the meeting in the absence of the Chair.

- No person may act as Chair if they are an employee of the Trust.

Authority, remit and responsibilities of the Committees

- Each Committee shall be responsible for the matters as set out in Appendix 3.

- Each Committee is authorised by the Board to:

    - carry on any activity authorised by these Terms of Reference; and

    - seek any appropriate information that it properly requires to carry out its role from any senior employee of the Trust and all senior employees shall be directed to co-operate with any request made.

- Save with the consent of the Board, the Committees may not establish sub-committees.

Proceedings of Committee meetings

- The Committees will meet as often as is necessary to fulfil their responsibilities but at least three times a year.

- Any two Committee members can request that the Chair convene a meeting by giving no less than 14 days prior notice.

- The quorum for the transaction of the business of a Board Committee shall be a simple majority of the Committee members and no vote on any matter shall be taken at a meeting of the Committee unless the majority of members of the Committee present are Trustees.

- The quorum for the transaction of the business of LSC shall be three LSC Members (not including staff members or parent members).

- The CEO shall ensure that a clerk is provided to take minutes at meetings of the Board Committees.

- The relevant Head Teacher shall ensure that a clerk is provided to take minutes at meetings of the LSCs.

- Every matter to be decided at a meeting of a Committee must be determined by a majority of the votes of the members present and voting on the matter.

- Each Committee member present in person shall be entitled to one vote.

- Where there is an equal division of votes the Chair shall have a casting vote.

- A register of attendance shall be kept for each Committee meeting and published annually.

- A register of attendance shall be kept for each Committee meeting and published annually.

- Committees may invite attendance at meetings from persons who are not Committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

- References in to the "Chair" shall in the absence of the Chair be deemed to be references to the chair of the relevant Committee meeting.

Conduct of Committee members

- All Committee members shall observe at all times the provisions of the Trust's Governance code of conduct.

Committee Members' Interests

- Committee members are required to declare any business or other interests in any item being discussed at a meeting.

- Each Committee member, if present at a Committee meeting, disclose their interest, withdraw from the meeting and not vote on a matter if:

    - there may be a conflict between their interests and the interests of any of the Academies or the Trust;

    - there is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required; or

    - they have a personal interest (this is where they and/or a close relative will be directly affected by the decision of the Committee in relation to that matter) in a matter.

Disqualification & Removal of Committee Members

- A person shall be ineligible for appointment to a Committee and, if already appointed, shall immediately cease to be a member if the relevant individual:

    - is or becomes disqualified from holding office under the Trust's Articles of Association;

    - is or becomes disqualified from holding office as a governor of a school or academy;

    - is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;

    - is barred from any regulated activity relating to children;

    - is or becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;

- is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);

- has been fined for causing a nuisance or disturbance on school/academy premises during the 5 years prior to or since appointment or election as a Committee member;

- refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;

- commits a serious breach of the Trust's Governance code of conduct or any standing order or protocol implemented by the Board;

- in the case of an LSC Member, is absent without the permission of the LSC Members from all their meetings held within a period of six months and the LSC Members resolve that their office be vacated;

- resigns their office by notice in writing to the relevant Chair;

- in the case of an Executive Head Teacher/Head Teacher, they cease to be the Head Teacher;

- in the case of an LSC Member, their term of office expires, and they are not re-appointed.

- The Trustees shall have the right at their sole discretion to remove or suspend (on such terms as they see fit) any LSC Member by written notice to the relevant Chair.

Reporting Procedures

- As soon as is practicable, and prior to the next meeting, each Committee will:

  - produce and agree minutes of its meetings;

  - provide a summary document identifying (i) decisions made, (ii) recommendations to the Board, (iii) any items for the information of the Board and (iv) items for further discussion by the Board,

    together the **Committee Reports**.

- The Committee Reports can be agreed by committee members by email.

- The Committee Reports will be sent to the Board, as soon as is practicable and prior to the next Board meeting.

- Committees shall arrange for the production and delivery of such other reports or updates as requested by the Board from time to time.

- Each Committee shall conduct an annual review of its work and the powers and functions delegated to it under these Terms of Reference and shall report the outcome and make recommendations to the Board.

Appendix 1

The Trust's LSCs

Alderwood Primary School LSC

Boxgrove Primary School LSC

Cann Hall Primary School LSC

Deansfield Primary School LSC

Halstow Primary School LSC

Horn Park Primary School LSC

John Ray Infant and John Ray Junior LSC

Kidbrooke Park Primary School LSC

Notley Green Primary School LSC

South Rise Primary School LSC

Shalford Primary School LSC

Willow Dene School & Rowan Wood Schools LSC

Wingfield Primary School LSC

The Trust's LGBs

Benfield & Hangleton Primary Schools LGB

Fairfield Infants & Colneis Junior School LGB

Earlham Primary School LGB

Gainsborough Primary School LGB

Hackney New Primary School LGB

Horizon Academy LGB

Kaizen Primary School LGB

Pathways School LGB

Ravenswood Community Primary School LGB

Rushmere Hall Primary School LGB

Woodingdean Primary School LGB

Appendix 2

The Register of Committee Members

Audit and Risk Committee

Simon Hayward

Alison Riddle

Julian Robinson

Yvette Stander (Chair)

Business Committee

Alex Davison

Nathalie Fitzgerald

Hugh Lewis (Chair)

Julian Robinson

Pay and Personnel Sub-Committee

Sue Hellman

Helen Horsley (Chair)

Hugh Lewis

Linda Perks

Standards Committee

Alex Davison

Daniel Chard

Nathalie Fitzgerald (Chair)

Mary Whitehead

Trust Development Committee

Simon Hayward

Sue Hellman (Chair)

Daulat Sen

Mary Whitehead

Appendix 3

Powers & Functions Delegated

Remit and Responsibilities of the Audit & Risk Committee

The powers and functions delegated by the Board to the Audit & Risk Committee are as set out below.

External Audit

- To consider the appointment of the external auditor and assess independence of the external auditor, ensuring that key audit personnel are rotated at appropriate intervals.
- To recommend the audit fees to the Board and pre-approve any fees in excess of £10,000 in respect of non-audit services provided by the external auditor and to ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity.
- To oversee the process for selecting the external auditor and make appropriate recommendations through the Board to the members of the Trust to consider at any general meeting where the accounts are laid before members.
- To review the external auditor's annual plan. To discuss with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor receives the fullest co-operation.
- To review the external auditor's annual management letter, the annual report and accounts, and all other reports and recommendations, together with the appropriateness of management's response.
- To receive the annual audited accounts and recommend approval by the Board
- To review the auditor's findings and actions taken by the trust's managers in response to those findings
- To review the performance of the external auditor on an annual basis.
- To recommend to the Board the appointment/re-appointment of the external auditor.
- To review and consider the circumstances surrounding any resignation or dismissal of the external auditor.
- To produce annual report of the committee's conclusions to advise the board of trustees and members, including recommendations on the reappointment or dismissal or retendering of the external auditor, and their remuneration.

Internal scrutiny

- To set and review the internal scrutiny programme and ensure that the internal scrutiny function is adequately resourced and has appropriate standing within the Trust.

- To review the reports and recommendations of the internal scrutiny, together with the appropriateness of management's response.

- To monitor the implementation of action agreed by management in response to reports from the external auditor internal audits.

- To provide a termly report to the Board outlining the areas reviewed, key findings, recommendations and conclusions, to help the committee consider actions and assess year on year progress.

Health & Safety

- To receive each term the Health and Safety report and advise as necessary.

- To monitor compliance with the Academies' Health & Safety policies and statutory obligations under the Health and Safety at Work Act 1974.

Asset Management

- To receive reports from the Head of Estates on the management of assets including premises and their security.

- To confirm that an asset recording system is in place, including an inventory and fixed asset register for each Academy.

Property Management

- To determine the use of the Academies premises and grounds outside Academies sessions with regard to the lettings and charging policy.

- To ensure that the Academies premises are inspected on an annual basis and that a planned and costed statement of priorities is prepared and reviewed.

- To ensure the responsibilities of the Board under the Environmental Protection Act are met.

- To advise the Board on environmental issues to ensure the Academies are acting as a responsible institution in its duty to conserve energy, materials and with regard to the local community.

Financial Management, Policies and Risk Management

- To keep under review the Trust's financial management and reporting arrangements, providing constructive challenge (where necessary) to the actions and judgements of management in relation to the interim management and financial accounts, statements and reports and the annual accounts and financial statements, prior to submission to the Board, paying particular attention to:

- critical accounting policies and practices, and any changes in them
- decisions requiring a major element of judgement
- the extent to which the financial statements are affected by any unusual or complex transactions in the year and how they are disclosed
- the clarity and transparency of disclosures
- significant adjustments resulting from the audit
- the going concern assumption
- compliance with accounting standards
- compliance with DfE and legal requirements.

- To review the Trust's policy and procedures for handling allegations from whistleblowers.
- To review the Trust's policies and procedures for handling allegations of fraud, bribery and corruption.
- To receive reports on the outcome of investigations of suspected or alleged impropriety.
- To review the adequacy of policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.
- To ensure that any significant losses are investigated and reported to the DfE/ESFA where required.
- To review the Trust's risk management policy, strategy, processes and procedures for the identification, assessment, evaluation, management and reporting of risks.
- To review the adequacy and robustness of risk registers.
- To review the ratings and responses on the risk register to inform the programme of work, ensuring checks are modified as appropriate each year.
- To keep under review the adequacy and effectiveness of the Trust's governance, risk management and internal control arrangements, as well as its arrangements for securing value for money, through reports and assurances received from management, internal audit, the external auditor and any other relevant independent assurances or reports (eg from the National Audit Office).
- To review any recommendations made by the Secretary of State for Education for improving the financial management of the Academies.

General

- To review or investigate any other matters referred to the Audit & Risk Committee by the Board.
- To draw any significant recommendations and matters of concern to the attention of the Board.

Remit and Responsibilities of the Business Committee

The powers and functions delegated by the Board to the Business Committee are as set out below.

Funding and income

- To consider each of the Academies indicative funding, notified annually by the DfE/ESFA and to assess its implications for the relevant Academy.
- To consider and recommend acceptance or non-acceptance of the Academies budgets each financial year.
- To review and monitor the expenditure and impact of School Capital Allocation funding and any other large capital expenditure.
- To review and monitor income generated through lettings, training and other sources.

Budgeting

- To contribute to the formulation of the Academies strategic plans, through the consideration of financial priorities and proposals as proposed by the CFO in conjunction with, the relevant Executive Head Teacher and agreed aims and objectives of the relevant Academy.
- To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year. This will include the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in each of the Academies' strategic plans.
- To liaise with and receive reports from appropriate committees and make recommendations to those committees about the financial aspects of matters being considered by them.
- To consider the spending plans of other committees and report back and advise the Board.
- To delegate the day-to-day management of the approved budget to relevant the Executive Head Teacher, within agreed authorisation limits.
- To consider requests for supplementary expenditure and make appropriate recommendations to the Board.
- To consider and act upon matters not covered by other sub-committees.
- To review financial policy including consideration of long-term planning and resourcing in accordance with each of the Academies' development plans.

Expenditure

- To monitor and review expenditure on a regular basis and ensure compliance with the overall financial plan for the Academies, and with the financial regulations of the Trust, drawing any matters of concern to the attention of the Board.

Financial Procedures

- To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and where appropriate make recommendations for improvement.

- To prepare the financial statement to form part of the annual report of the Board to stakeholders and for filing in accordance with requirements of the Companies Act, Charity Commission and Funding Agreement (including the AFH)

General

- Reviewing or investigating any other matters referred to the Business Committee by the Board.

- Drawing any significant recommendations and matters of concern to the attention of the Trust Board.

Remit and Responsibilities of the Pay & Personnel Sub-Committee

Pay

- To prepare and submit recommendations for the adoption by the Trust Board of:
    - an appraisal policy; and
    - a Trust pay policy.

- To operate in accordance with the statutory appraisal regulations and the relevant Trust policy as follows:
    - to select an external adviser to advise the Committee undertaking the appraisal of the Chief Executive Officer and Executive Head Teachers;
    - to take advice from the external adviser when agreeing objectives and reviewing the performance of the Chief Executive Officer and Executive Head Teachers;
    - to agree performance objectives with the Chief Executive Officer and Executive Head Teachers;
    - to conduct the appraisal of the Chief Executive Officer and Executive Head Teachers;

- to determine whether the outcome of the appraisal of the Chief Executive Officer and Executive Head Teachers meets the criteria for pay progression as covered under the adopted pay policy;
- to support the Chief Executive Officer with the annual report to the Board on appraisal arrangements and outcomes;

- To agree recommendations on performance objectives for Compass Business team members.
- To monitor the implementation of the Trust's Pay Policy ensuring that it is fair and equitable and to make decisions as required by the Trust's Pay Policy, as it may be amended from time to time.
- To deal with any other matters relating to pay, appraisal and employment as may be referred by the Board.

Grievances

- To exercise strategic oversight to ensure consistency in grievance matters.
- To consider staff grievances where there is a referral under the grievance procedure adopted by the Board. A panel comprised of members of the Committee, and others appointed by the Committee will consider the grievance and seek to resolve the matter following a process and hearing conducted in accordance with the adopted procedure.
- To consider staff complaints of harassment where there is a referral to the Committee under the procedure adopted by the Board. The Committee will consider the complaint and seek to resolve the matter following a process and hearing conducted in accordance with the adopted policy.

Staff Discipline/Dismissals

- To exercise strategic oversight to ensure consistency in disciplinary matters.
- Under the disciplinary or capability procedures for the Chief Executive Officer and Executive Head Teachers adopted by the Trust Board, to consider formal action against the Chief Executive Officer and Executive Head Teachers and for a panel comprised of members of the Committee, and others appointed by the Committee, to make a determination as provided for under either procedure. The Committee will be responsible for the future review of any sanction short of dismissal as required under the relevant procedure.
- Under the disciplinary or other relevant procedures (e.g. relating to capability, staff reductions or incapability due to ill-health) adopted by the Board, to make any determination that any member of staff employed at an Academy should be dismissed from their post, in line with Trust policy.

Staff Appeals

- A panel comprised of members of the Committee, and others appointed by the Committee, will consider appropriate appeals against a sanction short of dismissal issued by the Chief Executive Officer and Executive Head Teachers or by the staff discipline/dismissal Committee to a member of staff employed at the school, in

accordance with the disciplinary procedure or capability procedure adopted by the Board

- Under the disciplinary or other relevant procedures (e.g. relating to capability, redundancy or incapability due to ill health) adopted by the Board, a panel comprised of members of the Committee, and others appointed by the committee, will consider any relevant appeal against a decision of the staff discipline/dismissal Committee to dismiss from their post a member of staff employed at the Academy.
- To consider appeals under other procedures as may from time to time be delegated by the Trust Board, including appeals under the Trust's adopted Pay Policy.

Personnel

- To receive reports and make recommendations to the Board on all aspects of matters relating to staff at the Schools.
- To advise on the strategic planning of human resources.
- To monitor the communication and consultation of policies and processes to staff and review feedback.
- To advise on the means of achieving active participation by staff in policy development.
- To advise and recommend revisions to those policies which affect staff, including but not limited to those which relate to recruitment, retention, record-keeping, induction, training, allegations against staff, equalities, discipline and grievance, professional conduct, professional development, charging and remissions, training, performance management, management of stress, trade unions, whistle-blowing and pay.
- To ensure the legal requirements for Early Career Teacher induction are complied with.
- To carry out an annual review of the Trust's staffing establishment in relation to the staffing element of the Trust's development plan.
- To advise the Board on the appointment of the relevant Executive Head Teachers, CEO.
- To receive reports on other statutory reporting or other relevant issues, making recommendations to the Board.
- To be informed of any restructures and any redundancies in any of the Trust's schools

Remit and Responsibilities of the Standards Committee

- Oversight of pupil outcomes in national assessments
- Oversight of internal data
- Oversight of the quality of teaching and learning
- Oversight of pupil behaviour and personal development
- Receiving evidence and reports from leaders, by visiting schools, and receiving external validated moderation reports

Remit and Responsibilities of the Trust Development Committee

The remit of the Trust Development committee is to ensure the Trust can develop and grow to an optimal size and complexity to ensure that it fulfils its civic responsibility to the pupils and communities it serves. In so doing, the TDC will have oversight of the potential opportunities this brings and a responsibility to ensure that the Trust maintains a robust approach to risk, sustainability and succession planning.

The powers and functions delegated by the Board to the Trust Development Committee are as set out below.

Strategic Growth

- In consultation with the CEO, Chief Operating Officer (COO) and the central team, and Executive Headteachers (EHTs), to consider, formulate and agree at Trust level a strategy for how the Trust will develop and grow in the future and to assess the implications for the Trust as a whole and for each Academy within it.
- To ensure that governance is robust, supportive and challenging, the role of the Trust Board and all the Committees will be an integral part of the growth strategy.
- To consider, agree and keep under regular review the key indicators for growth and to work across the Trust and liaise with the other Committees to ensure coherent and efficient use of resources to drive growth in an effective and timely manner.
- Along with the relevant Committees, to consider risk, financial management and people management, due diligence, premises, land and plant issues, standards, governance and compliance.
- To consider and recommend acceptance or non-acceptance of approaches from schools, other Trusts and other agencies for joint work with Compass and/or to expand the Trust.
- To ensure growth is measured, well-paced, principled and co-constructed so that new schools and Trusts joining are enabled to align with the ethos of the Trust.
- To ensure that Compass have a clear and supportive induction process for governing boards as they join and that there are appropriate induction processes in place so that joining schools retain their individuality whilst understanding and benefitting from the core principles of Compass.
- To promote the 'Compass brand' and positive perceptions of the Trust in the wider community and to seek and enable participation in networks and collaborations.
- To keep under review support for other schools and Trusts.

Sustainability

- To recognise the pressure that growth brings and to keep under review the workload of key staff.
- To ensure that the increasing outward-facing work of the Trust can be balanced with additional inward-facing work and opportunities for staff across the workforce.
- To seek opportunities for the development of staff both across the Trust and outside the Trust to build experience, expertise and CPD.
- To recognise and keep under review when external expertise is needed and beneficial to the strategy.
- Along with the other Committees, to ensure that the schools already part of the Trust are not disadvantaged by growth, that high standards are maintained, school improvement is robust, opportunities for the recognition of excellent practice are maintained.

Succession Planning

- To ensure development frameworks and career pathways are in place for upward movement, to keep staff motivated and engaged with the Trust and to review monitoring of impact.
- Working with the relevant Committee to ensure that employment frameworks are in place including staffing structures, job descriptions, person specifications, pay structures, HR policies and procedures
- To consider the implications for succession of not only key figures such as CEO, COO, Chair of Trustees but all roles within the trust and schools.

Developing growth mindset and brand recognition

- To ensure that the Trust is known in the wider educational landscape for its strong ethos and moral framework, being an ethical and considerate employer and its support for excellence in practice and outcomes for pupils in order to attract high-calibre applicants.

Governance

- To ensure those involved in governance of the Trust understand the Scheme of Delegation and their responsibilities within it

Remit and Responsibilities of the LSCs

- To oversee the running of the academies in terms of learning, standards, safety and wellbeing.
- To hold local academy leadership to account for academic performance, quality of care and provision.
- To oversee and monitor the effectiveness of learning strategies.
- To ensure that the Academy or Academies are conducted in accordance with the objects of the Trust, the terms of any trust governing the use of the land which is used for the purposes of an Academy, any agreement entered into with the Secretary of State for the funding of the Academy or Academies and these Terms of Reference.
- To act as a critical friend to the Head Teacher/Head of School (including but not limited to advice in relation to annual budget proposals).
- To adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Academy and are delegated to them in order to support the Board and its committees in relation to proper use of funds & delivering high quality educational provision.
- To represent the views of the community (including but not limited to in discussions on budget issues that relate to community engagement and activity and make recommendations to the Head Teacher/Head of School).
- To support the Head Teacher/Head of School in recruitment and selection, grievance, disciplinary and exclusion processes where appropriate.

- To promptly implement and comply with any policies or procedures communicated to the LSC by the Board from time to time.

- To support the Trust's senior management staff deal with parental complaints pursuant to the Trust policy on parental complaints.

- To draw any significant recommendations and matters of concern to the attention of the Board.

A high-level summary of the key activities and functions to be undertaken throughout the year by the LSC is set out on the next page.

LSC High-level Summary of Activities

Key Activities	Typical Inputs
Understanding the Trust's vision & ethos • The Trust's [vision and ethos statement]	**Understanding the Trust's vision & ethos** • The Trust's vision & ethos audit
Understanding the community • Understanding what services currently exist & where the gaps are • Understanding local issues & needs • Understanding how the Academy relates to the wider learning community	**Understanding the community** • Community audit • Parent and student voice • PTA/Friends of the Trust etc.
Understanding the Academy • Student attainment & progress • Curriculum • Student behaviour, attendance & safety • Quality of teaching & learning • Continuing Professional Development	**Understanding the Academy** • KPI sheets • Performance data • National averages / floor standards • Ofsted reports • Academy Self-evaluation (SEF) • Academy visits
Working with the Head Teacher • Assist in setting priorities for Academy improvement • Positively challenge and proactively support the Head Teacher and leadership team	**Working with the Head Teacher** • Academy Development Plan • Local aspirations and community needs • Academy Self-evaluation (SEF) • Parent and student voice
Reviewing actions • Know the improvement targets and strategies • Know the allocation of resources • Know how to review progress • Know how Pupil Premium is used	**Reviewing actions** • Academy Development Plan • Budget data • Pupil Premium report
Undertaking specific responsibilities LSC Members are encouraged to be linked with key curriculum and/or other areas of interest/work, eg: Exclusions, Safeguarding LSC Members may also be involved with: Hearing complaints, Attending grievances & appeal hearings	**Undertaking specific responsibilities** LSC Members with link responsibilities are expected, in line with good practice, to be familiar with the policy relating to their area of work.

TERMS OF REFERENCE FOR LOCAL GOVERNING BOARDS

1. **POWERS OF THE TRUST BOARD OF TRUSTEES**
    1. The Trustees of the Trust Board shall establish the Local Governing Board as a committee of the Trust as set out in the Trust's Articles of Association
    2. The Trustees shall determine and approve the Local Governing Board Terms of Reference and shall review the Terms at the start of each academic year
    3. The Trustees shall determine and approve the delegation of powers, responsibilities and duties to the Local Governing Board and shall review this Scheme of Delegation at the start of each academic year.
    4. The Trustees shall have the right to intervene in the governance of a school where it has serious cause for concern, including:
        1. Standards of performance of pupils at the school are unacceptably low,
        2. Serious breakdown in the way the school is governed or managed,
        3. Safety of pupils or staff is threatened,
        4. Financial mismanagement or failure to operate within budget.
    5. The Trustees shall set out the Trust's vision, ethos, values and principles,
    6. The Trustees shall set out a list of statutory, mandatory or required policies including the determination of those that are Trust policies and those that are School policies.

2. **POWERS OF THE LOCAL GOVERNING BOARD**

Local Governors shall exercise the powers, responsibilities and duties delegated by the Trust Board as set out in the Terms of Reference and Scheme of Delegation, and in particular:

1. to carry forward the Trust's vision, ethos, values and principles in ways that are appropriate to the students, pupils, staff and community,
2. to develop and approve the school's vision, ethos, values and principles in ways that are appropriate to the Trust vision students and to the school pupils, staff and community,
3. to govern the school in line with the Scheme of Delegation, Terms of Reference, Governance Planning Calendar and other guidance set out by the Board of Trustees
4. to implement policies, plans and actions to comply with statutory regulations, the Trust's policies and procedures and the decisions of the Trustees,
5. to hold the school leadership to account for the academic performance, the quality of provision and the quality of care,
6. to review and propose the School Targets and Performance Review to the Trust Board via the Cluster Performance Committee, and monitor progress towards the approved targets ,
7. to review and recommend the school 3 year strategic plan to the Trust Board and monitor its continuing appropriateness,
8. to review and approve the school 1 year plan to achieve the approved School Performance Targets and monitor its implementation and effectiveness ,
9. to ensure that school resources, including staff, additional funding and grants, are deployed effectively to support school improvement;
10. to support the process to recruit and appoint the school Executive Principal or Headteacher in line with the Trust recruitment policy,
11. to support the Executive Principal or Headteacher's performance review in line with the Trust policy
12. Chair to be notified of the suspension and return of the Executive Principal or Headteacher
13. to ensure that school systems for stakeholder engagement are effective;
14. to review and recommend to the Trust Board any proposals to change the school age range, PAN or type and range of provision ,

15. to review the school statutory and non-statutory policies in accordance with the Trust policy schedule and to monitor the school's compliance ,
16. to convene a committee to hear the case for permanent and, where applicable, fixed term exclusions and
17. to review and recommend the school admission policy to the Trust Board in compliance with the Admissions Code any other relevant statutory or regulatory guidance
18. to ensure that systems are in place to ensure that the Local Governing Board works effectively inside and outside of meetings, and that it operates within its remit as set by the Trust Board.

3. COMPOSITION AND APPOINTMENT OF THE LOCAL GOVERNING BOARD

1. The composition of the Local Governing Board shall be as follows;

1. Up to Six (6) Trust Governors appointed by the Board, to include one senior member of staff from another school, such that the number of Trust Governors is at least equal to the total of parent and staff governors (including the School Headteacher),
2. Two (2) Parent Governors elected by the parents or carers of registered pupils at the School, (in the event of insufficient candidates for election the Trust Board may appoint a parent of a pupil registered at a school within the trust to these positions)
3. One (1) Staff Governor elected by the staff of the School,
4. The School Headteacher

2. The composition of a joint Local Governing Board shall be as follows:
    1. Up to Seven (7) Trust Governors appointed by the Cluster Performance Committee, such that the number of Trust Governors is at least equal to the total of parent and staff governors (including the School Headteachers),
    2. Two (2) Parent Governors, one elected by the parents or carers of registered pupils at each School, (in the event of insufficient candidates for election the Trust Board may appoint a parent of a pupil registered at a school within the trust to these positions)
    3. Two (2) Staff Governors, one elected by the staff at each School
    4. The Executive Principal

Heads of school to be invited to attend.

4. TERM OF OFFICE AND RESPONSIBILITIES OF GOVERNORS

1. The Term of Office for all Local Governing Board Members except the Headteacher is 4 years.
2. The Local Governing Board may remove any member for non-attendance following uncondoned absences over a period of 6 months from the date of the first meeting missed.
3. On appointment Local Governing Board Members are each required to familiarise themselves and to agree to comply with;
    1. Compass Eko Trust Scheme of Delegation
    2. Compass Eko Trust LGB Terms of Reference
    3. LGB Member Code of Conduct
    4. Current relevant legislation and guidance for Governors.

5. MEETINGS OF THE LOCAL GOVERNING BOARD

1. The Local Governing Board shall meet at least three times per year and at least once per term and in particular:

1. The Local Governing Board shall meet during the date periods as per the Trust Governance Planning Calendar,

2. The Governors will receive notice of each meeting seven (7) clear days before the date of the meeting,

3. The agenda, papers and minutes of Local Governing Board meetings will be sent to the Clerk to the Trustees when they are issued to Governors,
4. Minutes will be signed by the Local Governing Board Chair at the next meeting to verify that the minutes are a true record.

2. Quorum for a meeting of the Local Governing Board will be one half (1/2) of a number of Governors entitled to vote.

3. Each question to be decided at a meeting of the Local Governing Board shall be determined by a majority of votes of Governors present and eligible to vote on the question. In the event that there are equal votes on the question then the Chair shall have an additional casting vote.
4. The Local Governing Board may establish working parties as it deems appropriate and may determine its own operational arrangements for these meetings.

6. APPOINTMENT OF THE LOCAL GOVERNING BOARD CHAIR AND VICE CHAIR

1. The Local Governing Board shall elect the Chair and Vice Chair.

2. The Trust Board shall have the right to remove the Chair, specifically in circumstances outlined in item 1.4 of these Terms of Reference.

3. The term of office for Chair and Vice-Chair will be 1 year and they shall be elected at the first meeting of each school year, and, in particular;

1. The Chair and Vice Chair will be elected by a show of hands or, in the event of more than one candidate coming forward, by secret ballot, conducted by the Clerk to the Local Governing Board.
2. Governors will make nominations at the meeting. A Governor can nominate him/herself for office and does not need to be present.
3. Nominee(s) will be asked to leave the room whilst the secret ballot takes place and the Clerk will tally the vote.
4. If there are more than three nominees per office, the nominee polling the least votes shall be eliminated and a further vote taken. If there is a tie the Governors shall discuss the strengths of nominees and a further vote taken. This process will continue until a nominee polls a majority of votes.

7. APPOINTMENT OF A CLERK

1. The Trust Board shall appoint and remove a Clerk to the Governors.

8. GOVERNORS' EXPENSES

1. The Trust Board shall set out a policy for payment of exceptional expenses incurred by Governors, subject to prior application to and approval by the Chair of the Local Governing Board