



Community First Academy Trust

Governance and Accountability Handbook

Community First Academy Trust

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ADOPTED AT THE MEETING OF TRUSTEES

02nd April 2019

CHAIR OF BOARD: Mr J Pugh

Date of last review: March 2019

Planned of next planned review: March 2020

This is the trust-wide Scheme of Delegation adopted and reviewed by Trust Members and relates to all schools, academies and organisations that are partners within the Trust.

The policy is also available for review by visiting <http://www.cfat.org.uk/trust-information/statutory-information>

Specific Academy policies, e.g. curriculum policies will be found on the individual school websites.

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1 VISION AND VALUES

Community First Academy Trust consists of like-minded individuals and educational establishments who want the best for all pupils, staff, families and communities that we serve.

Delivering excellence is our overriding focus.

Our family of academies and staff – work together – to strategically deliver long term sustainability through efficiencies and savings that release resources to improve the rate of progress for all students. This will enable us to deliver the excellence in education that our communities deserve, through the sharing of best practice and the delivery of continuous and sustained improvement.

Community First Academy Trust believes strongly in sustained engagement and involvement with the local community in order to establish a wider responsibility of delivering academic excellence.

Our mission is to ensure that every pupil develops as a confident and competent person with the highest aspirations to be the best they possibly can be.

2 INTRODUCTION

This Framework sets out the way in which Community First Academy Trust is directed and controlled. It defines the distribution of rights and responsibilities amongst the different stakeholders and participants in the Trust. It determines the rules and procedures for making Trust decisions, including the processes through which the organisation's objectives are set, and provides the means of attaining those objectives and monitoring performance.

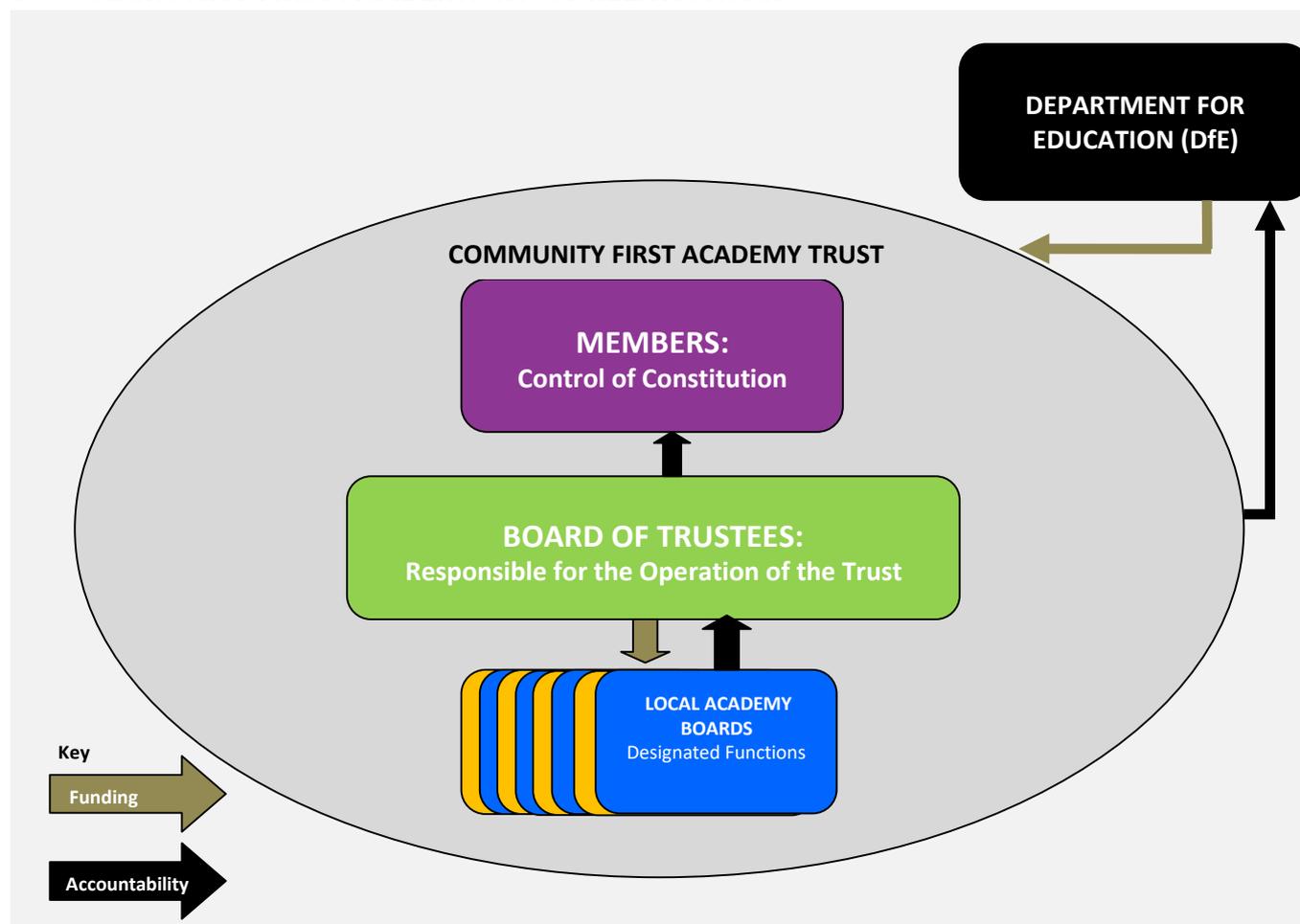
This Framework has been developed to be compliant with the Articles of the Trust. The Articles are approved by the Members of the Trust in consultation with the Department for Education and the Regional School Commissioner. Where greater definition is required, the Articles should be referred to. The guidance within this Handbook does not replace the supremacy of the Articles, or statutory guidance (for example the Education Funding Agency's Financial Handbook) with regard to the governance of the Trust.

3 PRINCIPLES

At all levels of the structure there are clear reporting lines and explicit requirements for ensuring probity, good governance and effective performance management. This includes clear lines of escalation. These are reflected within the Trust's Schemes of Delegation (Section 6); Standing Orders (Section 7) and Committee Terms of Reference (Section 9).

The Trust's Code of Conduct (Section 8) applies to all Members, Trustees and Governors. It reflects the high standards of conduct and levels of commitment we expect from those charged with responsibility for Trust organisations. All Members, Trustees and Governors are also required to complete annual Declarations of Business Interest and declare any pecuniary interests within meetings. These are drawn together into a composite Register of Interests.

4 COMMUNITY FIRST ACADEMY TRUST RELATIONSHIPS



5 ROLES

Members:

- Are the subscribers to the trust's memorandum of association
- May amend the articles of association subject to any restrictions in the articles, the funding agreement or charity law
- May, in certain circumstances, appoint new members or remove existing members
- Have powers to appoint and remove trustees in certain circumstances
- May, by special resolution, issue direction to the trustees to take a specific action
- Appoint the trust's auditors and receive the trust's audited annual accounts (subject to the Companies Act)
- Have power to change the name of the company and, ultimately, wind up the academy trust

Trustees will:

- Approve a Scheme of Delegation for the Trust.
- Develop and secure the overall strategy and vision, ensuring consistency within its delivery.
- Direct the growth and business development of the Trust.
- Add value to each academy through expertise and knowledge of drivers for improvement and facilitate opportunities for promoting good practice and collaboration.

- Ensure there is effective performance management of the Trust.
- Monitor the performance of each academy and hold Heads and Local Academy Boards to account.
- Approve the Annual Accounts and Annual Report of the Trust.
- Make Trustee appointments to Local Academy Boards.
- Approve budgets and be the overall employer for all academies.
- Ensure value for money and legal compliance across the Trust.
- Ensure contractual, legal, financial and academic accountability across the Trust.
- Maintain a Register of Business Interests and ensure probity in all its dealings.
- Ensure adherence to the policies of the Trust.
- Have responsibility as outlined within the Scheme of Delegation.

A Local Academy Board (LAB) will:

- Serve as the key link between the academy, parents/carers and the local community.
- Champion the work of the academy within the local community.
- Advise the Trust in the development of its Strategy.
- Advise the Head and Senior Leadership Team as they plan the development of the school and represent the views of the academy and local community within decision making.
- Provide challenging but positive and proactive support on education and operations to the Head.
- Maintain a Register of Business Interests and ensure probity in all its dealings.
- Ensure the delivery of Trust policies and procedures.
- Discharge responsibilities and duties as outlined within the Scheme of Delegation.
- Establish Lead Governors in the areas required to by the Trust.

The Kingsbridge Headteacher board (HTB) will:

- Serve as the key link between the schools, trainees and the Trust.
- Champion the work of Kingsbridge local and nationally
- Advise the Trust in the development of its strategy.
- Advise the Trust as they plan the development of Kingsbridge and represent the views of partnership schools within decision making.
- Provide challenging but positive and proactive support on teacher training.
- Maintain a Register of Business Interests and ensure probity in all its dealings.
- Ensure the delivery of Trust/Kingsbridge policy and procedures
- Discharge responsibilities and duties as outlined.

6 RESPONSIBILITIES: SCHEME OF DELEGATION

This Scheme of Delegation identifies the key decision-making authorities for academies/school within the Trust. It determines the functions undertaken by the Board of Trustees and those which have been delegated to the Central School Improvement Team, Local Academy Boards, Headteacher Board and Heads. The Scheme of Delegation applies to all academies and Kingsbridge SCITT. This delegation is based upon the quality of governance and management and an academy's performance being at an acceptable level. Where this performance is judged to be insufficient, then the Board of Trustees will revoke powers from academies and their Local Academy Boards.

The Board of Trustees is able to delegate identified functions to a committee as required. Where decisions have been delegated, they must be reported back to the Board of Trustees at the next meeting.

Where there is a specific need for an academy decision to be taken, and a time imperative precludes awaiting the next Trustee meeting, action may be agreed with the Board of Trustees' Chair. This must be reported to the Board of Trustees at the next meeting.

It is essential that an academy Head has sufficient powers to manage effectively on a day-to-day basis.

The Board of Trustees delegates general responsibility to manage financial commitments and expenditure in accordance with the approved budget plan and financial regulations.

Where there is a shared responsibility for decision making between the Trust and its organisations, the Trust has the ultimate responsibility.

This framework uses the following letters to denote roles with regard to key functions:

R denotes responsibility

C denotes a consultative role prior to sign off

O denotes an overview role to ensure an academy function is undertaken in line with policy or procedure

A denotes an advisory role

Function or Task	CFAT			Academy/School	
	Board of Trustees	Committee	Central Team	Local Academy Board	Head
Academy Improvement					
Approving Trust Academy Improvement Framework	R		C		
Implementing the Trust Academy Improvement Framework	R		C		
Curriculum					
Approving framework for Academy curriculum policy			O	R	A
Developing curriculum policy and plan			O	R	A
Implementing curriculum policy			O	O	R
Maintaining standards of teaching	O		O	O	R
Providing sex education within curriculum policy			O	O	R
Monitoring, reviewing and evaluating spiritual, moral, social, cultural (SMSC), Community Cohesion and anti-extremism programmes			O	R	A

Function or Task	CFAT			Academy/School	
	Board of Trustees	Committee	Central Team	Local Academy Board	Head
Setting policy for discharging duties in respect of pupils with special needs			R	A	A
Implementing policy for discharging duties for pupils with special needs			O		R
Religious Education/Collective Worship					
Approving religious education and collective worship policies, primarily the Wigan SACRE programme			O	R	
Ensuring provision of religious education in line with policy			O	R	
Making arrangements for collective worship in line with policy				O	R
Target Setting					
Setting targets for pupil achievement	O		O	O	R
Monitoring progress against the achievement of these targets	O		O	O	R
Monitoring, by exception, failure to meet key targets, ensuring management actions are in place to address	O		O	O	R
Discipline/Exclusions					
Approving a Discipline Policy in line with statutory requirements	R		C		
Implementing the Disciplinary Policy, including ensuring correct responsibilities for determining exclusions	O		O	R	
Safeguarding					
Approving Safeguarding Policy	R		O	O	
Monitoring Safeguarding issues within an academy			O	O	R
Ensuring effective Safeguarding procedures	R		O	O	O
Academy/School Organisation					
Setting the policy for the times of academy sessions and academy term dates	R		C		

Setting the times of academy sessions and academy term dates in line with policy	R		C		
Ensuring that academy/school lunch nutritional standards are met			O		R
Strategy					
Preparing academy/school plan – setting timescales, targets and milestones, and identifying areas of responsibility	O		O		R
Approving academy plan	O		O	R	
Amending academy plan			O	R	
Monitoring, reviewing and evaluating progress of the academy plan	O		O	R	

Function or Task	CFAT			Academy/School	
	Board of Trustees	Committee	Central Team	Local Academy Board	Head
Preparing the Self-Evaluation Form (SEF)			O	R	A
Holding the Head to account for the day-to-day running of the academy: standards, behaviour etc.	O		O	R	
Delivering the academy plan within the academy and running the academy			O	O	R
Approving Significant Changes as defined by DfE guidance	R		O		
Governance					
Monitoring and evaluating the academy's conduct against the mission, vision and values of the Trust	R				
Approving Scheme of Delegation	R		A	A	A
Approving policies and Standard Operating Procedures	R		A		
Implementing policies and Standard Operating Procedures	R		A		
Approving a risk management framework and Risk Policy	R		A		
Developing a risk register in accordance with the Trust's risk management framework	O	O	R	O	
Approving a business continuity plan framework	R		C		

Developing a business continuity plan in accordance with the Trust's framework	O		R		
Reviewing and monitoring the annual statement of assurance	R		C		
Appointing and removing the Trust-appointed members of the Local Academy Board	R		C		
Managing the elections for the appointment of Parent and Staff members of the Local Academy Board				R	C
Appointing and removing the Chair of the Local Academy Board	R		C		
Appointing and removing the Vice-Chair of the Local Academy Board			A	R	
Appointing the Trust Secretary	R		C		
Setting the model agenda and frequency of meetings of the Local Academy Board	R		O		C
Adapting the model agenda for Local Academy Board meetings			O	R	
Conducting meetings of the Local Academy Board in accordance with Trust framework	O		C	R	
Maintaining a Register of Business Interests for the Trust	O		R Clerk		

Function or Task	CFAT			Academy/School	
	Board of Trustees	Committee	Central Team	Local Academy Board	Head
Maintaining a Register of Business Interests for the Local Academy Board	O		R Clerk		
Appointing External Auditors	R Members	A	A		
Monitoring the reports of the External Auditor and ensuring implementation of actions	R	O	C		
Monitoring Ofsted reports and ensuring implementation	R		C	O	O
Ensuring arrangements for the discharge of responsibilities with regard to Internal Control – Monitoring the work of the Responsible Officer	R	O	A		
Monitoring the reports of Internal Auditors and ensuring implementation of actions	R	O	C		

Finance					
Approving Financial Allocation to academies	R		C		
Function or Task	CFAT			Academy/School	
	Board of Trustees	Committee	Central Team	Local Academy Board	Head
Approving the academy budget for each financial year	R	O	C		
Approving the Trust's Finance policy and procedures	R	O	C		
Monitoring Academy / School monthly income and expenditure			O	R	A
Monitoring termly income and expenditure			O	R	A
Approving the Trust's Charging and Remissions policy	R	O	C		
Agreeing local charges in accordance with the Trust's Charging and Remissions policy			O	R	
Preparation of Trust Financial Statements in accordance with the accounting framework	O	O	R		
Approving Trust Financial Statements	R	O	A		
Approving the intended use of surplus academy balances	R	O	A		
Staffing					
Approving Trust Staff Structure Framework	R		C		
Recruiting to the Trust Staff Structure	O		R		
Approving academy Staff Structure Framework	R	O	A	A	A
Recruiting to the academy Staff Structure			A	R	C
Appointing and agreeing pay of Chief Executive	R	O	A		
Appointing and agreeing pay of Head	R		A		
Appointing and agreeing pay of Deputy-Head	R	O	A		
Approving pay policy outside of national terms and conditions	R	O	C		
Exercising pay discretions within policy		O	A	O	R
Agreeing redundancies	R	O	A		

Function or Task	CFAT			Academy/School	
	Board of Trustees	Committee	Central Team	Local Academy Board	Head
Dismissing Head	R		C	A	
Dismissing Deputy-Head	R		C	A	
Dismissing other staff			A	R	A
Suspending/reinstating Head	R		A	A	
Suspending/reinstating Deputy-Head	R		A	A	
Suspending/reinstating other staff			A	R	A
Agreeing termination payments for the Head	R	O	A		
Agreeing termination payments for other staff within the Trust framework	R	O	A		
Performance Management					
Approving a performance management policy	R		C		
Implementing the performance management policy	O		A	R	
Performance management of the Chief Executive	R	O	A		
Performance management of the Head	O		R CEO	O	
Performance management of the Senior Leadership Team and other staff			A	O	R
Premises					
Procuring buildings	R		C		
Approving the Capital Buildings Strategy/Asset Management Plan	R	O	C		
Delivering an approved Capital Buildings Strategy/Asset Management Plan			O	R	
Delivering a routine maintenance plan in line with Trust guidelines			O	R	O
Putting in place full insurance cover	O		R		
Health and Safety					
Approving a Health and Safety Framework	R		A		

Implementing the Health and Safety Framework in the academy			O	R	
Ensuring Health and Safety regulations are followed			O	O	R
ICT					
Approving an ICT Strategy	R	O	O		
Developing an approved provider and product framework for ICT purchasing			R		
Delivering an ICT programme in line with the Trust's framework				O	R
Central Support Services					
Organising the Central Team to deliver an academy Core Service for all academies	R	O	A		
Overseeing services provided by the Central Team	R	O	A		
Function or Task	CFAT			Academy/School	
	Board of Trustees	Committee	Central Team	Local Academy Board	Head
Admissions					
Approving for statutory consultation Admission policies for Trust academies	R		A		
Determining Admission policies for Trust academies	R		A		
Dealing with Local Authorities on policy issues and Academy Adjudicator/ESFA on admission related issues	O	O	R		
Implementing admission arrangements in accordance with Trust policy and LA coordinated schemes			O	R	A
Securing an independent admission appeals panel	O		R		
Communication					
Preparing and publishing Trust website	O	O	R		
Preparing and publishing the academy prospectus/website			C	O	R
Developing the Trust home-school agreement	R		O		
Implementing home-academy agreements			O	O	R
Developing partnerships with stakeholders for the benefit of the Trust	O		R		

Developing partnerships with stakeholders for the benefit of the academy			C	O	R
Implementing public relations activities for the Trust	O		R		
Implementing public relations activities for the academies			O	O	R
Developing brand guidelines for the Trust and its academies	A		R		
Implementing Trust brand guidelines	O		R		
Extended School/Academy					
Determining the Extended Services Framework	R		C		
Delivering the additional services			O	R	
Ceasing to provide extended academy provision	R		C		
Ensuring provision of free school meals to those pupils meeting the criteria			O	R	

SCITT Head Teacher Board Delegation

Function or Task	CFAT		SCITT	
	Board of Trustees	Central Team	Headteacher Board (HTB)	SCITT Director
SCITT Programme				
Implementing training content		O	O	R
Maintaining standards of training		O	O	R
Responsibility for trainee's training		O	A	R
Target Setting				
Setting targets for trainee achievement		C	C	R
Monitoring progress against the achievement of these targets		O	C	R
Monitoring failure to meet key targets, ensuring management actions are in place to address	O	C	C	R
Discipline				
Implementing the Disciplinary / At Risk of Failure Policy	O	A	C	R
Safeguarding				
Monitoring safeguarding issues within Kingsbridge	O	A	C	R
SCITT Organisation / Strategy				
Setting the times of training sessions		A	C	R
Preparing the Kingsbridge Improvement Plan		C	C	R
Approving the Kingsbridge Improvement Plan	R		C	C
Amending the Kingsbridge Improvement Plan	R		C	C
Monitoring, reviewing and evaluating progress of Kingsbridge Improvement Plan	O		O	R

Preparing the SED	O		C	R
Delivering the Kingsbridge Improvement Plan	O		C	R
Governance				
Implementing policies and standard operating procedures		C	O	R
Maintain a risk register in accordance with the Trust's risk management framework	O	R	O	A
Developing a business continuity plan in accordance with the Trust's framework	O	R	O	A
Setting the model agenda and frequency of meetings of the Headteacher Board		R	C	C
Adapting the model agenda for Headteacher Board meetings		O	C	R
Conducting meetings of the Headteacher Board in accordance with the Trust framework		O	R	
Monitoring the reports of the External Auditor and ensuring implementation of actions	R	O	O	A
Monitoring Ofsted reports and ensuring implementation	R	O	O	A
Monitoring the reports of internal auditors and ensuring implementation of actions	R	O	O	A
Finance				
Monitoring termly income and expenditure		O	R	
Approving the intended use of surplus balances	R		A	A
Staffing				
Approving Kingsbridge staff structure framework		R	C	C
Recruiting to the Kingsbridge staff structure		R	C	C
Communication				
Preparing and publishing the Kingsbridge prospectus/website		A	O	R

Developing partnerships with stakeholders for the benefit of Kingsbridge			A	R
Implementing public relations activities for Kingsbridge		R	O	A
Implementing Kingsbridge brand guidelines		R	O	A
Determining extended Kingsbridge work	R	A	C	C
Delivering extended Kingsbridge work		A	O	R
Ceasing to provide extended Kingsbridge work	R	A	C	C

7 STANDING ORDERS

7.1 Introduction

The Trust's Standing Orders cover the principal areas of law and good practice and are intended to guide Members, Trustees and Governors in determining the conduct of their activities on behalf of the Trust.

7.2 The seven principles of public life

This is an interpretation of Lord Nolan's seven principles, adapted for academies. As a public body responsible for the well-being of the Trust and its academies, the Members, Trustees and Governors accept the following principles as individuals and corporately.

Principle 1: Selflessness and Sincerity

Decisions are taken solely in the interest of the Trust and its academies and their continued development and improvement.

Principle 2: Integrity

Members, Trustees and Governors do not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their duties.

Principle 3: Objectivity

In making appointments, awarding contracts or recommending staff for rewards and benefits, decisions are taken on merit.

Principle 4: Accountability

The Trust and its academies are accountable for their decisions to the public and, in particular, to the parents of our pupils. The Trust and its academies accept they must and will submit themselves to appropriate scrutiny, including through inspection, financial audit and annual academy profiles.

Principle 5: Openness

Whenever possible and practicable, we are open with our actions and decisions and the reasons underpinning them.

Principle 6: Honesty

Individual Members, Trustees and Governors accept that each has a duty to declare any private interests relating to their duties, and to resolve any conflict in a way that protects the public interest.

Principle 7: Leadership

The Trust and its academies promote and support these principles by leadership and example.

7.3 The composition of the Members

The Trust Articles detail the full requirements with regard to the composition, appointments and termination of its Members (Articles 12 to 18).

The Trust shall have no less than 3 Members and shall comprise of:

- a. The signatories to the Memorandum;
- b. The Chair of the Trustees; and
- c. Additional Members agreed to by existing Members by Special Resolution.

7.4 The composition of the Board of Trustees

The Trust Articles detail the full requirements with regard to the composition and appointments of its Trustees (Articles 45 to 63).

The Trust shall have no less than 3 Trustees and shall comprise of:

- a. Up to 7 Trustees appointed by Members;
- b. The Trust Chief Executive shall be an academy Trustee;
- c. Up to 3 representatives from the Academies appointed by Members; and
- d. The Trustees may co-opt Trustees.

The majority of Trustees will be appointed by Members.

This will be reviewed following any change(s) made to the Trust Articles.

7.5 The composition of the Local Academy Board

Each academy will have a Local Academy Board that has been nominated as having responsibility for the academy.

Each Local Academy Board shall have 5 to 8 Governors.

The Trust shall appoint between 2 and 4 Governors including the Chair.

In addition to this, it will include two Parent Governors (elected by the parents) and three staff Governors (an academy Headteacher/Head of School, plus 2 others elected by the staff one Teacher and one Support colleague rep). Where an academy Head is absent from an academy for a prolonged period and an Acting Head will generally be appointed, the Acting Head is then able to vote.

Each Local Academy Board is required to appoint leads in: -

- Finance
- Safeguarding
- Vulnerable Groups (including SEN, Pupil Premium and Looked after Children)

Additionally, leads may also be appointed in: -

- Estates, Facilities Management and Health and Safety (includes ICT)
- Teaching, Learning and Outcomes
- Personal Development, Behaviour and Welfare (includes SMSC and attendance)

Grounds for disqualification as an academy Governor are detailed within Schedule B of Appendix Two.

7.6 The appointment of Trustees

The Trust Clerk should ensure that the Board of Trustees is aware of forthcoming vacancies at least three months before those vacancies are due.

The Board will undertake a search in accordance with its Terms of Reference.

Trustees are appointed for a term of 4 years, subject to one year's probation, but may be re-appointed. The time limit shall not apply to the Chief Executive Trustee who holds the position whilst in post.

7.7 The appointment of Governors to a Local Academy Board

The Clerk to the Local Academy Board should ensure that the Trust Clerk is aware of forthcoming Trust appointed vacancies at least three months before those vacancies are due.

The Board will undertake the search and appointment in accordance with its Terms of Reference.

Parent and Staff Governors will be elected by the parents and staff respectively. The elections will be managed by the academy according to the common process developed by the Trust. This is detailed in Appendix Two. This ensures an open, consistent, effective and fair process.

All appointments are to be for a term of 4 years, subject to one year's probation, but Governors may subsequently be re-appointed. The time limit shall not apply to the Head who holds the position whilst in post.

7.8 The induction of new Members, Trustees and Governors

The Trust Secretary and the Clerk will ensure Members, Trustees and Governors are provided with support to enable them to effectively discharge their role. This will include - information about their role, information about the academy(s), support from paid staff as appropriate and entitlement to expenses. All Members, Trustees and Governors will be required to sign and adhere to the Code of Conduct (Section 8), and undertake identified training.

7.9 The duties of the Secretary/Clerk

The Clerk shall be appointed by the Trust. The Clerk may not be a Trustee.

The Trust Clerk will manage the role of Clerk for the Local Academy Board and may not be a Staff Governor.

The Clerk shall:

- Convene meetings;
- Attend meetings and produce minutes (the taking of minutes may be delegated, but the Clerk remains responsible for ensuring that they are an accurate and professionally presented record);
- Maintain a register of members;
- Maintain a register of attendance at meetings and report on non-attendance;
- Give and receive notices concerning appointments, resignation and disqualification;
- Ensure that governance information that is required to be published on their website fulfils statutory and Trust requirements; and
- Perform such other functions suitable to the post as may be determined to effectively discharge governance responsibilities.

7.10 The appointment of Member and Board of Trustees Chair and Vice Chair

The procedure for the appointment of Chair and Vice Chair holds that:

- The Member and Trustee Chair and Vice Chair shall be appointed for an academic year.
- Members and Trustees may nominate themselves for office.
- Nominations will be sent in advance to the Trust Clerk. If no nominations are received in advance, nominations may be accepted during the meeting at which the election will take place.
- If there is only one nominee for each position, that person will automatically be elected, unless a ballot is held to ensure the majority supports the nomination.
- Votes will be indicated by a secret ballot.
- Candidates may vote for themselves.
- Absent Members / Trustees are allowed a proxy or postal vote.

Other considerations:

- The agenda for the meeting at which the Chair and Vice Chair elections will take place should list the election as the first item and give details of any nominations received in advance.
- The Trust Clerk will chair the part of the meeting that deals with the election of the Chair.
- Once the Chair is elected, they will conduct the election of the Vice Chair, using the same procedures adopted for the election of the Chair.

7.11 The appointment of Local Academy Board Chair and Vice Chair

The Trustees will appoint the Local Academy Board Chair.

The Local Academy Board will appoint the Local Academy Board Vice-Chair, through a process that mirrors that for Members and Trustees, as detailed in section 7.10.

7.12 Allowances

Governor Allowances are payable in line with the Trust's Expenses Policy.

7.13 Business interests

A Register of Member, Trustee and Governor business and pecuniary interests will be maintained.

- New Members, Trustees and Governors will be asked on appointment to complete a form detailing business interests.
- Existing Members, Trustees and Governors will be reminded at least annually to update and sign the form, even if there is no change in their circumstances, to show that the information is current.
- Individual Members, Trustees and Governors whose circumstances change in respect of business interest should take the initiative in completing a new form as these changes occur, without waiting for the annual review.
- Pecuniary Interests shall be declared as and when they occur with regard to items under discussion and decisions for consideration. These should be recorded within the Register.

Registers detailing the interests of individual Members/Trustees/Governors are placed upon the Trust/academy website. The website will not include the interests of family members, although these are declared within the full Register.

The Trust is required to have a completed statement to confirm that all supplies made by Members/Trustees/Governors are made 'at cost' with no element of profit and that this may be subject to verification.

7.14 Meetings

The Members will agree the annual number of its meetings and shall nominate one of its meetings as an Annual General Meeting (AGM) each year, and shall specify the meeting as such in the notices calling it.

Not more than fifteen months shall elapse between the date of one Annual General Meeting and the next. This meeting shall receive the Annual Accounts and Annual Report of the Trust. Note: The Annual Accounts are approved and signed by the Board of Trustees.

The Board of Trustees and Local Academy Board shall each meet at least three times per academic year. They will agree amongst themselves the annual number of meetings and how many times they will meet in each term.

There will be 7 days' written notice of a meeting provided with a copy of the agenda. Reports or other papers shall be provided at least seven days in advance of the meeting, except in cases of emergency where the Chair considers a meeting is needed to decide on a matter requiring urgent consideration, when this period may be shortened.

Any three Members/Trustees/Governors may request a meeting by giving written notice to the Clerk that includes a summary of the business to be transacted. The Clerk must convene the meetings as quickly as is reasonably practicable.

All Members/Trustees/Governors must make every effort to attend and contribute to all meetings of the Members/Board of Trustees/Local Academy Board.

At the last meeting in the Summer term, the Members/Trustees/Local Academy Board must agree the times and dates for meetings in the next academic year.

The days and times of meetings are reviewed annually and take into account suitability, reasonableness and convenience for work-life balance.

7.15 Quorum and voting

The quorum for a meeting and for any vote on any matter shall be:

Members: any 2 Members

Trustees and Governors: any 3 Trustees/Governors, or where greater any one third (rounded up to a whole number) of the total number of Trustees/Governors at the date of the meeting who are entitled to vote.

The number of attendees and the required quorum for all meetings shall be stated upon the minutes for the meeting.

Every question, except those regarding the removal of a Trustee or removal of the Chair of Trustees, shall be determined by a majority of the voters present and voting on the question. Article 119 details the requirements for removal of a Trustee or removal of the Chair of Trustees.

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

It should be noted that:

- Normally decisions will be agreed by the Chair seeking a consensus view at the end of a discussion.
- Where the Chair or another Member/Trustee/Governor considers it appropriate to take a vote, the Chair shall determine whether this will be by a show of hands.
- All resolutions put to a vote require a proposer and seconder.
- Proxy votes may be submitted by absent members within the procedure established by the Trust at Appendix Three.

Information on how individuals voted is confidential to the meeting, although individuals may request that their votes be recorded.

7.16 Drawing up agendas

The Members' Meeting and Board of Trustees' agenda will be considered at a meeting between the Chair, the Trust Chief Executive and the Central Team.

The Local Academy Board agenda will be considered at a meeting between the Chair, the Head and the Central Team. This will be based upon a Trust produced Standard Agenda.

The agenda meeting will be held at least three weeks before the meeting. Priorities will be discussed and the agenda agreed.

Members/Trustees/Governors may request items be placed on the agenda by contacting the Clerk or the Chair. These requests will be considered at the agenda setting meeting.

The Chair makes the final decision on agenda items, placing priority items near the top of the list and taking into account the views and advice of the Chief Executive/Head/The Central Team and Clerk. The Chair should not use this power to forbid discussion on matters put forward by others.

The agenda at every meeting of the Local Academy Board will be based upon a model agenda provided by the Trust Central Team. This will include an item or items concerned with academy improvement, safeguarding, finance and audit which will be supported by a written report by the Head, or their staff nominee.

Each agenda item will include a brief description to help Members/Trustees/Governors to prepare properly for the meeting. Any papers required will be identified.

The agenda and any supporting papers (and, if not previously distributed, the draft minutes of the last full meeting of the Members/Board of Trustees/Local Academy Board) and the minutes of Committee meetings which have not previously been distributed, will be sent to all Members/Trustees/Governors to arrive at least seven days before the meeting in question.

The same processes are used in drawing up Committee agendas.

7.17 Minutes

The Clerk will ensure that minutes of the proceedings of a meeting are drawn up and signed by the Chair at the next meeting, subject to the approval of the meeting that they are a correct record.

Only Members/Trustees/Governors who have received minutes may vote on whether the minutes may be accepted.

The Trust/academy shall, as soon as reasonably practicable, make available for inspection by any interested person a copy of:

- The agenda for every meeting
- The signed minutes of every such meeting
- Any reports or papers considered at any such meeting

The Board of Trustees/Local Academy Board can exclude any material relating to:

- A named person who works, or it is proposed should work, at an academy
- A named pupil at, or candidate for admission to, an academy, or
- any other matter that, by reason of its nature, the Board of Trustees/Local Academy Board is satisfied should remain confidential, having in mind the requirements of data protection and freedom of information legislation.

The minutes shall be kept by the Clerk as a permanent record, in paper copy and electronically.

Draft minutes must be quality assured by the Trust within two weeks of the meeting. The Clerk will send these quality assured draft minutes to all members of the meeting as soon as they are available.

Upon approval at the next relevant meeting, the Chair will initial and date each page.

Approved Local Academy Board Minutes are to be sent to the Trust, as soon as they are formally approved.

7.18 Attendance and apologies for absence

The Trust expects all Members/Trustees/Governors to make every effort to attend meetings at which they are representatives.

The Head will be asked to withdraw from Local Academy Board meetings during discussion and decisions on their pay or in any other matter where a conflict of interest could arise. If the Head cannot be present at a full Local Academy Board meeting, the deputy or other nominated member of staff may be invited to attend.

The Secretary/Clerk will record the names of all those present at the meeting, including his or her own name and the names of any visitors and observers.

The minutes will record the late arrival or early departure of Members/Trustees/Governors.

A Member/Trustee/Governor who is not able to attend a meeting should give apologies, explaining the absence. The Members/Trustees/Local Academy Board will decide at the meeting whether or not to accept the apologies and record its decision in the minutes of the meeting, following a vote if necessary. Where apologies have not been accepted, the Secretary/Clerk will inform the absent Member/Trustee/Governor. Where a Member/Trustee/Governor fails to attend a meeting and does not give apologies beforehand, the absence will be noted in the minutes.

Members/Trustees/Governors will be disqualified from serving if they miss meetings for six months consecutively, starting from the first meeting missed.

- Where a Member/Trustee/Governor is consistently missing meetings, the Chair will arrange to meet the person to discuss any difficulties and provide support.
- Any Member/Trustee/Governor who fails to attend a meeting for six months from the first meeting missed will be automatically disqualified, unless the Members/Board of Trustees/Local Academy Board has accepted apologies. In this case, the six-month period will start again

from the first subsequent meeting at which apologies are not sent or are not accepted. The Secretary/Clerk will inform the Member/Trustee/Governor of the disqualification rule before the end of the six-month period.

7.19 Correspondence

The full meeting may from time to time determine who should write letters, policy papers or discussion documents and other materials on its behalf. No Member/Trustee/Governor should write such a letter or policy paper or make a public statement without the authority of the Members/Board of Trustees /Local Academy Board.

7.20 Confidentiality

Although the agendas, reports and minutes of Members/Board of Trustees/Local Academy Board and Committee meetings are public documents, the discussions within the meeting are confidential. All must respect the general confidentiality of the detailed discussions that take place in meetings.

The Members/Board of Trustees/Local Academy Board may keep certain parts of its business proceedings confidential and omit details from the public minutes. A matter is confidential if so declared by the Chair at a meeting, with the agreement of members present, and having regard to the requirements of freedom of information legislation. Generally, this is done to protect the identity of persons under discussion, including a parent, pupil, member of staff or Member/Trustee/Governor.

The Members/Board of Trustees/Local Academy Board will determine the circulation of confidential minutes arising from its meetings. Confidential minutes will be available to all persons present at the meeting at which the confidential matter was discussed and, at the discretion of the Members/Board of Trustees/Local Academy Board, to other Governors who need to have this information in order to form judgements and make decisions. Confidential minutes will not be available for circulation to parents or members of the public except where disclosure is required under freedom of information legislation.

The minutes of confidential items will be printed on coloured paper for ease of identification. The Secretary/Clerk will ensure they are kept in a secure place.

A confidential matter is not to be discussed by any Member/Trustee/Governor outside the meeting, including with fellow Members/Trustees/Governors. Individual Governors will be asked to account for any breaches in confidentiality and the Members/ Board of Trustees/Local Academy Board may vote to suspend or remove those who have breached confidentiality.

7.21 Rights of persons to attend meetings

In addition to Members/Trustees/Governors, those who will attend a Members/Board of Trustees/Local Academy Board meeting are:

- The Secretary/Clerk
- Anyone else by invitation of the Members/Board of Trustees/Local Academy Board.

Trust Central Team staff may be required to attend the Board of Trustees' meetings. Heads and Chairs of Local Academy Boards may also attend the Board of Trustees' meetings for accountability purposes.

Academy-based staff may be invited to attend Trust Committee meetings to ensure the proper consideration of matters under discussion.

Academy Senior Leadership Teams are required to attend their Local Academy Board's meetings.

Attendees are not entitled to speak at meetings unless invited to do so by the Chair, and they may not vote. The Members/Board of Trustees/Local Academy Board may ask attendees to leave a meeting at any time.

7.22 Conflicts of interest

Where there is a conflict between the interests of any person and the interests of the Members/Board of Trustees/Local Academy Board, that person should withdraw from any relevant meeting and should not vote. In a situation where the principles of natural justice require a fair hearing, and there is any reasonable doubt as to a person's ability to act impartially, he or she should also withdraw from the meeting and not vote.

If there is any dispute as to whether or not a person must withdraw from a meeting, the other Members/Trustees/Governors present at the meeting must decide on this.

Examples of cases where a fair hearing must be given include decisions relating to staff or pupil discipline or admission of pupils. The restrictions on persons taking part in proceedings do not stop the Members/Board of Trustees/Local Academy Board or Committee from allowing someone who can offer relevant evidence to a case in question from giving that evidence.

7.23 Action following meetings and urgent actions

The Members/Board of Trustees/Local Academy Board will authorise the Chair or Secretary/Clerk to ensure that action agreed at meetings is followed up by the named person within the agreed timescale.

The Chair and Secretary/Clerk will monitor progress of actions when planning the next full meeting of the Board of Trustees/Local Academy Board.

Where urgent action is needed, the Chair (or Vice Chair where the Chair is unable to exercise this responsibility) has the power to exercise any function of the Members/Board of Trustees/Local Academy Board where delay would be likely to be seriously detrimental to the interests of the Trust/academy, or to any pupil, parent or staff member. In this context, 'delay' means delay for a period longer than the earliest date on which it would be reasonably practicable for a meeting to be held of the Members/Board of Trustees/Local Academy Board, or of a Committee to which the function in question has been delegated.

The Chair will use these powers only when absolutely unavoidable and will report any urgent action taken at the next full meeting of the Board of Trustees/Local Academy Board, usually in writing as part of a Chair's report to Governors.

7.24 Extraordinary meetings

Any three members of the Members/Board of Trustees /Local Academy Board may requisition a meeting by giving written notice to the Secretary/Clerk that summarises the business to be conducted. The Secretary/Clerk must convene a meeting as soon as is practicable. At least seven days before the meeting, the Secretary/Clerk must give each Member/Trustee/Governor written notice of the meeting, a copy of the agenda and any papers to be considered. If the Chair considers there are matters that demand urgent consideration, they can determine a shorter period of notice, but that period must be at least seven days if matters to be discussed include the removal of the Chair, the suspension of any Member/Trustee/Governor, or a Significant Change as defined by the Department for Education.

As a matter of courtesy, the Chair should be informed when any three Members/Trustees/Governors plan to request an extraordinary meeting. Members/Trustees/Governors considering requesting an extraordinary meeting will be expected to have given consideration to the implications for Member/Trustee/Governor time and to have weighed up other options, such as an agenda item at the next full meeting of the Members/Board of Trustees/Local Academy Board.

7.25 Committees

The Board of Trustees is able to delegate decision-making powers to its committees in line with the Trust Scheme of Delegation (Section 6). Committees operate in a broadly similar manner to the Board of Trustees: they must have a Chair; they may have a Vice Chair; there has to be a Clerk; meetings must include an agenda and papers that are distributed with due notice; minutes must be approved and published, unless confidential.

- The Board of Trustees must determine membership and proceedings of any Committee it decides to establish;

- The Board of Trustees must review annually the establishment, terms of reference, constitution and membership of any Committee;
- The membership of any Committee may include co-opted members, provided that they do not form the majority on the Committee;
- Where co-opted members to a Trust Committee are Governors from a Local Academy Board, they shall exercise this Trust role in the interests of the Trust as whole and should pay specific attention to avoiding any conflicts of interest (section 7.22);
- The quorum for a meeting of a Committee is two Trustees who are members of the Committee;
- Each Committee must have a Chair, who is either appointed by the Board of Trustees or elected by the Committee, as determined by the Board of Trustees;
- The Chair must be a Trustee and not a co-opted member;
- The Board of Trustees may remove the Chair of a Committee at any time; and
- No vote shall be taken at a Committee meeting unless the majority of members of the Committee present are Trustees.

7.26 Task and Finish Working Groups

Working Groups exist to consider short-term projects and initiatives. They are established, and their membership set, by the Board of Trustees/Local Academy Board. Working Groups do not have delegated powers and can make no decisions on behalf of the Board of Trustees/Local Academy Board, to whom they must report regularly.

7.27 Member/Trustee/Governor visits to academies

Visits are an opportunity to collect information on the impact of policies and plans, to meet staff and to understand better how an academy operates. While there may be an element of monitoring in a visit, Members/Trustees/Governors must not monitor the quality of teaching. This is the Head's responsibility. Visits will usually focus on any special responsibilities held by Members/Trustees/Governors or priorities in the Annual Operating Statement.

The Trust requires clear protocols for the scope of the visit to be agreed between the Member/Trustee/Governor and the Head. These should cover preparation for the visit, the visit itself and post-visit action.

Every Governor should visit their academy at least once a year, and the Local Academy Board may agree an upper limit on the number of visits per Governor to avoid infringing on the time and other commitments of teaching staff. The timing and date of visits should be agreed well in advance with the Head.

Feedback on each visit should be presented to the Members/Board of Trustees/Local Academy Board, with the visited Head/teacher being invited to contribute.

A record of Member/Trustee/Governor visits should be kept by the Secretary/Clerk, including the dates and purposes of visits and the teachers and classes visited. A template for this can be found in Appendix Four.

7.28 Complaints from parents and carers

Complaints by parents about the running of the academy will be dealt with in accordance with the Trust's Complaints Policy.

In no circumstance should any Member/Trustee/Governor attempt to become involved in the resolution of a parent's/carer's complaint outside the formal process, except by advising how the process works.

7.29 Resignation from office

A Member/Trustee/Governor shall cease to hold office if they resign by notice to the Secretary/Clerk.

7.30 Suspension and removal from office

A Member/Trustee/Governor may be suspended for a fixed period of up to six months.

The grounds for suspension are if the Member/Trustee/Governor:

1. becomes ineligible to serve as Member/Trustee/Governor within the grounds for disqualification, as detailed within Schedule B of Appendix Two
2. works at the academy and is subject to disciplinary proceedings (Members cannot be employees)
3. is subject to court or tribunal proceedings, the outcome of which could mean that they will be disqualified from holding office as a Member/Trustee/Governor
4. has acted in a way that is inconsistent with the Code of Conduct and has brought, or could bring, the Trust, academy or its governance into disrepute, or
5. is in breach of the duty of confidentiality to the academy, the staff or the pupils.

Ground 1 will result in automatic suspension. A vote to suspend a Member/Trustee/Governor must be taken on grounds 2 to 5. The Trust Central Team must be informed when any grounds for suspension are identified.

Any motion to suspend must be specified as an agenda item at a meeting for which at least seven days' notice has been given. Before the vote to suspend, the person proposing suspension must give the reasons for doing so and those proposed for suspension must be given the opportunity to make a statement in response before withdrawing from the meeting so that the vote can take place. If it is decided that suspension will be invoked, a second vote must be taken to determine the period of suspension.

A Member/Trustee/Governor who has been suspended must be given notice of any meetings and must be sent agendas, reports and papers for meetings missed during suspension. They shall not be disqualified from continuing to hold office for failure to attend meetings for six months.

The Appointing Body (Members/Board of Trustees) may remove from office any appointed Trustee or Governor. The reasons for proposed removal must be made known to the Trustee or Governor, who will have an opportunity to make a defence to the Appointing Body. Elected Governors (parents and staff) may not be removed from office, but may be considered for suspension under the grounds set out above.

Any Governor will automatically be removed from office if any legal grounds for disqualification, including insolvency, are determined.

7.31 Equality duties

The Trust is responsible for ensuring academies comply with equality legislation, in particular the legislation on race relations, disability discrimination, sex discrimination and the Equality Act 2010. The Trust will have an Equalities Policy with which all academies must comply. The general duty on the Trust is to have regard to the need to eliminate unlawful discrimination and promote equality of opportunity.

7.32 Communication matters

All Members/Trustees/Governors should complete a form with their contact details. These will be stored by the Secretary/Clerk.

Email will be used for sending out agendas, papers and minutes. Meetings may not be held via an Email. Whilst Chairs may use email circulation to inform Members/Trustees/Governors or to discern opinion, no decisions may be made via E-mail.

To facilitate wider representation across the network of academies operated by the Trust, meetings supported by video conferencing are permitted, provided that the link is stable and of a sufficient quality to enable effective communication. The Chair will determine whether the link is providing effective communication.

7.33 Procedures for adopting, reviewing and changing the Governance and Accountability Handbook

The Governance and Accountability Handbook is approved at a full meeting of the Board of Trustees.

It will be used in conjunction with DfE regulations and guidance, Company and Charity law, Trust policies and the Trust's Instrument of Government (Articles and Memorandum). The Handbook will be reviewed annually and every Member/Trustee/Governor will be provided with a current copy.