

Governance Charter 2020-21

Category:	Governance arrangements
Authorised By:	Board of Trustees
Signed By:	Barry Nolan Chair of the Board of Trustees
Author:	Susan Douglas – CEO Keith Holroyd – Governance & Policy Officer
Version:	11
Status:	Ratified
Issue Date:	October 2020
Next Review Date:	September 2021

Version Control

<u>Ver.</u>	<u>Date</u>	<u>Comment</u>
9	October 2018	
10	November 2019	Annual review and update
11	October 2020	Annual review and update

Contents

1. Key points and summary	9
2. Introduction and statement of intent	9
3. Scope and applicability	9
4. The Articles of Association	9
5. Responsibilities under the Charter	11
5.1 Members	12
5.2 Board of Trustees	13
5.3 Quorum for Board meetings	14
5.4 Meeting via telephone or video conference	15
5.5 Chair’s action	15
5.6 Committees	17
5.7 Local Advisory Board	18
5.8 Trustee Portfolios	20
5.9 Delegations to other staff.....	20
Appendix 1: Terms of Reference for Board Committees.....	22
A. Finance Committee	23
B. Audit & Risk Committee	25
C. Performance Management Committee	28
D. Remuneration Committee.....	29
E. Local Advisory Boards.....	30
F. LAB Liaison Forum	32
Appendix 2: Terms of Reference for Board Portfolio Holders	33
A. Finance	33
B. Standards and Schools’ Performance.....	34
C. Safeguarding.....	36
D. Asset Management, ICT and GDPR/Data Protection	38
E. Human Resources.....	41
F. Central Services	42
G. Free School Project.....	43
H. Marketing and Communications	44
I. CEO Liaison	45

J. LAB Liaison..... 47

Summary of key changes from v10 (November 2019)

This section highlights and summarises the key changes from the previous version (v10, November 2019).

Section 5.1 [Members](#)

- Confirmation that Members must not be employees or occupy unpaid staff roles, and must remain informed about trust business (*page 12*)

Section 5.2 [Board of Trustees](#)

- Confirmation that that Trustees must maintain the Trust as a going concern (*page 13*)
- Confirmation that Trustees must appoint a Clerk to the Board and ensure that the register of interests is maintained (*page 14*)

Section 5.3 [Quorum for Board meetings](#)

- Confirmation of the quorum for decision making at Board meetings. This wasn't included in the previous versions, although had been for committees (*page 14*)

Section 5.4 – [Meeting via telephone or video conference](#)

- New section setting out the parameters in which Trustees, Committee and/or LAB members may join Board and/or Committee meetings by alternative means, along with the provision for a meeting to be held entirely by such means (*page 15*)

Section 5.5 – [Chair's Action](#)

- New section setting out the parameters in which the Chair (or Deputy Chair in the Chair's absence) can make decisions in lieu of the Board (*page 15*)

Section 5.6 – [Committees](#)

- New paragraphs setting out the membership criteria for committees and arrangements for ratifying decision by the Board where a meeting of a delegated committee is not quorate. (*page 17*)

Appendix 1 – A: [Finance Committee](#)

- Amendment to the number of additional Trustees other than the Chair of the Board of Trustees, (2 to 3) to reflect that the CEO will no longer be a Trustee (*page 23*)
- Clarify the role of the CEO and Director of Finance & Operations in attending the committee (*page 23*)
- Amendment to the quorum for decision making (*page 23*)

Appendix 1 – B: [Audit & Risk Committee](#)

- Change name to Audit & Risk Committee in line with the Academies Financial Handbook 2020 (*page 25*)
- Amend “Internal audit” to “Internal scrutiny” and associated requirements in line with the Academies Financial Handbook (*page 26*)
- Inclusion of consideration of outputs from assurance activities by third parties. (*page 26*)
- Inclusion of ensuring information submitted to DfE and ESFA that affects funding, is accurate and in compliance with funding criteria (*page 27*)
- Inclusion of the responsibility to receive information from the Director of Finance and Operations on insurance claims against the Trust (*page 27*)

Appendix 1 – C: [Performance Management Committee](#)

- Amendment to the composition to reflect that the CEO will no longer be a Trustee (*page 28*)

Appendix 1 – D: [Remunerations Committee](#)

- Amendments to the composition to reflect that the CEO will no longer be a Trustee and clarified the quorum and arrangements for decision making. (*page 29*)
- Revision to reflect the delegation of decision making in respect of senior staff remuneration, based on recommendations from the Performance Management Committee, advised by the Chair of the Finance

Committee, rather than making recommendations to the Finance Committee. This is in line with current practice and the delegations set out in the previous Scheme of Delegation. (page 29)

Appendix 1 – F: [LAB Liaison Forum](#)

- New section providing terms of reference. (page 32)

Appendix 2 – A: [Finance](#)

- Added provision to provide advice to the Remunerations Committee on the financial position in relation to recommendations on senior pay. (page 33)

Appendix 2 – B: [Standards and schools' performance](#)

- Added provision to meet regularly with the Director for Central Services and Schools in addition to the Senior Headteachers. (page 35)

Appendix 2 – C: [Safeguarding](#)

- Changed expected level from training for the portfolio holder from Level 1 to Level 3. (page 36)

Appendix 2 – D: [Asset management, ICT and GDPR/data protection](#)

- Added provision to cover GDPR/data protection as agreed by the Board in March 2020. (page 38)
- Remove the requirements for an annual health & safety report to the Board but to liaise with the Governance & Policy Officer re. the termly reports to the Board. (page 38)
- Include provision for regular liaison with the ICT Manager, internal DPO and Governance & Policy Officer in addition to the Director of Finance & Operations. (page 40)

Appendix 2 – E: [Human Resources](#)

- New portfolio (page 41)

Appendix 2 – F: [Central services](#)

- New portfolio. (*page 42*)

Appendix 2 – G: [Free schools project](#)

- New portfolio. (*page 43*)

Appendix 2 – H: [Marketing and communications](#)

- New portfolio. (*page 44*)

Appendix 2 – I: [CEO Liaison](#)

- New portfolio. (*page 45*)

Appendix 2 – I: [LAB Liaison](#)

- New portfolio. (*page 46x*)

1. Key points and summary

This document outlines:

- An overview of the governance arrangements in place at the Eden Academy
- The requirements of the Articles of Association regarding delegation
- The principles of decision making within the Academy Trust
- The scheme of delegation within the Academy Trust
- The respective roles of the Members, Trustees, Trustee committees, the Local Advisory Boards, the Chief Executive, and senior staff at the Academy

2. Introduction and statement of intent

Governance arrangements across the Trust have been established to support the Academy to achieve the following vision:

The Eden Academy will create centres of educational excellence where our young people will achieve exceptional outcomes.

All office holders are expected to observe the 7 principles of public life as set out by Lord Nolan (selflessness, integrity, objectivity, accountability, openness, honesty, leadership) and in the DfE Governance Handbook March 2018. In addition, they are expected to be accountable to its stakeholders and regulatory bodies and engage in a partnership with those working for the Trust. In addition, all office holders have a responsibility to undertake such CPD is deemed necessary to ensure they have an up to date knowledge of educational and governance matters.

3. Scope and applicability

This policy outlines the framework for decision making within the Academy Trust. It applies to all Members, Trustees, committees, and staff members.

4. The Articles of Association

The following are the relevant clauses from the Articles of Association that outline what can, and cannot, be delegated:

- **Clause 93:** Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Trustees who may exercise all the powers of the Company. No alteration of the Articles and no such

direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

- **Clause 100 and 101:** Subject to these Articles, the Trustees may establish any committee. Subject to these Articles, the constitution, membership, and proceedings of any committee shall be determined by the Trustees. The establishment, terms of reference, constitution, and membership of any committee of the Trustees shall be reviewed at least once in every twelve months. The membership of any committee of the Trustees may include persons who are not Trustees, provided that (with the exception of the Local Advisory Boards) a majority of members of any such committee shall be Trustees. Except in the case of a Local Advisory Board, no vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees.
- **Clause 105:** The Trustees may delegate to any Trustee, committee, the Chief Executive Officer, or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation shall be made subject to any conditions the Trustees may impose and may be revoked or altered.
- **Clause 106:** Where any power or function of the Trustees has been exercised by any committee (including any Local Advisory Board), any Trustee, the Chief Executive Officer or any other holder of an executive office, that person or committee shall report to the Trustees in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Trustees immediately following the taking of the action or the making of the decision.
- **Clause 107:** The Trustees shall appoint the Chief Executive Officer and shall appoint the 3 Directors (executive leadership positions) to the Academy Trust (“the cabinet”). The Trustees may delegate such powers and functions as they consider are required by the Chief Executive

Officer and Directors (and through them to the headteachers) for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Trustees and for the direction of the teaching and curriculum at the Academy).

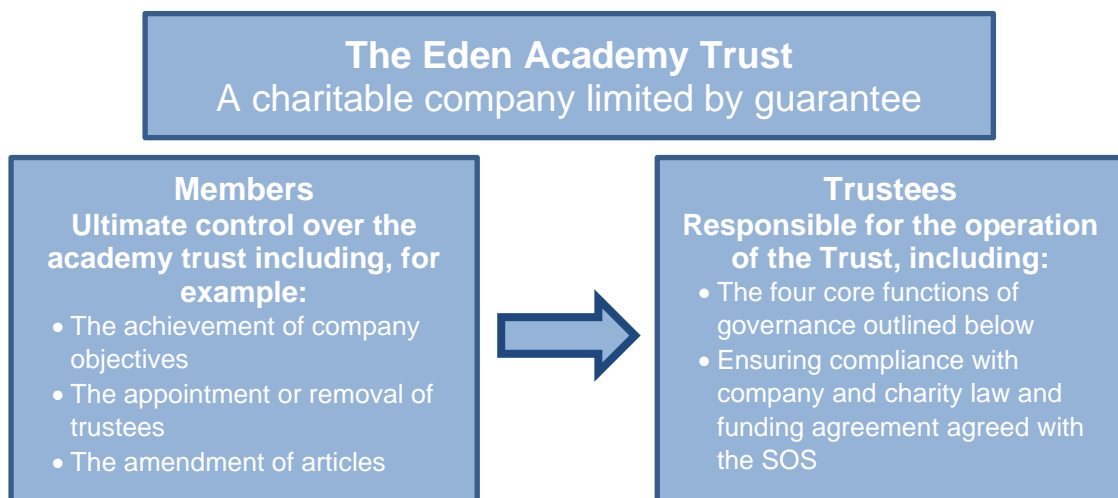
Functions that can be delegated to a committee but cannot be delegated to an individual include those that relate to:

- The approval of the first formal budget plan of the financial year;
- Academy discipline policies;
- The exclusion of pupils (except in an emergency when the Chair has the power to exercise these functions). In relation to this particular delegation, this is delegated to individual heads (see scheme of delegation).

5. Responsibilities under the Charter

Effective governance at the Eden Academy Trust is led by the following:

- Trust Members – the guardians of the constitution
- The Board of Trustees which is the accountable body
- Trust Board committees including Local Advisory Boards
- The Cabinet and senior team – the Chief Executive Officer, the Director for Academy Development, the Director for Finance and Operations, Senior Headteachers and the Headteachers/Heads of School of each school.



5.1 Members

The Eden Academy members are best viewed as guardians of the constitution, changing the articles if necessary and ensuring the charitable object is fulfilled. Members:

- Must not be employees or occupy unpaid staff roles
- Must remain informed about trust business
- Are signatories to the Articles of Association which includes definition of the Trusts' charitable object and governance structure,
- May, by special resolution, amend the Articles of Association, subject to any restrictions created by the Trust's funding agreement or charity law;
- May, by special resolution (which requires 75% rather than a simple majority of Members to agree) appoint new Members or remove existing Members other than, where there is one, the foundation/sponsor body and any Members it has appointed;
- Have power to appoint Trustees as set out in the Trust's Articles of Association, and have power under the Companies Act to remove any or all serving Trustees;
- May by special resolution issue direction to the Trustees to take a specific action;
- Appoint the Trust's auditors and receive the Trust's annual audited accounts; and
- Have power to change the name of the charitable company and ultimately, wind up the Academy Trust.

Members will meet once a year for an Annual General Meeting where there will be a formal review of performance across the Academy Trust as well as an opportunity to discuss with Trustees projected developments and the vision for the future. Members may also choose to convene further meetings should they wish but are not expected to attend Board meetings, sit on executive leaders' performance review panels, or contribute to specific decisions in

relation to the Trusts' business decisions. Members will be kept informed and engaged by such other Members who are also Trustees and having access to all Board papers and minutes. No more than 40% of the Members will also serve as Trustees.

5.2 Board of Trustees

The Board of Trustees operates at a strategic level, can exercise all the powers of the Academy Trust and is the responsible body for the performance, achievement, and overall direction of the Academy. Accordingly, it will approve the policies for the Trust.

The Board of Trustees will offer support, constructive advice, a sounding board for ideas, a second opinion on proposals and help where needed, but may also challenge, ask questions, seek information, improve proposals and so seek to arrive at the best solution for the Trust.

Specifically, the Board will cover the following four areas:

a) Strategy

- Set the vision, ethos and strategy for the Academy Trust and its schools over the next three to five years;
- Develop the Trust Board to ensure that it has the capacity, skills and succession plans to have a positive impact on outcomes for pupils.
- Ensure that there is strong and effective executive leadership structure and personnel in place across the Trust;

b) Performance

- Oversee, scrutinise and challenge the Academies' education performance data;
- Oversee, scrutinise and challenge the Academy Trust's financial capability and management system to ensure compliance with the Academies Financial Handbook, maintain the trust as a going concern, and deliver best value for money;

- Ensure there are effective performance management systems and processes in place across the Academy

c) Compliance

- Establish the governance structures for the Academy Trust, from Members to school level, in keeping with the Articles of Association; DfE Governance Handbook and DfE Competency Framework for Governors
- Provide clarity, through the published Scheme of Delegation and associated Terms of Reference of the level at which the various governance functions are exercised
- Ensure the Academy Trust complies with all relevant compliance regulations, statutory and non-statutory guidance and the law
- Appoint a Clerk to the Board
- Ensure that the Register of Interests is maintained

d) Communication

- Engage with the Academies' communities, parents, pupils and staff;
- Contribute to developing collaborative relationships beyond the Academy Trust;

Individual Trustee portfolios and their associated responsibilities can be found in appendix 2 of this document.

5.3 Quorum for Board meetings

As set out in section 117 of the Articles of Association, the quorum for a meeting of the Trustees, and any vote on any matter thereat, shall be any three Trustees, or where greater, any one third (rounded up to a whole number) of the total number of Trustees holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

5.4 Meeting via telephone or video conference

Section 126 of the Articles of Association allow for any Trustee to participate in meetings of the Trustees by telephone or video conference provided that:

- a) They have given notice of their intention to do at least 48 hours before the meeting; and
- b) The Trustees have access to the appropriate equipment if after all reasonable efforts, it does not prove possible for a Trustees to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

The Board has determined to interpret this as follows:

- c) Trustees may attend Board meetings via telephone or video conference for reasons of practicality, e.g. location requires long-distance travel, or where they would be unavoidably unable to attend in person.
- d) The Board, as determined by the Chair in consultation with the Clerk, may meet hold specific meetings entirely by such means where this is deemed to be the most practical solution and reasonable, e.g. short-notice or short-duration meetings.
- e) If after all reasonable efforts, it does not prove possible for a Trustees to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.
- f) The same provisions also apply to all Board Committees.

5.5 Chair's action

In order to facilitate the Trust making urgent decisions that arise between Board and committee meetings the Chair (or Deputy Chair) may use the following decision-making procedure (to be known as Chair's Action):

- a) Notwithstanding any provisions of the Trust's Articles of Association (the Articles) and Scheme of Delegation, if the Chair is of the opinion that a matter of urgency exists, and it is not

practicable to arrange a Board meeting on short notice in the circumstances either:

- i. after receiving a written report from the CEO which clearly states, amongst other things, why the item concerned could not be brought to a regular meeting and why it would qualify for urgent decision under this procedure; or
- ii. as a result of other information that is brought to their attention and a delay in exercising the function would likely be seriously detrimental to the interests of the Trust, one of its schools, pupil or their parent or a person who works at the Trust,

Then, in consultation with the CEO, they may:

- iii. exercise any function of the Trust which can be delegated to an individual under the Articles, the Trust's funding agreements with the Secretary of State for Education (including the relevant Academies Financial Handbook) or
 - iv. exercise any function relating to the exclusion of pupils or
 - v. take such decisions in lieu of a full Board meeting which are required to ensure compliance with statutory responsibilities, changes in government advice or regulation, pending full ratification at the next possible Board meeting.
- b) Where it appears to the Deputy Chair that
- i. the circumstances mentioned in paragraph 5.3 a) apply and the Chair (whether by reason of vacancy in the office, incapacity or otherwise) would be unable to exercise the function in question before the detriment referred to in that paragraph is suffered, the reference to the Chair is to be read as if it were a reference to the Deputy Chair.
- c) The Chair will, as far as is reasonable and practicable, canvass the opinion of other Trustees before declaring a decision under Chair's Action.

- d) The Chair may decide, on receipt of a request for a decision under Chair's Action, that the matter should be dealt with instead by a special Board meeting called on short notice, in which case a meeting shall be called promptly.
- e) Any action under Chair's Action should be reported in writing as soon as possible to the Trustees, together with a copy of any written report from the CEO. A record of the decisions taken shall also be included with the Board's minutes.
- f) Any such decisions which were taken pending full ratification by the Board shall appear on the agenda at the next possible Board meeting.

5.6 Committees

The Board of Trustees have established a structure of Committees to support the work of the Trust. These Committees act in an advisory capacity to the Board of Trustees except where powers have been specifically delegated to them (see Scheme of Delegation)

- The Board of Trustees appoint the following committees:
- A Local Advisory Board for each Academy.
- A Finance Committee.
- An advisory Audit and Risk Committee.
- A Performance Management Committee.
- A Remuneration committee.

Each committee must contain a majority of trustees, but it may also include other people the board chooses to appoint.

No vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees. Any decisions taken at a delegated committee where the attendance is not quorate, shall be taken to the Board of Trustees meeting immediately following, for formal discussion and ratification by the Trustees before implementation.

Any recommendations reached at the advisory committees shall be taken to the Board of Trustees meeting immediately following, for formal discussion and ratification by the Trustees before implementation.

Committees are expected to meet according to their term of reference which are agreed by the Trustees annually.

The committee Chairs, including Local Advisory Boards, will be agreed annually by the Board of Trustees. All committees will have clerking arrangements.

The committee may co-opt additional committee members who are not Trustees (subject to rules governing these arrangements).

The Local Advisory Boards may choose to establish their own sub-committees or working groups which assist the LAB in supporting the school in terms of its development and improvement plan; any such sub-committee will act in an advisory capacity to the Local Advisory Board and ultimately to the Board of Trustees. The functions and proceedings of the sub-committees are subject to regulations made by the Trustees from time to time pursuant to the powers contained in the Articles of Association.

5.7 Local Advisory Board

Legal accountability for all aspects of the Academy lies with the Board of Trustees including finance, personnel and premises, and the educational performance of the schools.

The Local Advisory Boards' (LAB) role is to provide advice and support to an individual school within the Trust in order that it achieves its aims. The LABs are designed to enable key stakeholders to get involved in the life of the school and the academy, contribute to its development, and promote the school within the community.

Individual members of the LABs act as representatives for schools on the committees of the Board of Trustees including the Finance Committee.

The LABs will have direct contact with the Board of Trustees through the Trustee with the LAB portfolio. Whilst LAB members will be

associated with one school (so they can get to know it well), they can also use their expertise across the Trust for Board work (such as disciplinary or grievance procedures). Terms of office for LABs will be for 3 years. It is expected that the LAB will reflect a range of stakeholder views and will always include two parents.

The Local Advisory Board will:

- Pursue the overarching vision and aims of the Eden Academy Trust, learning from best practice and taking into account local circumstance.
- Contribute to the formation of the school's development plan and actively engage in supporting the delivery plan for it.
- Have an in-depth knowledge of the school, its standards, its strengths and weaknesses so that individual members can actively contribute or identify expertise that supports improvements in teaching and learning.
- Act as representatives for LABs on committees set up by the Board of Trustees.
- Undertake any tasks delegated to them by the Board of Trustees.
- Actively engage in the development of plans for improving local infrastructure, resourcing, and asset management.
- Act as panel members¹ on complaints panels, disciplinary panels, appeals panels, grievance panels, exclusion panels and at contract reviews to the levels identified in the scheme of delegation².
- Actively build links with the local stakeholders (particularly parents).
- Support and advise the Headteacher/Head of School.

¹ Parent LAB representatives will not be expected to sit on any panels relating to staff issues at their own school

² Training and support will be made available to LAB members who sit on panels

5.8 Trustee Portfolios

In addition to the committees, the Board will also establish portfolios to lead and advise the its work in specific areas of responsibility and operations. These will include:

- Finance
- Standards and Schools' Performance (one for the northern schools and one for the southern schools but working together to provide a co-ordinated approach and shared understanding at Board level)
- Safeguarding
- Asset Management, ICT and GDPR/data protection.

Additional portfolios may be established as required by the Board.

The portfolio role will include regular and ongoing liaison with the link or lead Director/Senior Headteacher(s), chairing any associated committees or working groups and reporting back to the Board.

5.9 Delegations to other staff

The Board of Trustees, in consultation with Chief Executive Officer (CEO) will formulate the aims, objectives, policies and targets for the Trust. The CEO will report to the Board of Trustees on progress at each meeting.

Responsibility for the internal organisation, management and control of the Academy, implementing the Trust's strategic framework and policies and the direction of the teaching and the curriculum at the Academy is delegated by the Trustees to the CEO and through her, to the Cabinet. The "Cabinet" comprises the CEO, Director for Academy Development, Director for Finance and Operations and Senior Headteachers. For these purposes, the Trustees shall delegate those powers and functions required by the Directors/Senior Headteachers.

The Chief Executive and through her the Directors, Senior Headteachers and staff are accountable to the Board of Trustees for the Academy's performance. The Board of Trustees will be prepared to explain its decisions and actions to anyone who has a legitimate

interest. This may include staff, pupils and parents as well as the local authority or the Secretary of State and may be on any aspect of Academy performance.

The Chief Executive Officer, Senior Headteachers or the Director for Academy Development will continue in the official (and legal) capacity as Head Teacher of any school within the Trust where there are Heads of School in place. Where a Headteacher has been appointed, they will have the official (and legal) capacity.

The Chief Executive will comply with any reasonable direction by the Board of Trustees when acting on the Trust's behalf.

The Chief Executive will agree and monitor appropriate delegations of authority with other staff.

Appendix 1: Terms of Reference for Board Committees

To comply with Clause 106 of the Articles of Association, where any power or function of the Trustees is required to be exercised by any committee (including any Local Advisory Board), any committee that does not comprise a majority of Trustees, shall report to the Board for ratification of any action or decision that they recommend with respect to the exercise of that power or function - before implementing that action or decision. It is up to each committee to decide its meeting pattern for the year dependent upon need and context.

A. Finance Committee

Purpose

The Board of Trustees delegates responsibility for the financial management of the Academy Trust to the Finance Committee.

Composition

The Finance Committee will comprise:

- The Chair of the Board of Trustees
- The Finance Trustee portfolio holder, who will also act as Chair for the committee
- At least 2 further Trustees
- Representation from Local Advisory Boards (maximum 3)
- The CEO, (as Accounting Officer), should attend in an ex-officio capacity to provide information and participate in discussions
- The Director for Finance and Operations (as Chief Financial Officer) should attend in an ex-officio capacity to provide information and participate in discussions

23

Quorum

4, of which the majority must be Trustees

Responsibilities

A detailed set of accountabilities and responsibilities across the Eden Academy Trust is contained within the Scheme of Delegation. The Finance Committee will meet 6 times during the academic year to oversee:

1. Financial management strategy

- Establish and maintain an up to date 3-year strategic financial plan.
- Maintain an oversight of the long-term financial health of the Academy, including risk management and escalation to the Board as appropriate.
- Consider the levels of top up fee charged across the Academy.

- Consider a medium-term plan report annually to inform the recovery of deficit if applicable.
- Review benchmarking data on an annual basis to secure best value for money.
- Investment and reserves strategy.

2. Budget and operational issues

- Recommend to the Board, the first formal budget plan of the financial year, carry out revisions and monitor the budget.
- Consider a budget position statement including virement decisions at least termly and to report significant anomalies from the anticipated position to the Board.
- Make decisions in respect of service agreements, contracts, and insurance (buildings and public liability).
- Make decisions on expenditure following recommendations from other committees (e.g. Remuneration Committee).
- Be responsible, in conjunction with the Board, for determining dismissal payments/early retirement.

3. Compliance

- Ensure the Academy is operating within its funding agreement.
- Review and agree policies relating to Finance as delegated by the Board e.g. Finance Policy, Record of Financial Responsibility including levels of delegation.
- Approve Audit and Risk Committee arrangements including the Statement of Internal Control.
- Receive reports from the Audit and Risk Committee and action where necessary.
- Review and approve the charging & remissions, expenses, and counter fraud policies and best value statement.

B. Audit & Risk Committee

Purpose

To offer external challenge on all issues relating to regularity and risk and oversee arrangements for internal and external audit arrangements. It offers an additional level of scrutiny and advice to the Board of Trustees.

Composition

The committee will comprise:

- One Member or Trustee
- One representative from Local Advisory Boards
- At least one person external to the Trust
- Director for Finance and Operations (as Chief Financial Officer) should attend to provide information and participate in discussions

Responsibilities

1. Regularity

- Ensure Academy-wide visibility of financial regulations and procedures e.g. the 'Academies Financial Handbook' releases.
- Advising the Board of Trustees on the effectiveness of the whole system of internal control, not just financial controls.
- Oversight of the controls surrounding IT systems. Those controls to include such things as:
 - Appropriate access to data entry, data authorisation, and data reporting
 - Appropriate risk management of IT - backup and disaster recovery.
 - Appropriate data protection procedures.
- Intervene if there are signs that something may be seriously amiss, in particular in connection with explanations given by auditors and management. Commissioning investigations and seeking professional advice as considered necessary.

- Responsibility for commissioning investigation of potential instances of fraud or irregularity or cases of whistle blowing.

2. External Audit

- Structured oversight of external audit including oversight of the audit plan and ensuring audit deadlines are met
- Advising the Board of Trustees on external audit findings reports and management letters.
- Report to the Board and Members on the effectiveness of the external auditors and advising on the appointment and remuneration
- Monitoring implementation of recommendations in audit reports and management letters.

3. Internal Scrutiny

- Oversight of the holistic approach to internal scrutiny, encompassing financial and non-financial audits
- Agree the scope of work and objectives of internal audit.
- Agree who will perform the work and consider reports from those carrying out the programme of work
- Consider progress in addressing recommendations
- Oversight of internal audit plans and audit needs assessments, relating this to the risks identified.
- Ensuring co-ordination between the internal audit and external auditors.
- Advising on internal audit assignment reports and annual opinions.
- Monitoring implementation of recommendations in internal scrutiny reports.

4. Risk registers

- Assisting the Governance & Policy Officer in developing the school level and consolidated risk register and action plan reporting.
- Initial questioning against the risk registers.
- Ensuring adequate escalation to the Board for further scrutiny and action.

5. Other

- Reporting regularly to the Board on the work of the Audit and Risk Committee.
- Ensure information submitted to DfE and ESFA that affects funding, including pupil number returns and funding claims (for both revenue and capital grants) completed by the Trust and by constituent Academies, is accurate and in compliance with funding criteria by ensuring correct processes and sign offs have taken place before any information is sent.
- Read any freedom of information requests and management responses and advise on content as necessary to ensure these are full and compliant.
- Receive information from the Director of Finance and Operations on any insurance claims against the Trust or one of its schools or individual members of staff.

C. Performance Management Committee

Purpose

The Performance Management Committee is set up to oversee the performance management of senior members of the Trust.

Composition

The committee will comprise 2 Trustees, one of whom will be the Chair of the Board of Trustees, and 1 Member. The CEO will also be part of the committee in respect of the Cabinet's performance management.

Quorum

At least eligible two members of the committee must participate if decisions are to be made, one of whom must be the Chair of the Board of Trustees.

Responsibilities

The performance management committee will

- Meet annually to set targets for the CEO.
- Decide whether the previous annual targets have been met.
- Monitor through the year performance against the targets.
- Make recommendations to the Remuneration Committee in respect of awards for the successful meeting of targets set.
- Receive a report annually from the CEO about the performance of the senior leaders.

D. Remuneration Committee

Purpose

The committee will oversee all issues related to remuneration.

Composition

The remuneration committee will comprise:

- 3 Trustees, and
- the CEO (unless discussions relate to the CEO).

The Chair of the Finance Committee will also be invited to attend to advise on financial implications.

Quorum

At least 2 Trustees must be present if decisions are taken.

Responsibilities

The committee will

- Oversee the Pay Policy across the Academy, making recommendation to the Finance committee as necessary, including recommending suitable salary ranges, e.g. the appropriate Individual School Range (ISR).
- Meet as necessary to discuss matters regarding remuneration.
- Decide on the level of senior staff remuneration, based on recommendations from the Performance Management Committee.

E. Local Advisory Boards

Purpose

A detailed set of accountabilities and responsibilities across the Eden Academy Trust is contained within the Scheme of Delegation. Legal accountability for all aspects of the Academy lies with the Board of Trustees including finance, personnel, and premises

The Local Advisory Boards' role is to provide advice and support to an individual school within the Trust in order that it achieves its aims. The LABs are designed to enable key stakeholders to get involved in the life of the school and the Academy, contribute to its development, and promote the school within the community. Individual members of the LABs act as representatives for LABs on the sub-committees of the Board of Trustees including the Finance and Audit and Risk Committees.

Constitution

The Local Advisory Boards should reflect the views of its stakeholders. As such, it should be suitably representational including staff members, members of the local community and at least 2 elected parent members (the number of parental representatives is statutory and included within the Articles of Association). The school will regularly canvas parents, staff and community members in order to recruit new talent. Interested parties will be asked to send an expression of interest to the Chair of the LAB. The decision to appoint a new member will be made jointly by the Chair and the Headteacher/Head of School. The Chair will inform the Board, the clerk and Governance & Policy Officer once a new member is appointed. The term of office will be for three years. However, the Chair may wish to co-opt members for a shorter period of time to work on a specific project and in line with a volunteer's expertise.

The LAB Chair will be approved annually by the Board of Trustees. Meetings of the LAB will be clerked, and the minutes will be made available on the individual school website. The Governance & Policy Officer, in conjunction with the Clerk, will keep a register of pecuniary interests of LAB members. Each LAB will decide on the nature and frequency of meetings in line with the needs of the school and in discussion with the Headteacher/Head of School and Governance & Policy Officer.

All prospective members will be required to undertake vetting checks including an enhanced DBS and Section 128 register check, and every member must make an annual declaration of interest.

The Chair, in consultation with the Headteacher/Head of School, Chair of Trustees and the CEO will have the power to remove a LAB member should it be perceived that the said member is disruptive or is in some way impacting negatively on the effective functioning of the LAB.

Responsibilities

The Local Advisory Board will:

- Pursue the overarching vision and aims of the Eden Academy Trust, learning from best practice and taking into account local circumstance.
- Contribute to the formation of the school's development plan and actively engage in supporting the delivery plan for it.
- Have an in-depth knowledge of the school, its standards, its strengths and weaknesses so that individual members can actively contribute or identify expertise that supports improvements in teaching and learning.
- Act as representatives on (sub)committees set up by the Board of Trustees.
- Undertake any tasks delegated to them by the Board of Trustees.
- Actively engage in the development of plans for improving local infrastructure, resourcing, and asset management.
- Act as panel members on complaints panels, disciplinary panels, appeals panels, grievance panels and at contract reviews to the levels identified in the scheme of delegation.
- Actively build links with the local stakeholders (particularly parents).
- Support and advise the Headteacher/Head of School.

F. LAB Liaison Forum

Purpose

The forum provides a direct link to share information between the Board of Trustees and LAB Chairs.

Composition

The forum will comprise:

- Chair of the Board of Trustees
- CEO
- Chairs of the 6 Local Advisory Boards
- Chair of the Sunshine House School Governing Body

Quorum

There is no set quorum as this is an information sharing forum but either the Chair of the Board or CEO should be present.

Responsibilities

The forum will:

- Share information on recent and planned Board meetings and discussions.
- Share information on recent and planned LAB (and Sunshine House School GB) meetings.
- Share good practice.
- Provide a conduit for peer review working between LAB Chairs.
- Provide a forum for the Board to consult LAB Chairs as appropriate.

Appendix 2: Terms of Reference for Board Portfolio Holders

A. Finance

Purpose

To act as a link between the Board and the Trust's finance planning and operations through the Director for Finance and Operations (DFO), acting as an objective sounding board for the DFO, undertaking regular reviews of the financial planning, position and reporting and providing regular information to the Board of Trustees.

Responsibilities

The Portfolio holder will:

- Review regular reports from the Director for Finance and Operations.
- Chair half-termly meetings of the Finance Committee to discuss the Trust's financial position, including income, expenditure, commitments, and forecasts and report key issues back to the Board.
- Scrutinise the development of the annual and 3-year budgets.
- Discuss budget implications of major initiatives, current commitments, and changes to existing arrangements or external influences on budgets.
- Keep up to date with statutory guidance relating the Academies Finance Handbook.
- Provide advice to the Remunerations Committee on the financial affordability of the Performance Management Committee's recommendations on senior pay awards.

Cabinet Links

The portfolio holder will liaise regularly with the Director for Finance and Operations.

B. Standards and Schools' Performance

Purpose

The two portfolio holders (one each for the northern and southern schools) will work together to have an oversight of the standards and performance in the schools across the Trust including the quality of teaching, the statutory requirements for Trustees (as governors) in relation to standards and pupil outcomes and to lead the Board's preparedness for Ofsted inspections.

Responsibilities

The Portfolio holders will:

- Keep up to date with statutory guidance relating to schools and Trust performance
- Build an understanding of:
 - the approach that schools' assessment coordinators currently use to discuss their school level work on setting and tracking standards and to collaborate on ideas and good practice
 - the range of learning assessment frameworks being used within the Trust, based on factors such as key stages covered and special educational needs of the pupil population;
 - the process's schools use for setting individual learning targets for pupils, plus ancillary issues such as the role of therapists and LSAs or ways of managing target setting at key transition points, especially where feeder schools are outside the Trust;
 - Schools' current assessment of progress, including appropriate setting of targets, and projected/actual progress both the mid-year and year end;
 - the kind of data being collected, approaches to analysing it, and the different purposes for which this is carried out.
 - the quality of teaching and learning across the schools
 - the quality of behaviour, welfare, and personal development
 - the accuracy of school self-evaluation in relation to the areas above

- Provide the Board with an interpretation of data and information from schools to enhance Trustees' understanding.
- Review pupil outcomes in terms of destinations.
- Ensure the Board are aware of the requirements on Trustees in relation to the current Ofsted framework.

Cabinet Links

The portfolio holder will meet regularly with the Senior Headteachers and the Director for Central Services and Schools.

C. Safeguarding

Purpose

To have oversight of the safeguarding context across the Trust including an overview of the policies and procedures in place and whether these are up-to-date and reflect recent changes in legislation, the workload of those responsible for managing safeguarding issues, whether staff and Trustees have had all the training they need, a sense of the Trust's safeguarding strengths, and any priorities for the next year.

Responsibilities

The Portfolio holder will:

- Keep up to date with statutory guidance relating to safeguarding and child protection and any advice issued by the local safeguarding children board (LSCB)
- Attend safeguarding training to at least Level 3 (advanced safeguarding for DSLs)
- Meet regularly with the Lead of the Safeguarding Hub to monitor that the schools' policy and procedures are effective, and all staff and volunteers have had the appropriate level of training (as applicable).
- Report back to the Board about safeguarding issues and developments
- Through the Safeguarding Hub
 - ensure the Board and has suitable and up-to-date policies for:
 - Child protection
 - Staff code of conduct/staff behaviour
 - Handling allegations against staff and volunteers
 - ensure each school has appropriate safeguarding responses to children who go missing from education, to help identify the risk of abuse and neglect and help prevent further incidents
 - ensure the Academy and each school has appropriate online filters and monitoring systems in place

- ensure that each school has appointed a designated safeguarding lead (DSL) and appropriate deputies
- ensure that each school has appointed a designated teacher to promote the educational achievement of looked after children, and that this person has appropriate training
- ensure the curriculum covers safeguarding, including online safety
- Through the Safeguarding Hub and the Governance & Policy Officer, monitor the single central record (SCR) to ensure that the appropriate recruitment checks on staff, volunteers, Members, Trustees and LAB/Committee members are complete.
- In conjunction with the Safeguarding Hub and the Governance & Policy Officer, ensure there are appropriate arrangements for all Trustees, Members, LAB and Committee members to develop their understanding of their safeguarding responsibilities through online or school-based training to at least Level 1 and that training has been completed on an annual basis.

Cabinet Links

The portfolio holder will meet at least half-termly with the Senior Headteacher with responsibility for safeguarding.

D. Asset Management, ICT and GDPR/Data Protection

Purpose

To have an oversight of the Academy assets with regards to maintaining and developing premises, paying due regard to health and safety and the provision of fit for purpose, attractive environments for children and young people.

Responsibilities

The Portfolio holder will:

- Have an oversight of the Academy assets with regards to maintaining and developing premises.
- Ensure a Health and Safety policy and effective governance arrangements are in place at each school and across the Academy.
- Provide support and guidance for the Board of Trustees, Local Advisory Boards, the Director of Finance and Operations and the Cabinet on all matters relating to the maintenance and development of the premises and grounds, including Health and Safety.
- Liaise with the Director of Finance and Operations to ensure asset registers are maintained in accordance with financial procedures.
- Liaise with the Director of Finance and Operations to establish and implement a Buildings Maintenance strategy.
- Have oversight of compliance with Health and Safety legislation.
- Receive, discuss, and resolve any H&S issues that are escalated from schools and where necessary, escalate issues to the Board.
- Liaise with the Governance & Policy Officer in respect of the termly H&S reports to the Board.
- Keep under review the Academy Accessibility Plan.
- Liaise with the Director of Finance and Operations to advise the Finance Committee on priorities relating to premises development and building projects across the Academy.

- Have an overview and an active role in advising the Board of Trustees on:
 - which development and building projects should be submitted to the DfE for funding;
 - the mechanism for submitting bids;
 - the timeframe within which this should occur.
- Receive and consider options for significant building projects from the Director of Finance and Operations.
- Provide commentary and/or advice to the Board of Trustees to inform their decision making on potential significant building projects.
- Ensure that tenders, contracts, and works over £10,000 are suitably and professionally managed and that update reports are received at agreed intervals.
- Escalate to the Board any areas of concern in respect of project delivery.
- Liaise with the Director of Finance and Operations to advise the Board on priorities relating to the Academy ICT strategy and how this supports teaching and learning, school/service development planning and operational requirements.
- Have an oversight of the implementation of the Academy ICT strategy and ensuring issues are escalated to the Board where appropriate.
- Have an oversight of the Academy ICT assets with regards to ensuring registers are maintained appropriately.
- Liaise with the Director of Finance and Operations in relation to the implementation of ICT Usage and e-safety policies.
- Liaise with the internal DPO to monitor compliance in relation to GDPR and data protection, keep up to date with data protection changes, add data protection to meeting agendas where necessary and request any specific information

Cabinet and other staff links

The portfolio holder will meet at least termly with the Director of Finance and Operations.

Links with other staff

The portfolio holder will liaise regularly with the:

- ICT Manager in relation to all aspects of ICT
- Internal DPO in relation to GDPR/data protection
- Governance & Policy Officer in relation to the termly H&S reports to the Board.

E. Human Resources

Purpose

To provide support and challenge to senior leaders in respect of HR issues, acting as an objective sounding board for the procurement of services and providing additional context to the CEO's reports to the Board.

Responsibilities

The Portfolio holder will:

- Build an understanding of the HR services available to the Trust and its schools through the current outsourced providers.
- Chair meetings of the Remunerations Committee.
- Commission research or analysis work as required and agreed with the CEO and/or Remunerations Committee.
- Provide support and challenge to the CEO and other senior leaders.
- Keep up to date with current HR issues including:
 - Recruitment and retention
 - Remuneration
 - Training (other than teachers' professional development).

Cabinet and other staff links

The portfolio holder will liaise as regularly with the CEO, Director of Finance & Operations and Director for Central Services & Schools, as necessary.

Links with other staff

The portfolio holder will also liaise as necessary with:

- Heads and/or Service Managers in relation to ongoing projects
- The Governance & Policy Officer in relation to HR policy management and the administration of the Remunerations Committee.

F. Central Services

Purpose

To act as a link between the Board and the Trust's Central Services teams through the Director for Central Services and School (DCSS), acting as an objective sounding board for the development of services and providing additional context to the CEO's reports to the Board.

Responsibilities

The Portfolio holder will:

- Build an understanding of the range of services provided centrally across the Trust and the northern/southern hubs, including:
 - Scope and quality of therapy provision
 - Scope and quality of professional development opportunities and delivery
 - Scope of our support to families
- Provide support and challenge to the DCSS in relation to plans to develop new or expanded service provision, particularly in relation to:
 - Expanding central services in the northern hub
 - Developing expanded Family Services provision including the in-house provision of summer/holiday clubs
 - Expansion of professional development services including initial teacher training and the development of online training
- Keep up to date with current issues relating to the service areas, including the alignment with NHS provision for physical therapies and SaLT

42

Cabinet and other staff links

The portfolio holder will meet/liaise regularly with the Director for Central Services and Schools.

Links with other staff

The portfolio holder may also meet/liaise with services managers, as necessary.

G. Free School Project

Purpose

To act as a link between the Board and the Director for Academy Development (DAD) in relation to the Free School Project, acting as an objective sounding board, providing support and challenge in respect of plans and communications as well as providing additional context to the CEO's reports to the Board.

Responsibilities

The Portfolio holder will:

- Build an understanding of the wider project, including:
 - DfE and planning approvals
 - Development of detailed building plans, tendering and construction timetables
 - Implications of the development on other Eden schools

Cabinet and other staff links

The portfolio holder will meet at least termly with the Director for Academy Development.

Links with other staff

The portfolio holder may also meet/liaise Heads, as necessary.

H. Marketing and Communications

Purpose

To act as a link between the Board and the Marketing and Communications Team (Marcomms) in relation to the Trust's internal and external communications.

Responsibilities

The Portfolio holder will:

- Build an understanding of the Trust's internal and external communications, including:
 - Development of the Trust and schools' websites
 - Development of a staff intranet
 - Trustee communications with staff
 - External marketing initiatives
- Monitor the impact of activities related to achieving the stated aim in the 3-year strategy relating to *Our Reputation (building our visibility as SEND specialists)*

Cabinet and other staff links

The portfolio holder will meet/liaise with members of the Executive Team, as necessary.

Links with other staff

The portfolio holder will liaise regularly with the:

- Marketing and Communications Manager.

I. CEO Liaison

Purpose

To build and maintain an effective relationship with the CEO, providing appropriate challenge and support. This activity will principally be the responsibility of the Chair of the Board.

The relationship between the Board Chair and the CEO is one of the most important working relationships in the Trust and is crucial to effective governance. The Chair and the CEO should work in close partnership, while recognising and respecting the differing roles and responsibilities.

A strong and visible working relationship between the Chair and the CEO creates a culture which recognises that the Trust leadership team includes all executive and school leaders as well as Trustees and encourages openness, support and challenge throughout the Trust.

Responsibilities

The Chair will:

- Liaise regularly with the CEO to:
 - Discuss current activities;
 - Receive updates on agreed activities;
 - Discuss progress on targets and any which may need amending as part of ongoing performance management;
 - Act as a sounding board and critical friend for the CEO;
 - Discuss progress towards the Trust's strategic objectives;
 - Consider activities undertaken by other Trustee portfolio holders;
 - Discuss Board agendas and business, in conjunction with the Governance & Policy Officer where appropriate;
 - Discuss governance issues, in conjunction with the Governance & Policy Officer where appropriate.

Cabinet and other staff links

The Chair may in addition to the CEO, meet/liaise with other members of the Executive Team, as necessary.

Links with other staff

The Chair will liaise regularly with the Governance & Policy Officer.

J. LAB Liaison

Purpose

To act as a link between the Board of Trustees and LAB Chairs.

Responsibilities

The Portfolio holder will:

- Chair meetings of the LAB Liaison forum
- Share information with LAB Chairs on recent and planned Board meetings and discussions.
- Share information with the Board on recent and planned LAB (and Sunshine House School GB) meetings and activities.
- Promote the sharing of good practice between LABs and peer reviews between LAB Chairs.

Cabinet and other staff links

The portfolio holder will meet/liaise with the CEO ahead of LAB Liaison meetings, as necessary.

47

Links with other staff

The portfolio holder will liaise regularly with the Governance & Policy Officer.