

# GOVERNANCE FRAMEWORK & SCHEME OF DELEGATION

*A thriving family of  
schools who work  
together to celebrate  
differences, and  
support each other in  
pursuit of excellence.*

## DOCUMENT CONTROL

|  |  |                             |           |
|--|--|-----------------------------|-----------|
| <b>This document has been approved for operation within:</b> | The Chancery Trust Board and all local governing bodies. |                             |           |
| <b>Responsible Officer:</b>                                  | Governance and Compliance Lead                           |                             |           |
| <b>Approved by:</b>  | Board of Directors                                       |                             |           |
| <b>Approval date:</b>  | 12.07.2023   |                             |           |
| <b>Date effective from:</b>                                  | Sept 2023  | <b>Date of next review:</b> | July 2024 |
| <b>Review period:</b>  | 1 Year   | <b>Version:</b>             | 2         |

### Summary of changes within this version

Change of name from Central Services Team (CST) to Central Leadership Team (CLT)  
 Replace 'Trustee' with 'Director' throughout  
 Update to roles of Central Leadership Team  
 Numbering of section 2  
 Change to RACI matrix for Pay/Appraisal of SLT  
 Change to Appendix 1.4 to match  
 Consolidation of sections 7, 8 and 9 and Appendix A1.6

## CONTENTS

|  |    |
|--|----|
| Section 1: GOVERNANCE FRAMEWORK .....  | 4  |
| 1. BACKGROUND .....  | 4  |
| 2. INTRODUCTION .....  | 4  |
| 3. MEMBERS .....   | 5  |
| 4. TRUST BOARD.....  | 6  |
| 5. INDIVIDUAL ROLES AND RESPONSIBILITIES .....   | 7  |
| 5.1 The Role of the Chair of the Board of Directors .....  | 7  |
| 5.2 The Role of the Chief Executive Officer .....  | 7  |
| 5.3 The Role of the Central Leadership Team (CLT): .....   | 8  |
| 5.4 The Role of the Trust Clerk and Clerks to the Governing Boards .....   | 8  |
| 5.5 The Role of the Chair of a Trust Committee (including LGB) .....   | 9  |
| 5.6 The Role of the Headteacher (in those schools identified as in line with gradings of "Good" or better) ....  | 9  |
| 5.7 The Role of the Headteacher (in those schools identified as being at risk of receiving an Ofsted grading 3 or 4, Coasting school or School Causing Concern)..... | 9  |
| 6. BOARD COMMITTEES .....  | 10 |
| 7. LOCAL GOVERNANCE .....  | 11 |
| 8. SUMMARY ACCOUNTABILITY LEVELS FOR LOCAL GOVERNING BOARDS .....  | 11 |
| Section 2: SCHEME OF DELEGATION.....   | 13 |
| 1. Strategy.....   | 13 |
| 2. Governance.....   | 14 |
| 3. Compliance .....  | 15 |
| 4. Educational Performance .....   | 16 |
| 5. Financial Performance .....   | 17 |
| 6. Staffing.....   | 19 |
| 7. Health & Safety .....   | 21 |
| Appendix 1: TERMS OF REFERENCE .....   | 23 |
| A1.1 - Finance & Resources Committee .....   | 23 |
| A1.2 – Audit & Risk Committee .....  | 25 |
| A1.3 - Standards Committee.....  | 28 |
| A1.4 – Appraisal and Pay Review Panel for Academy Headteachers.....  | 30 |
| A1.5 – Board Appraisal and Pay Review Panel for Trust Staff.....   | 31 |
| A1.6 - Local Governing Bodies .....  | 32 |

# Section 1: GOVERNANCE FRAMEWORK

## 1. BACKGROUND

- 1.1 Chancery Multi Academy Trust (CMAT) was formed in April 2018 with a strong sense of moral purpose to provide the best education and opportunities for children and an aspiration to improve the quality of teaching and learning in all CMAT academies. We have created a Trust in which schools support each other to enable their children and staff to thrive through a creative approach to collaboration. There is a strong sense of ownership and belonging in CMAT; this ensures schools benefit from opportunities to collaborate and work together.
- 1.2 Our Board and academy senior leaders have carefully considered the benefits of growth for our current academies and those joining our Trust. We strongly believe that carefully growing CMAT will have significant benefits for the children and staff in both converting academies and our existing CMAT academies.
- 1.3 We have therefore created this document to help joining schools and local governing boards understand their roles and remit within Chancery MAT.
- 1.4 The scheme of delegation sets out how accountability and decision-making works within a multi academy trust. It details which tasks are carried out by the members, trust board, academy local governing bodies and the trust's central team.
- 1.5 The scheme of delegation is not designed to cover every eventuality that may occur at every level. Indeed, members of the Trust may interpret it differently and while it does provide a delegated framework and clear guidance, there may be the possibility that further information is required in order to understand who may be responsible or accountable. If a situation occurs in which further guidance is required, the Trust Board and Chief Executive Officer (CEO) are to be consulted.

## 2 INTRODUCTION

Chancery Multi Academy Trust (the “**Trust**”) is governed by a Board of Directors (the “**Directors**”, sometimes referred to as “Trustees”) who are accountable to the Department for Education and have overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of the academies operated by the Trust. The Trust will delegate responsibility to Local Governing Boards, the CEO, the Central Leadership Team (CLT) and academy Headteachers for aspects of running the academies as it sees fit, however the Trust retains ultimate decision-making authority in all areas (see Section 2: Scheme of Delegation).

The Directors may review the scheme of delegation at any time but shall review it at least annually. This scheme of delegation may only be amended by the Board of Directors.

- 2.1 The Trust governance structure complies with the Academy Trust Handbook, the code of conduct (for members, directors and governors) and the Trust’s Articles of Association:



- 2.2 A link director for each statutory area of Safeguarding, Special Educational Needs and Disabilities (SEND) and Health & Safety will be appointed. Although accountability for these areas sits at Board level, each LGB shall also appoint link governors for these areas. Attendance of these link governors and directors is encouraged at regular cross-Chancery meetings. These link areas will be reviewed in accordance with statutory requirements.
- 2.3 Other link directors and governors shall be appointed as required in accordance with school/trust priorities, and reviewed annually.
- 2.4 This Framework should be read in conjunction with the following documents:
  - Code of Conduct for governors and directors
  - Link director role descriptors
  - Link governor role descriptors
  - Governor Visits Policy and Report form

### **3 MEMBERS**

- 3.1 The Trust is governed by Members constituted under a Memorandum of Association and Articles of Association.
- 3.2 The Members are responsible for:
  - 3.2.1 Approving and amending the Articles of Association
  - 3.2.2 Recruitment and Appointment of Members
  - 3.2.3 Securing the highest standards of accountability from Directors for the provision of all pupils in the Trust and may direct Directors to take specific action to achieve this
  - 3.2.4 Holding the Board of Directors to account for performance and standards within academies.
  - 3.2.5 Appointment and removal of the Trust's Auditors and receiving the annual accounts
- 3.3 The Members have the power to appoint up to five Directors, and may remove any or all Directors.
- 3.4 CMAT aims to have 5 Members with the majority independent of the Board of Directors. Employees of the Trust are not permitted to act as Members.
- 3.5 Members will hold an Annual General Meeting every financial year.
- 3.6 A Member counts towards the quorum by being present in person, by video or conference call or by proxy. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member, shall constitute a quorum.
- 3.7 Members are required to maintain an updated record of pecuniary/business interests.

## 4 TRUST BOARD

- 4.1 All Trust Boards have three core functions:
  - 4.1.1 Ensuring clarity of the vision, ethos and strategic direction of the Trust.
  - 4.1.2 Holding the Executive Leaders to account for the educational performance of the schools and their pupils and the effective and efficient performance management of staff.
  - 4.1.3 Overseeing the financial performance of the schools and making sure that its money is well spent.
- 4.2 The Trust Board is responsible for:
  - 4.2.1 Delivering the charitable objectives of the Trust.
  - 4.2.2 Strategically controlling the organisation and managing the charitable assets.
  - 4.2.3 Ensuring compliance with the Trust's duties under company law and charity law and agreements made with the Department for Education (DfE) & Education Skills and Funding Agency (ESFA) including the funding agreement and continued charitable status of the Trust.
  - 4.2.4 The determination, educational character and mission of the Trust.
  - 4.2.5 Setting key strategic objectives and targets and reviewing performance against these, enabling the LGBs to set and achieve their aims and objectives within such vision.
  - 4.2.6 Appointing Co-opted Directors in accordance with S.58 of the Articles of Association.
  - 4.2.7 Ensuring that directors and governors have access to high quality training.
  - 4.2.8 Approving the Trust development plan.
  - 4.2.9 Approving statutory policies that are common to all academies within the Trust.
  - 4.2.10 Determining the provision of Central Leadership and the level of contribution from each academy.
  - 4.2.11 Ensuring that the year-end accounts are approved and submitted to Members.
  - 4.2.12 Approving the annual consolidated budget for the Trust.
  - 4.2.13 Authorising income and expenditure in line with the financial Scheme of Delegation.
  - 4.2.14 Appointing or dismissing the CEO, Headteachers and Central Service Team staff.
  - 4.2.15 Intervening as appropriate in any academy at risk of underperformance and managing the overall risk of the Trust.
  - 4.2.16 Undertaking determination of the establishment, constitution, membership, proceedings and delegated powers and functions of the Local Governing Board and committees along with their annual review and revision.
- 4.3 The Trust seeks to appoint Directors with a range of skills and experience. The quorum for meetings of the Board of Directors will be three Directors or one third rounded up (whichever is greater), voting in person, by video or tele-conference. The term of office for all Directors will be four years, normally for a maximum of two terms. The Board can authorise additional terms of office provided the director's skills and experience complement the Board's requirements. Other senior staff may be invited to meetings as and when required.
- 4.4 Where an issue is being discussed that directly affects a Director or the CEO, an interest (whether financial or non) must be declared and the individual must withdraw from the meeting. Any Director may attend any of the Trust and Local Governing Board meetings.
- 4.5 The Trust clerk will undertake the clerking of the meetings of Members and Directors and its committees and ensure that the minutes are included as an agenda item for consideration and approval at the next appropriate meeting. All decisions made by committees with delegated powers must be reported to the next full meeting of the Trust Board.
- 4.6 The annual agenda for the Trust board revolve around vision and strategy, educational performance, financial performance, governance matters, compliance, safeguarding and risk management.
- 4.7 The Chair of the Board of Directors will be elected at the first meeting of the academic year. Chairs of each sub-committee will be elected at the first meeting of the academic year.
- 4.8 Directors are required to undertake relevant Disclosure and Barring Service checks and maintain an update record of pecuniary/business interests.

## **5 INDIVIDUAL ROLES AND RESPONSIBILITIES**

### **5.1 The Role of the Chair of the Board of Directors**

- 5.1.1 To lead the board in ensuring the strategic direction of CMAT whilst offering effective support and challenge at all levels of the organisation.
- 5.1.2 To ensure the business of the Board is conducted properly, in accordance with legal requirements.
- 5.1.3 To ensure any decisions taken are done so in accordance with the scheme of delegation.
- 5.1.4 To ensure meetings are run effectively, focusing on priorities and making the best use of time available.
- 5.1.5 To ensure that all attendees have an equal opportunity to participate in discussion and decision making.
- 5.1.6 To establish and foster effective relationships with the Chief Executive Officer, Central Leadership Team, Chairs of Local Governing Boards and Headteachers within the Multi Academy Trust based on trust and mutual respect for each other's roles
- 5.1.7 To exercise emergency powers as and when required. In the event of a need to make a genuinely urgent decision, the Chair of the Board of Directors, where appropriate in consultation with the CEO, will take appropriate action on behalf of the Trust Board. The decisions taken and the reasons for urgency will be explained fully and minuted at the next meeting of the Trust Board.
- 5.1.8 To have a casting vote in the event of a tie.

### **5.2 The Role of the Chief Executive Officer**

The Chief Executive Officer will:

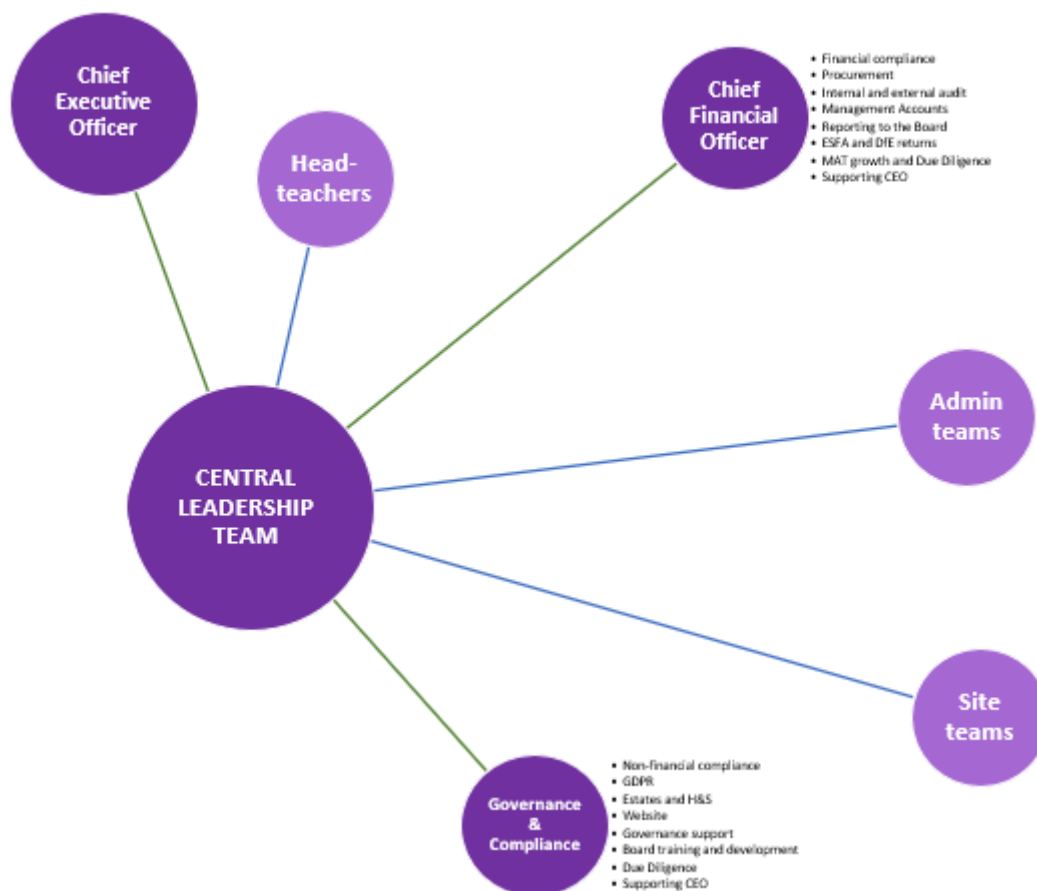
- 5.2.1 Provide strategic leadership and direction of the Trust and its Academies within the vision and strategy agreed by the Trust Board, to ensure that children consistently achieve good or better outcomes
- 5.2.2 Act in the role of accounting officer
- 5.2.3 Fulfil the Board's vision for medium term growth by engaging with potential MAT academies and liaising with external partners
- 5.2.4 Be the lead education professional for academies in the Trust, ensuring an effective strategy for building educational and leadership capacity ahead of need
- 5.2.5 Act as an ambassador for the Trust to promote CMAT and its ethos and values in the communities in which it works, with the DfE, Regional Schools Commissioner and Local Authority colleagues
- 5.2.6 Ensure that the Trust's financial viability is secure and is able to meet the Trust's and its academies' needs
- 5.2.7 Establish and foster an effective relationship with the Chair of the Board, Chairs of the Local Governing Bodies and Headteachers within the MAT based on trust and mutual respect for each other's roles.
- 5.2.8 Effectively deploy the staff and resources of the Central Leadership Team in line with strategic direction as determined by the Board of Directors.
- 5.2.9 Provide a written report on areas of responsibility to the Trust Board on at least a termly basis.
- 5.2.10 Line manage the Central Leadership Team and Headteachers to ensure the strategic direction of the Trust is followed and that standards are maintained across the Trust. The Chancery School Improvement Framework will be used annually to determine the categorisation of each school, and outline the appropriate support.
- 5.2.11 Ensure that best practice is shared within the MAT but also that best practice nationally is applied across our organisation.
- 5.2.12 Actively support and enhance the wellbeing and achievements of pupils and staff.

- 5.2.13 Ensure CMAT is represented in national, regional and local networks so that the Trust influences and is aware of new trends and is familiar with current best practice in the education sector
- 5.2.14 Ensure any decisions taken are done so in accordance with the scheme of delegation

### 5.3 **The Role of the Central Leadership Team (CLT):**

The CLT is responsible for delivering the Board's vision for the Trust through the day-to-day leadership of all the Trust's business, financial and administrative functions. This includes the establishment, maintenance and development of key non-educational policies, processes and procedures.

The CLT currently is made up of the CEO, Chief Financial Officer (CFO) and the Governance and Compliance Lead (GCL).



### 5.4 **The Role of the Trust Clerk and Clerks to the Governing Boards**

The Trust Clerk (appointed by the Trust Board) and Clerks to the Governing Boards (appointed by the academies) will provide effective support, advice and guidance to the Board and its respective committees.

They will:

- 5.4.1 Ensure governance business is conducted properly, in accordance with legal requirements and the Scheme of Delegation.
- 5.4.2 Ensure accurate minutes are recorded and maintained of meetings of the Board, LGBs and their respective committees and sub-committees.
- 5.4.3 Advise Directors / Governors on constitutional or procedural matters, duties and powers.
- 5.4.4 Work with relevant stakeholders to develop an annual overview/calendar of events



- and meetings for the Board and LGB
- 5.4.5 Maintain those records that are required by legislation (Register of business interests, attendance of governors, persons with significant control etc.)
- 5.4.6 Establish and foster an effective relationship with the Members, Directors, Chair of the Board, CEO, CLT, LGBs and Headteachers within the Multi Academy Trust based on trust and mutual respect for each other's roles
- 5.5 **The Role of the Chair of a Trust Committee (including LGB)**
  - 5.5.1 Ensure the business of the committee is conducted properly, in accordance with legal requirements and the committee's terms of reference.
  - 5.5.2 Ensure that all delegated responsibilities are undertaken in line with agreed policies and on a timely basis.
  - 5.5.3 Ensure meetings are run effectively, focusing on priorities and making the best use of time available.
  - 5.5.4 Ensure that all members have an equal opportunity to participate in discussion and decision-making.
  - 5.5.5 Ensure any decisions taken are done so in accordance with the scheme of delegation.

5.6 **The Role of the Headteacher (in those schools identified as in line with gradings of "Good" or better)**

The LGB, with the agreement of the CEO, shall appoint the Headteacher of each academy. The Headteacher of each academy within the Trust is responsible for the operational leadership, internal organisation, management and control of the academy.

They are responsible for:

- 5.6.1 Ensuring high quality education for all pupils that includes a broad and balanced curriculum.
- 5.6.2 Implementing all policies approved by the Trust Board
- 5.6.3 Implementing the agreed CMAT documents related to School Improvement, Standards and Assessment.
- 5.6.4 Developing and sustaining effective relationships with the CEO, CLT and LGB members which are based on trust and mutual respect for each other's roles.
- 5.6.5 Providing written reports to the CEO and LGB to enable effective monitoring to take place.
- 5.6.6 Ensuring any actions / decisions taken are done so in accordance with the scheme of delegation.

5.7 **The Role of the Headteacher (in those schools identified as being at risk of receiving an Ofsted grading 3 or 4, Coasting school or School Causing Concern)**

The Trust Board, in consultation with the CEO and LGB, shall appoint the Headteacher of each academy that is identified as being at risk of receiving an Ofsted grading 3 or 4, being a Coasting school or a School Causing Concern. The Headteacher of each academy is responsible for the operational leadership, internal organisation, management and control of the academy.

With the support of the CEO or other allocated mentor, they are responsible for:

- 5.7.1 Raising the standards and quality of education for all pupils that includes a broad and balanced curriculum.
- 5.7.2 Implementing all policies approved by the Trust Board.
- 5.7.3 Adhering to the agreed CMAT documents related to School Improvement, Standards and Assessment.
- 5.7.4 Developing and sustaining effective relationships with the CEO, CLT and Chair of LGB which are based on trust and mutual respect for each other's roles.

- 5.7.5 Providing written reports to the CEO and LGB to enable effective monitoring to take place.
- 5.7.6 Ensuring any actions / decisions taken are done so in accordance with the scheme of delegation.

## **6 BOARD COMMITTEES**

- 6.1 The Trust Board, in order to meet its requirements, may opt to have board committees and the membership will be reviewed and agreed by the Board of Directors annually. The quorum for each of the LGBs is three. The quorum for all other committees is one half of the numbers of the committee rounded up to the nearest full number.
- 6.2 The Chair of each committee will have a casting vote in the event of a tie. The committees will meet as often as is necessary to fulfil their responsibilities but usually at least 3 times per year. The CEO and other relevant senior staff should routinely attend committee meetings as appropriate to provide information and participate in discussions. The committees may invite attendance at meetings from persons who are not members of the committee such as academy Headteachers, professional advisors and auditors to assist or advise when and where appropriate.
- 6.3 Currently there are five Committees which meet a minimum of three times per year:

### **6.3.1 Finance and Resources Committee (Appendix 1.1)**

This committee will consider the Trust's financial, staffing, premises and health and safety matters and, by exception, individual academy matters, in order to provide the Trust Board with assurance on the business aspects of the Trust.

### **6.3.2 Audit & Risk Committee (Appendix 1.2)**

This committee will consider any internal and external audit reports as well as the risk register of the Trust, to provide assurance to the Trust Board.

### **6.3.3 Standards Committee (Appendix 1.3)**

This committee will consider standards at each academy in detail to ascertain potential risk of underperformance. It will use Local Governing Board minutes, analysis and information to further scrutinise the standards within academies, particularly if these have been highlighted as less than good.

### **6.3.4 Appraisal & Pay Review Committees (Appendix 1.4 and 1.5)**

The committees oversees the effective appraisal of the CEO, Central Trust staff and academy Headteachers.

### **6.3.5 LGB Committees (Appendix 1.6)**

The committees play a crucial role in driving each school forward whilst offering appropriate challenge to the Headteacher

## **7 LOCAL GOVERNANCE**

### **7.1 Structure**

- 7.1.1 In order to assist with the discharge of their responsibilities, the Directors have established a Local Governing Board ("LGB") for each of the Academies. The LGB shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of the Trust (the "Articles").
- 7.1.2 The responsibilities that are delegated to the LGBs are set out in the Scheme of Delegation. All decisions made, therefore, must be in line with the agreed Scheme of Delegation.
- 7.1.3 The CMATB believes that the best results will be achieved when each academy's LGB receives a level of responsibility and autonomy appropriate to its specific circumstances. Where an academy is performing very effectively, achieving good or better outcomes for its pupils, the Trust's involvement in it will be minimal and the LGB will operate with maximum autonomy. The Trust will exercise closer supervision of an academy (facilitated through the Chief Executive Officer) that is judged to be requiring improvement.
- 7.1.4 The LGB has the authority to delegate their functions to sub-committees, run a flat structure or in certain circumstances, delegate to an individual Governor or the Headteacher.

### **7.2 Membership**

- 7.2.1 Members of the Local Governing Board will be known as governors.
- 7.2.2 The Local Governing Board is constituted in accordance with the requirements set out by the Trust.
- 7.2.3 The appointment of governors is delegated to the LGB.
- 7.2.4 Where the Trust Board has significant concerns about a particular academy, including OFSTED gradings, the Trust Board has the power to remove or replace some or all of the local governors.
- 7.2.5 Where an existing academy is deemed to be at risk of failing its pupils, the Trust may exercise the right to reconstitute the LGB and appoint the majority of its members to ensure that the identified weaknesses can be effectively addressed.
- 7.2.6 The Directors have the right to appoint such persons to the LGB as they shall determine from time to time.
- 7.2.7 In accordance with National Governance Association guidance all Local Governors will serve a 4- year term of office, normally for a maximum of two terms. Any LGB wishing to retain a governor for an additional term(s) must consult with the Board of Directors stating how the individual's skills and experience continue to meet the needs of the LGB. Alternatively, governors may be recommended to serve on another LGB within the Trust.

### **7.3 Terms of Reference – please see Appendix 1.6**

- 7.3.1 The Terms of Reference for the LGBs can be found in Appendix 1.6.

## **8 SUMMARY ACCOUNTABILITY LEVELS FOR LOCAL GOVERNING BOARDS**

- 8.1 The LGB will play a crucial role in driving forward the school and offer appropriate challenge to the Headteacher. It will:
  - 8.1.1 Promote high standards and aim to ensure that students and pupils are attending a successful school which provides them with a good education and supports their well-being.
  - 8.1.2 Ensure arrangements are in place for the effective safeguarding of pupils and staff
  - 8.1.3 Be accountable to the Trust Board for its actions and follow the expectations of

governors as laid down by the Trust Board.

8.1.4 Aim to establish that it is competent, accountable, independent and diverse

8.1.5 Aim to promote best practice in governance.

8.1.6 Ensure that its governors promote and uphold high standards of conduct, probity and ethics.

8.2 The Trust, through the Central team and in consultation with the LGB, will retain responsibility for:

8.2.1 Planning the Capital Expenditure programme

8.2.2 Setting whole academy financial targets in line with Trust priorities

8.2.3 Establishing Trust wide policies applicable to each academy

8.2.4 Setting attainment and progress targets for each academy (where progress is a concern)

8.2.5 Undertaking Headteacher appraisal along with one LGB member. It will remain the responsibility of the CEO to make the final decision regarding Headteacher appraisal.

8.3 In lower performing schools, the Trust will also retain responsibility for:

8.3.1 Budget setting for the academies within the Trust (this will be undertaken in consultation with the Headteacher and LGB).

8.3.2 Approval of governor appointments

8.4 Working on behalf of the Board of Directors, it is the responsibility of the LGB to:

8.4.1 Set the vision, ethos and direction of the academy in partnership with other stakeholders.

8.4.2 Provide effective support and challenge to academy leaders.

8.4.3 Approve the strategic areas and targets for inclusion in the Academy Development Plan.

8.4.4 In conjunction with the CEO and Headteacher, approve educational targets for the academy as a whole and for identified groups with regard to Trust-based, local and national standards.

8.4.5 Monitor progress against the agreed educational targets in the Academy Development Plan.

8.4.6 Recommend the budget, including the 3-year plan, and staffing structure, for approval to the Trust Board.

8.4.7 Review and challenge the 3-year budget on a termly basis.

8.4.8 Identify current and future financial risks and accrue/plan accordingly via maintenance of the academy risk register and report on such to the LGB

8.4.9 Approve or reject any and all non-budgeted expenditure that arises throughout the academy year that is over and above £10,000

8.4.10 Contribute to the consultation process for Trust policies.

8.4.11 Approve expenditure in line with the Financial Procedures.

8.4.12 Review the annual audited financial statements for CMAT and action any recommendations for their academy contained therein.

8.4.13 Contribute to Trust Board consultations.

8.4.14 Ensure effective local policies are in place for matters not covered by central Trust policies.

8.4.15 Ensure the implementation of Trust policies and review their effectiveness and impact.

8.4.16 Arrange for the preparation of any reports requested by the Trust Board.

## Section 2: SCHEME OF DELEGATION

| R - Responsible<br>(Approves)<br>A – Accountable<br>(Completes)<br>C - Consult with<br>I – Inform about  | CMAT    |             |     |     | Academy |              |
|--|---------|-------------|-----|-----|---------|--------------|
|  | Members | Trust Board | CEO | CLT | LGB     | Head-teacher |
| <b>1. Strategy</b>   |         |             |     |     |         |              |
| <b>1.1 Trust Strategic Development</b>   |         |             |     |     |         |              |
| Approval of Trust Strategy   |         | RA          | A   | C   | C       | C            |
| Delivery of Trust Strategy and Strategic Development Plan  |         | R           | A   |     |         |              |
| Financial strategy including the management of Trust reserves and assets   |         | R           | A   | A   | C       | C            |
| Monitoring of progress against strategic targets   |         | RA          | A   |     |         |              |
| Entering into, or withdrawing from, a formal partnership   |         | R           | C   | C   | A       | C            |
| Admission of academies to MAT  |         | RA          | A   | C   | I       | I            |
| Provision of advice in relation to due diligence for the admission of academies to MAT   |         | R           | A   | A   |         |              |
| Creation and admission of new free schools to MAT  |         | R           | A   | A   | I       | I            |
| Making application to the DfE for significant changes to an academy within the Trust   |         | R           | C   | C   | A       | A            |
| Provision of financial and risk advice in relation to the creation and admission of new free schools to the MAT  |         | R           | A   | A   |         |              |
| <b>1.2 Financial</b>   |         |             |     |     |         |              |
| Entering into DfE / ESFA funding arrangements  |         | RA          | C   | C   | C       | C            |
| Entering into leases or other legal arrangements (as per Financial Handbook)   |         | RA          | C   | C   | C       |              |
| <b>1.3 Academy Strategic Development</b>   |         |             |     |     |         |              |
| Approval of Academy Development Plan   |         | I           | C   |     | R       | A            |
| Implementation of Academy Development Plan   |         | I           | C   | C   | R       | A            |
| Reviewing progress against Academy Development Plan and reporting to Trust on progress.  |         | R           | A   |     | C       | C            |
| Reviewing progress against Academy Development Plan and reporting to LGB on progress.  |         |             | I   |     | R       | A            |
| Highlighting risk to Trust Board by exception  |         | I           | RA  | I   | RA      | AI           |
| Review of overall effectiveness of SDP   |         | I           | C   | C   | R       | A            |
| <b>1.4 Risk Management Systems</b>   |         |             |     |     |         |              |
| Strategic oversight of risk <ul style="list-style-type: none"> <li>Strategic</li> <li>Financial</li> <li>Operational</li> <li>Reputational</li> </ul>  |         | R           | A   | A   |         |              |
| Delivery of risk management: <ul style="list-style-type: none"> <li>Strategic</li> <li>Financial</li> <li>Operational</li> <li>Reputational</li> </ul> |         | I           | C   | C   | R       | A            |

| R - Responsible (Approves)<br>A – Accountable (Completes)<br>C - Consult with<br>I – Inform about | CMAT    |             |     |     | Academy |              |
|---|---------|-------------|-----|-----|---------|--------------|
|   | Members | Trust Board | CEO | CLT | LGB     | Head-teacher |
| <b>2. Governance</b>  |         |             |     |     |         |              |
| <b>2.1 The Business of Governance</b>   |         |             |     |     |         |              |
| Appointment and Removal of Members  | RA      | I           | I   | I   |         |              |
| Appointment of Directors  | RA      | RA          | I   | I   | I       |              |
| Removal of Directors (depending on who appointed them)  | RA      | RA          | I   | I   | I       |              |
| Appoint Chair of Directors (annually)   |         | RA          | I   | I   | I       |              |
| Removal of Chair of Directors   | RA      | I           | I   | I   | I       |              |
| Approval of Terms of Reference for Trust committees and LGBs                                      |         | R           | A   | C   | C       | I            |
| Approval of terms of reference for LGB sub-committees   |         | I           | C   | C   | R       | A            |
| Recruitment procedures for appointed governors for Academy LGBs where outcomes are good or better |         | I           | C   | C   | R       | A            |
| Recruitment procedures for appointed governors for Academy LGBs where outcomes are less than good |         | R           | A   | C   | C       | C            |
| Appoint local governors in schools/LGBs where outcomes are less than good                         |         | R A         | C   | C   | C       | C            |
| Appoint Chair of Academy LGBs   |         | I           | C   | C   | AR      | C            |
| Remove & replace Chair of Academy Local Governing Bodies in schools providing cause for concern   |         | RA          | C   | C   | C       | C            |
| Removal of Local Academy LGB  |         | RA          | C   | C   | C       | C            |
| Appoint and Remove Trust Clerk  |         | RA          | C   | C   | C       | C            |
| Appoint and Remove LGB Clerk  |         | I           | I   | C   | AR      | C            |
| Maintain Register of Interests  | R       | R           | I   | A   | R       | I            |
| Approval / amendment of scheme of delegation  |         | R           | A   | C   | C       | C            |

| R - Responsible (Approves)<br>A – Accountable (Completes)<br>C - Consult with<br>I – Inform about  | CMAT    |             |     |     | Academy |              |
|--|---------|-------------|-----|-----|---------|--------------|
|  | Members | Trust Board | CEO | CLT | LGB     | Head-teacher |
| <b>3. Compliance</b>   |         |             |     |     |         |              |
| <b>3.1 Policies</b>  |         |             |     |     |         |              |
| Approval of MAT policies   |         | R           | A   | C   | C       | C            |
| Approval of local policies   |         | I           | C   | C   | R       | A            |
| Monitoring the effectiveness and impact of policies in accordance with the annual agenda plan and reporting termly to the Trust Board.   |         | RA          | C   | C   | RA      | C            |
| <b>3.2 Miscellaneous</b>   |         |             |     |     |         |              |
| Term dates and INSET dates (may differ between academies)  |         | I           | C   | C   | R       | A            |
| Length / organisation of academy day   |         | I           | C   | C   | R       | A            |
| Fixed term exclusions  |         |             | C   |     | R       | A            |
| Permanent exclusions   |         |             | C   |     | R       | A            |
| Exclusions and Admissions appeals  |         |             | C   |     | R       | A            |
| Admissions policies and criteria   |         | I           | C   | C   | R       | A            |
| Ensuring staff and pupil records are maintained appropriately (school register etc.) and reports (such as Census) are made accurately and in a timely manner.                  |         | I           | I   | I   | R       | A            |
| Ensuring the academy website is maintained with accurate and up-to-date information and is fully compliant with statutory requirements.  |         | I           | I   |     | R       | A            |
| Ensuring the Trust website is maintained with accurate and up-to-date information and is fully compliant with statutory requirements.  |         | R           | R   | A   |         |              |
| <b>3.3 GDPR</b>  |         |             |     |     |         |              |
| Approval of data protection and associated policies  |         | R           | C   | A   | C       | C            |
| Ensuring that data protection practices reflect the Trust data protection policy   |         | R           | C   | A   | C       | C            |
| Monitoring data protection systems and practice at local academy level to ensure they fulfil the requirements of the Trust Policy – reporting any concerns to the Trust Board. |         |             | C   | C   | R       | A            |

| R - Responsible (Approves)<br>A – Accountable (Completes)<br>C - Consult with<br>I – Inform about  | CMAT    |             |     |     | Academy |              |
|--|---------|-------------|-----|-----|---------|--------------|
|  | Members | Trust Board | CEO | CLT | LGB     | Head-teacher |
| <b>4. Educational Performance</b>  |         |             |     |     |         |              |
| <b>4.1 Educational Performance &amp; Attendance</b>  |         |             |     |     |         |              |
| Setting Academy targets based upon previous performance, ASP, IDSR and FFT   |         | I           | C   |     | R       | A            |
| Setting targets where KPIs are not met, in line with the Chancery School Improvement Framework.  |         | R           | A   |     | I       | C            |
| Monitoring of progress against targets and ensuring that outcomes are in line with Trust-based, Local & National standards and monitoring specific groups (PPG, SEND, Gender, Attendance). |         | I           | C   |     | R       | A            |
| Analysing Trust educational performance and identifying areas of underachievement.   |         | R           | A   |     | C       | C            |
| <b>4.2 Quality of Teaching And Learning</b>  |         |             |     |     |         |              |
| Monitoring the quality of teaching and learning and reporting to the LGB and Trust Board.  |         | I           | R   |     | R       | A            |
| <b>4.3 Curriculum</b>  |         |             |     |     |         |              |
| Curriculum planning, implementation and review   |         | I           | C   |     | R       | A            |
| Monitoring the impact of curriculum on standards   |         | I           | C   |     | R       | A            |
| Ensuring the delivery of a broad and balanced curriculum   |         | I           | C   |     | R       | A            |
| Ensuring the effectiveness of PPG  |         | I           | C   |     | R       | A            |
| Ensuring the effectiveness of sports premium and any other ringfenced funding  |         | I           | C   |     | R       | A            |
| <b>4.4 Assessment</b>  |         |             |     |     |         |              |
| Provide termly reliable and validated assessments  |         | I           | C   |     | R       | A            |
| Provide overview of Trust educational performance  |         | R           | A   |     | C       | C            |



| R - Responsible (Approves)<br>A – Accountable (Completes)<br>C - Consult with<br>I – Inform about        | CMAT    |  |     |     | Academy |              |
|--|---------|--|-----|-----|---------|--------------|
|  | Members | Trust Board  | CEO | CLT | LGB     | Head-teacher |
| 5. Financial Performance   |         |  |     |     |         |              |
| 5.1 Financial Controls   |         |  |     |     |         |              |
| Approval of systems of financial control   |         | R  | C   | A   | C       | C            |
| Assurance over adequacy of systems of internal financial control   |         | R  | C   | A   | C       | C            |
| Initial appointment of external Auditors   | R       | I  | I   | A   |         |              |
| Recommendation to retain/alter external auditors   |         | R  | I   | A   |         |              |
| Approval of CMAT financial procedures  |         | R  | C   | A   | I       | I            |
| 5.2 Budget & Management Reporting  |         |  |     |     |         |              |
| Draft annual academy budget in good schools  |         |  | C   | A   | R       | A            |
| Draft annual academy budget in less good schools   |         | R  | A   | A   | C       | C            |
| Review academy budget and recommend to Trust Board   |         |  | C   | A   | R       | C            |
| Draft and recommend annual Centralised Trust Budget  |         | I  | C   | A   |         |              |
| Approve annual Centralised Trust budget  |         | R  | C   | C   |         |              |
| Approve Annual Top Slice charge  |         | R  | C   | A   | C       | C            |
| Receipt and review of monthly management accounts  |         | R  | I   | A   |         |              |
| Prepare and present termly financial reports to LGB in good or better academies                          |         |  | I   | C   | R       | A            |
| Prepare and present termly financial reports to LGB in less than good academies                          |         |  | I   | A   | R       | A            |
| Termly review of financial position of each academy and report to Trust Board of risk by exception       |         | I  | C   | A   | R       | C            |
| Present and interrogate Benchmarking data.   |         | R  | C   | A   | I       | I            |
| 5.3 Purchasing and Procurement   |         |  |     |     |         |              |
| Placing orders for goods and services, entering into contracts   |         | In line with CMAT Financial Procedures Policy      |     |     |         |              |
| Waiver of CMAT financial regulations in respect of purchasing  |         | In line with the ESFA Academy Trust Handbook       |     |     |         |              |
| Ensuring compliance with tendering processes   |         | In line with CMAT Tendering and Procurement Policy |     |     |         |              |
| 5.4 Banking Authority and Cash Management  |         |  |     |     |         |              |
| Approval to borrow money   |         | In line with CMAT Financial Procedures Policy      |     |     |         |              |
| Cash flow Management, Treasury & Investment  |         | In line with CMAT Investment Policy                |     |     |         |              |
| Open a bank account and approve signatories  |         | In line with CMAT Financial Procedures Policy      |     |     |         |              |
| 5.5 Insurance  |         |  |     |     |         |              |
| Ensure all necessary insurances not covered by CMAT (e.g. staff absence) are entered into by the academy |         | I  | I   | I   | R       | A            |
| Ensure all academies are entered into the RPA  |         | R  | C   | A   | I       | I            |

| 5.6 Statutory Reporting   |   |    |   |   |   |   |
|---|---|----|---|---|---|---|
| Responsible for the drafting of the annual accounts and Trustees' end of year report in conjunction with the Trust's auditors |   | RA | C | A | I | I |
| Responsible for the approval of the annual accounts   | I | RA | I | I | I | I |
| Responsible for the drafting and timely submission of accounting returns and termly reporting to the Board                    |   | R  | C | A | I | I |
| PAYE Returns  |   | R  | C | A | I | I |
| VAT Returns   |   | R  | C | A | I | I |

| R - Responsible (Approves)<br>A – Accountable (Completes)<br>C - Consult with<br>I – Inform about          | CMAT    |             |     |     | Academy |               |
|--|---------|-------------|-----|-----|---------|---------------|
|  | Members | Trust Board | CEO | CLT | LGB     | Head-teachers |
| <b>6. Staffing</b>   |         |             |     |     |         |               |
| <b>6.1 Staff Planning</b>  |         |             |     |     |         |               |
| Approval of annual Trust staffing structure and budgets  |         | R           | A   | C   |         |               |
| Approval of annual Academy staffing structure and budgets  |         |             | C   | C   | R       | A             |
| Sign off Job Description grade of CEO post   |         | RA          |     | C   |         |               |
| Sign off Job Description grade of CLT posts  |         | R           | A   | C   |         |               |
| Sign off Job Description grade of academy Headteacher posts  |         | R           | C   |     | C       |               |
| Sign off Job Description grade of academy teaching & support staff posts                                   |         |             | C   |     | R       | A             |
| Evaluation of job grades   |         | R           | C   | A   | C       | C             |
| Approval / variation of basic employment terms and conditions  |         | R           | C   | A   | C       | C             |
| <b>6.2 Recruitment</b>   |         |             |     |     |         |               |
| Recruitment & appointment of CEO   |         | RA          |     |     |         |               |
| Recruitment & Appointment of central Trust staff   |         | R           | A   |     |         |               |
| Recruitment & Appointment of Headteachers  |         | R<br>A=1    | A   |     | A≥1     |               |
| Recruitment & Appointment of Deputy Headteachers   |         | I           | C   |     | RA      | A             |
| Recruitment & Appointment of all other staff   |         |             | C   | C   | R       | A             |
| Recruitment processes  |         | R           | C   | A   | C       | C             |
| Suspension/dismissal of CEO  |         | RA          |     |     |         |               |
| Appeals panel for dismissal of CEO   | R       | A           |     |     |         |               |
| Suspension/dismissal of CLT  |         | RA          | A   |     |         |               |
| Appeals panel for dismissal of CLT   | R       | A           |     |     |         |               |
| Suspension/dismissal of Headteacher  |         | R           | A   |     | A       |               |
| Appeals panel for dismissal of Headteacher   |         | R           | A   |     | A       |               |
| Suspension/dismissal of other staff  |         |             | I   |     | R       | A             |
| Appeals panel for dismissal of other staff   |         |             |     |     | R       | A             |
| Approval of any severance / redundancy agreements  |         | R           | C   |     |         | A             |
| <b>6.3 Pay and Appraisal</b>   |         |             |     |     |         |               |
| Annual approval of pay policy, including pay awards, pay point values, other discretionary allowances etc. |         | R           | C   | A   | C       | C             |
| Determination of pay ranges  |         | R           | C   | A   | C       | C             |
| Annual Appraisal & Pay Progression CEO   |         | RA          |     |     |         |               |
| Pay appeal - CEO   | R       | A           |     |     |         |               |
| Annual Appraisal & Pay Progression CLT   |         | R           | A   |     |         |               |
| Pay appeal - CLT   | R       | A           |     |     |         |               |

|  |   |       |     |   |       |   |
|--|---|-------|-----|---|-------|---|
| Annual Appraisal & Pay Progression Headteachers                          |   | I A=1 | R A |   | R A=1 |   |
| Pay appeal - Headteachers  | R | A     |     |   |       |   |
| Annual Appraisal & Pay Progression - Other SLT in good schools           |   |       | C   |   | R     | A |
| Annual Appraisal & Pay Progression - Other SLT in less than good schools |   |       | A   |   | R     | A |
| Pay appeal – Other SLT   |   | R     |     |   | A     |   |
| Annual Appraisal & Pay Progression - Other Academy Staff                 |   |       |     |   | R     | A |
| Pay appeal – all other staff   |   |       |     |   | RA    |   |
| <b>6.4 Pensions</b>  |   |       |     |   |       |   |
| Pension Policy & Discretions   |   | R     |     | A |       |   |
| Handling of all pension matters (teachers and support staff)             |   | R     |     | A |       |   |
| Approval of use of pension discretions                                   |   | R     |     | A |       |   |

| R - Responsible (Approves)<br>A – Accountable (Completes)<br>C - Consult with<br>I – Inform about  | CMAT    |             |     |     | Academy |              |
|--|---------|-------------|-----|-----|---------|--------------|
|  | Members | Trust Board | CEO | CLT | LGB     | Head-teacher |
| <b>7. Health &amp; Safety</b>  |         |             |     |     |         |              |
| <b>7.1 Safeguarding Policy</b>   |         |             |     |     |         |              |
| Approval of Trust safeguarding statement   |         | R           | A   | C   | I       | C            |
| Responsibility for ensuring the Trust safeguarding statement is reflected in local policies and practice   |         | R           | A   | C   | I       | C            |
| Approval of individual academy safeguarding policy   |         | I           | C   | I   | R       | A            |
| <b>7.2 Safeguarding Practice</b>   |         |             |     |     |         |              |
| Ensuring Academy practices reflect local academy safeguarding policy   |         | I           | C   | I   | R       | A            |
| Maintaining effective systems for the identification and reporting of safeguarding concerns  |         | I           | C   | I   | R       | A            |
| Ensuring all staff & governors receive appropriate training in relation to safeguarding, including safer recruitment.  |         | I           | C   | I   | R       | A            |
| Ensuring safer recruitment formalities are completed in accordance with CMAT policy and the single central record is maintained appropriately                            |         | I           | C   | I   | R       | A            |
| Maintenance of register of interests and DBS checks for Central Trust  |         | R           | A   | C   | I       | I            |
| Maintenance of register of interests and DBS checks for Academy  |         | I           | C   | C   | R       | A            |
| Ensuring that safeguarding is covered within the curriculum in an age-appropriate format including e-safety and road safety  |         | I           | C   | I   | R       | A            |
| <b>7.3 Safeguarding Governance</b>   |         |             |     |     |         |              |
| Reporting an overview of safeguarding, behaviour and attendance at academy level on a termly basis   |         | I           | C   | I   | R       | A            |
| Reviewing safeguarding matters and holding senior leaders to account for safeguarding in accordance with the annual agenda plan and reporting termly to the Trust Board. |         | R           | A   | C   | C       | C            |
| Approving appropriate actions in academies where concerns are raised in relation to the safeguarding practices in any particular academy.                                |         | R           | A   | C   | C       | C            |
| Implementing appropriate actions in academies where concerns are raised in relation to the safeguarding practices in any particular academy.                             |         | I           | C   | I   | R       | A            |
| <b>7.4 Health and Safety</b>   |         |             |     |     |         |              |
| Approval of CMAT health and safety policy  |         | R           | C   | A   | C       | C            |
| Ensuring the adequacy of health and safety practice throughout CMAT  |         | R           | C   | A   | C       | C            |
| Health and Safety Accident reporting – termly reporting  |         | I           | I   | I   | R       | A            |
| Health and Safety RIDDOR reporting   |         | I           | I   | I   | R       | A            |

|   |  |   |   |   |   |   |
|---|--|---|---|---|---|---|
| Reviewing systems in place to ensure compliance with health and safety policy and minimising risk. Reporting of medium – high levels of risk to Trust Board |  | R | A | A | C | C |
| Responsibility for ensuring health and safety throughout the Trust  |  | R | A | A | C | C |
| Responsibility for ensuring that staff receive appropriate health and safety training   |  | I | I | C | R | A |
| Responsibility for ensuring statutory compliance checks are undertaken (asbestos, legionella, PE equipment etc.)  |  | I | I | C | R | A |
| Responsibility for ensuring risk assessments are completed (using external contractors where appropriate) and recommended actions are completed.            |  | I | I | C | R | A |
| Ensuring that the level of risk for school visits is acceptable and obtaining approval from the LGB for any residential visits.                             |  | I | I | C | R | A |
| Approval of residential risks   |  | I | I | C | R | A |
| <b>7.5 Critical Incident Management</b>   |  |   |   |   |   |   |
| Development and approval of CMAT Critical Incident and Business Continuity Policies   |  | R | C | A | C | C |
| Implementation of Critical incident management planning at academy level  |  | I | C | C | R | A |
| Ensuring suitable critical incident plans are in place, monitoring compliance and reviewing the effectiveness of the policy at academy level                |  | I | C | C | R | A |

# **Appendix 1: TERMS OF REFERENCE**

## **A1.1 - Finance & Resources Committee**

### **1. Constitution**

- 1.1 The Trust Board ("the Board") has resolved to establish a Finance Committee to advise the Board on matters relating to the Trust's finance and resources arrangements.
- 1.2 The Finance Committee is responsible to the Trust Board.
- 1.3 The Committee's Terms of Reference are adopted by the Board and may only be changed with the approval of the Board.
- 1.4 The Committee's remit will extend to advise the Board on the performance and pay of the Chief Executive of the Trust and the Clerk to the Board.
- 1.5 The Clerk to the Board (or appointed deputy) shall be the Clerk to the Committee. However, the Clerk can be required to withdraw from that part of any meeting at which the Clerk's remuneration (or any other matter relating to the Clerk within the remit of the Committee) is to be discussed. In these circumstances, one of the Committee members will act as a temporary Clerk to minute the proceedings of the Committee or a deputy may attend.

### **2. Authority**

- 2.1 The Finance Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any governor, employee, external audit, internal auditor or other assurance provider.
- 2.2 The Finance Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or Chair of the Board.

### **3. Duties**

- 3.1 To fulfil its responsibilities as set out in this Terms of Reference in line with the Academies Financial Handbook, the Trust's Financial Regulations and in compliance with the Funding Agreement with the Secretary of State of Education.
- 3.2 To consider the indicative funding of the academies within the trust, notified annually by the ESFA, and to assess its implications for the trust, in consultation with the Accounting Officer and CFO in advance of the financial year, drawing any matters of significance or concern to the attention of the Board.
- 3.3 To inform development of the trust's strategic plans through financial decisions. To consider financial priorities and proposals, in consultation with the Accounting Officer & CFO, with the stated and agreed aims and objectives of the trust.
- 3.4 In consultation with the Accounting Officer, CFO, Local Governing Boards and Headteachers to draft and recommend to the Board, the first formal budget plan of the financial year on broad budget headings. This should include the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the trust's development plan.
- 3.5 To establish and maintain an up to date 3-year strategic financial plan.
- 3.6 To monitor and review income and expenditure on a regular basis and ensure compliance with the overall financial plan for the academies and the trust, and with the financial regulations of the ESFA, drawing any matters of concern to the attention of the Board.
- 3.7 To consider budget position statements at both academy and trust level including virement decisions at least termly and to report significant anomalies from the anticipated position to the Board of Directors.
- 3.8 To receive reports from the audit committee and action where necessary.
- 3.9 To review the financial elements of the Risk Management Policy and Risk Listing including Health and Safety, buildings and insurance to ensure that the financial risk is included in the academy or trust accounts where necessary and make recommendations to the Board of Directors.
- 3.10 To review any strategic matters with financial implications concerning sponsorship of Academies and make recommendations to the Board of Directors.

- 3.11 To be responsible, in conjunction with the Board of Directors, for determining dismissal payments/early retirement
- 3.12 Receive potential bids from academies and the trust for external funding and recommend to the Board for approval.
- 3.13 To review benchmarking data on an annual basis to secure best value for money.
- 3.14 To monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and, where appropriate to make recommendations for improvement.
- 3.15 To review the suite of finance related policies to include the Finance Procedures & Scheme of Delegation.

#### **4 Administration**

- 4.1 The Finance Committee will meet at least once per term. The Chair or any two members may call an additional meeting.
- 4.2 The Finance Committee will consist of at least three members of the Board. Members of the Committee are appointed annually. Additionally, up to two external co-opted members with particular expertise may also be appointed who are not members of the Board. At least one of the members should have relevant financial experience.
- 4.3 If the Chair is absent from a meeting, the members shall choose another member, who is also a member of the Board, to act as Chair for that meeting.
- 4.4 The quorum of the Finance committee is one half of the numbers of the committee rounded up to the nearest full number. In addition, at least 50% of those members present are Board members and no more than 50% of those present may be employees of the Trust.
- 4.5 The Accounting Officer, Chief Finance Officer and other members of the Trust's staff may be invited to attend but will have no voting rights.
- 4.6 Administrative support will be provided by the Clerk to the Board/Governing Board or his/her deputy.
- 4.7 The agenda for meetings will be agreed in advance by the Chair of the Finance Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.
- 4.8 Minutes of meetings will be taken and will be submitted in the next scheduled meeting of the Board once approved in draft by the Chair of the Finance Committee.
- 4.9 The Finance Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.
- 4.10 The members of the Committee shall hold office from the date of their appointment until the resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall happen first).
- 4.11 The Board must not add to these Terms of Reference responsibilities that require the Finance Committee to adopt an executive role, or its members to offer professional advice to the Board.



## **A1.2 – Audit & Risk Committee**

### **1. Constitution**

- 1.1 The Trust Board ("the Board") has resolved to establish an audit and risk committee to advise the Board on the adequacy of financial and non-financial controls and risk management arrangements in the trust, and it must also direct a programme of internal scrutiny and consider the results and quality of the external audit.
- 1.2 The audit and risk committee is responsible to the Trust Board.
- 1.3 The committee's Terms of Reference are adopted by the Board and may only be changed with the approval of the Board.
- 1.4 The Clerk to the Board (or appointed deputy) shall be the Clerk to the committee. However, the Clerk can be required to withdraw from that part of any meeting at which the Clerk's remuneration (or any other matter relating to the Clerk within the remit of the Committee) is to be discussed. In these circumstances, one of the Committee members will act as a temporary Clerk to minute the proceedings of the Committee or a deputy may attend.

### **2. Authority**

- 2.1 The audit and risk committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any governor, employee, external auditor, internal auditor or other assurance provider.
- 2.2 The audit and risk committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or Chair of the Board.

### **3. Duties**

The duties of the audit and risk committee are to:

- 3.1 To fulfil its responsibilities as set out in these Terms of Reference in line with the Academies Financial Handbook, the Trust's Financial Regulations and in compliance with the Funding Agreement with the Secretary of State of Education.
- 3.2 To elect a chair of the committee
- 3.3 To confirm meeting dates, if these have not already been established by the Board.
- 3.4 To advise the Board on the need for and, where appropriate, the appointment, re-appointment, dismissal and remuneration of the external auditor, internal auditor, regulatory auditor and any other assurance providers.
- 3.5 To review the external auditor's annual planning document and approve the planned audit approach.
- 3.6 To assess the effectiveness and resources of the external auditor to provide a basis for decisions by the trust's members about the auditor reappointment or dismissal or retendering.
- 3.7 Review the internal and external audit plan for the academic year. Agree a programme of work to deliver internal scrutiny that provides necessary coverage across the year, reviewing the ratings and responses on the trust's risk register to inform the programme.
- 3.8 To deliver internal scrutiny in a way most appropriate to the trust's circumstances, which could include employing an in-house internal auditor or buying in internal audit services.
- 3.9 To advise the board of directors on the internal scrutiny programme of work.
- 3.10 Consider the reports from those carrying out the programme of work.
- 3.11 Consider the internal scrutiny reports and discuss the progress made against recommendations made regarding enhancing financial and non-financial controls and risk management procedures.
- 3.12 Discuss progress in addressing any recommendations made at previous meetings or by third parties.
- 3.13 Discuss the recommendations and outputs of any assurance activities by third parties, including the ESFA financial management and governance reviews, funding audits and investigations.
- 3.14 Agree who is responsible for carrying out elements of the programme of work
- 3.15 Review the trust's census returns to ensure they are accurate and compliant with the funding criteria.

- 3.16 Review the trust's budget forecast returns to ensure they are accurate and compliant with funding criteria.
- 3.17 Review the trust's land and building collection tool (LBCT) to ensure it is compliant with the funding criteria.
- 3.18 To ensure information submitted to the DFE and ESFA that affects funding, including pupil number returns and funding claims (for both revenue and capital grants) completed by the trust, is accurate and in compliance with funding criteria.
- 3.19 To advise the board of directors on accounting policies, anti-fraud policy, whistleblowing policy and processes and arrangements for special investigations.
- 3.20 Comment on the annual report and financial statements for the previous financial year prior to their finalisation and submission to the Board.
- 3.21 Advise on the content of the governance statement to be presented alongside the finalised financial statements.
- 3.22 Review and consider the annual audited financial statements.
- 3.23 To ensure that the audited financial statements are submitted to the ESFA and Companies House by 31 December each year.
- 3.24 To ensure that the trust submits its annual summary report of the areas reviewed, key finding, recommendations and conclusions to the ESFA by 31 December each year when the audited annual financial statements are submitted. If the trust uses additional individuals or organisations where specialist non-financial knowledge is required, the committee should ensure recommendations and conclusions from these individuals or organisations are included as part of the summary document.
- 3.25 To ensure the appropriate cooperation and coordination of the work of the external auditors and the accounting officer, and ensure that the programme of internal scrutiny informs the accounting officer's statement of regularity in the annual accounts.
- 3.26 Ensure appropriate cooperation and coordination of the work of the external auditor and internal auditor.
- 3.27 Meet with the external auditor and internal auditor or other assurance provider, without management present, at least annually
- 3.28 To assess the quality, effectiveness and resources of the external auditor to provide a basis for decisions by the trust's members about the auditor reappointment or dismissal or retendering.
- 3.29 To consider any additional services delivered by the external auditor or other assurance providers and ensure appropriate independence is maintained.
- 3.30 To monitor the progress made against audit recommendations.
- 3.31 To ensure that the ESFA is provided with any requested internal scrutiny reports.
- 3.32 Discuss the implications of the result of the accounting officer's statement of regularity.
- 3.33 To make reports to the Board on the adequacy of the trust's financial and non-financial controls.
- 3.34 To ensure information submitted to the DFE and ESFA that affects funding, including pupil number returns and funding claims (for both revenue and capital grants) completed by the trust, is accurate and in compliance with funding criteria.
- 3.35 To report to the Board on the trust's risk management process
- 3.36 To advise on the strategic processes for risk, control and governance and the governance statement.
- 3.37 To advise on assurances relating to the management of risk and governance requirements for the trust.
- 3.38 Where it is deemed appropriate any reports should be referred to the Board or other committee for information or action.
- 3.39 Establish and monitor KPIs with regard to the performance of the external auditor, internal auditor or other assurance provider.

#### **4 Administration**

- 4.1 The audit and risk committee will meet as often as is necessary to fulfil its responsibilities, but at least three times per year.
- 4.2 The chair of the committee or any three committee members may, by giving notice in writing to the clerk, call unscheduled meetings as long as appropriate notice of at least seven days is given to other members of the committee. A shorter notice may be given where the chair of the committee decides a particular matter requires addressing immediately.
- 4.3 The frequency and dates for the audit and risk committee meetings will be considered before the first

Autumn term meeting of the year.

- 4.4 The audit and risk committee members are appointed by the Board on an annual basis and shall hold office from either the date of their appointment until their resignation, or their omission from membership of the committee on subsequent consideration by the Board- whichever occurs first.
- 4.5 The audit and risk committee will consist of at least three members of the Board. At least one of the members will be independent of the trust's finance committee. Additionally, up to two external co-opted members with particular expertise may also be appointed who are not members of the Board. At least one of the members should have relevant financial experience.
- 4.6 The chair of the Board cannot be the chair of the audit and risk Committee
- 4.7 Employees of the trust are not permitted to be members of the Board however, the accounting officer, operations officer and chief finance officer should attend the committee meetings to provide information and participate in the discussions.
- 4.8 The quorum of the audit and risk committee is one half of the numbers of the committee rounded up to the nearest full number. Only full members of the committee who have been approved by the board of directors have the right to vote on any matters.
- 4.9 Every matter to be decided upon will be determined by a majority vote, where there is an equal division of votes, the chair will have the deciding vote. Each member of the committee who is present at the meeting will be entitled to one vote.
- 4.10 A register of attendance shall be kept for each meeting and will be published on the trust's website on an annual basis.
- 4.11 If the Chair is absent from a meeting, the members shall choose another member, who is also a member of the Board, to act as Chair for that meeting.
- 4.12 The agenda for meetings will be agreed in advance by the Chair of the audit and risk committee (based on, but not limited to, a pre-agreed annual schedule of activity). The clerk to the committee will circulate an agenda, copies of minutes of the previous committee meetings, and any papers to be considered, no fewer than seven working days prior to the meeting.
- 4.13 The clerk will take minutes of the meeting. These will be approved, by the chair of the committee as accurate representations of the meeting before they are handed to the committee members for final approval at the next committee meeting. Following approval, the clerk will distribute the minutes to the Board.
- 4.14 Confidential minutes will only be shared with the directors who were present at the meeting where the confidential item was discussed.
- 4.15 Members will withdraw from the meeting if there is an identified or potential conflict of interest, or there is a motion to question their ability to remain impartial.
- 4.16 The audit and risk committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.
- 4.17 The Board must not add to these Terms of Reference responsibilities that require the audit and risk committee to adopt an executive role, or its members to offer professional advice to the Board. The audit and risk committee should seek formal professional opinions from the internal audit service, financial statements auditor or other professional advisers to the Board. Advice should only be given in Committee members' capacity as Directors and co-optees and only within their terms of reference.

## **A1.3 - Standards Committee**

### **1. Constitution**

- 1.1 The Trust Board ("the Board") has resolved to establish a Standards committee to assure the Board that standards across all MAT schools, in regards to pupils, curriculum, teaching and learning, are set, achieved and maintained.
- 1.2 The Standards committee is responsible to the Trust Board.
- 1.3 The committee's Terms of Reference are adopted by the Board and may only be changed with the approval of the Board.

### **2. Duties**

The duties of the Standards committee include:

- 2.1 Monitoring the standards and progress of all the academies within the MAT, relating to pupils and their learning.
- 2.2 Using attainment and achievement data provided by academies within the MAT to evaluate the impact of teaching and learning on the levels of attainment.
- 2.3 Monitoring the progress of pupils in all academies in the MAT and reporting this information back to the board, advising them in respect of targets for pupil achievement across the trust.
- 2.4 Analysing performance trends that might be present within the trust and nationally.
- 2.5 Mapping performance and progress data onto set national standards.
- 2.6 Having knowledge of the educational needs of pupils within the trust and monitoring pupil performance data of specific groups of pupils, e.g. pupils with special educational needs and disabilities.
- 2.7 Understanding the targets that have been set within each academy and challenging underperformance within the academy against these targets and more general expectations.
- 2.8 Ensuring that the trust's curriculum is balanced, broadly based and effective, using a variety of different sources, such as attainment data and information from academies within the MAT regarding the effectiveness of the curriculum, in order to improve the curriculum.
- 2.9 Reviewing the MAT's policies which relate to the Chancery Standards documentation.
- 2.10 Ensuring that there are effective procedures in place across all academies within the trust regarding pupil support, attendance and discipline.
- 2.11 Remaining informed on the attendance rates of the academies within the trust and ensuring that there are procedures in place to fulfil statutory requirements, especially regarding children missing from education.
- 2.12 Monitoring safeguarding procedures across the trust to ensure a duty of care.
- 2.13 Monitoring and then advising the board on school improvement work, leadership standards and governance effectiveness in each academy within the MAT.
- 2.14 Obtaining progress reports from academies within the trust of post-Ofsted action plans and any other formal evaluation reports related to the quality and effectiveness of learning within the trust, in order to further inform and develop the trust's improvement plans and strategies.
- 2.15 Ensuring that there are effective procedures in place for the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the trust.
- 2.16 Ensuring that the highest possible standards are set, achieved and maintained across the trust.
- 2.17 Identifying areas of concern regarding performance and standards within the trust, implementing action plans with the consultation of the board where necessary.
- 2.18 Monitoring and advising the board on the achievement of the MAT's intervention strategies and plans.
- 2.19 Reviewing its own progress on a regular basis, taking into account its own performance, constitution and terms of reference to make sure that the committee is operating at its full potential.

### **3 Administration**

- 3.1 The committee will meet as often as is necessary to fulfil its responsibilities, but at least three times per

- year. The chair or any two committee members may call unscheduled meetings as long as appropriate notice is given to the other members of the committee.
- 3.2 The clerk to the committee – who also acts as the clerk to the board – will circulate an agenda and any other documents relevant to the meeting no fewer than seven days prior to the meeting. The clerk will take minutes of the meeting which will then be circulated to the committee members and the board.
  - 3.3 The committee members will be appointed by the trust board on an annual basis and may include members who are not Directors of the board – provided that the majority of the committee are Directors. Director members will ensure that other committee members have the necessary skills and experience to successfully fulfil the committee functions.
  - 3.4 The committee will consist of at least three so that there are enough members to hold a majority when voting on matters discussed by the committee. The quorum of the committee will be one half of the numbers of the committee rounded up to the nearest full number.
  - 3.5 The committee may invite non-members to meetings to assist or advise on a particular matter or issue. These additional attendees shall not be entitled to vote on any matters.
  - 3.6 A register of attendance shall be kept for each meeting and will be published on the trust's website on an annual basis.

## **A1.4 – Appraisal and Pay Review Panel for Academy Headteachers**

### **1. Purpose**

The Appraisal and Pay Panel has the delegated authority of the Board of Directors.

The Panel:

- 1.1 Exercises the delegated authority of the Board of Directors to determine the pay of the academy Headteacher within an agreed range as set out in the Trust's pay policy.
- 1.2 Exercises the Board of Directors' delegated authority in respect of the Directors' expectations of conduct, attendance and integrity of the academy Headteachers.
- 1.3 Refers major issues to the Board of Directors for information.

### **2. Membership**

- 2.1 CEO, Chair of Governors of LGB, one Director (usually the link director)
- 2.2 Other local governors may attend as required
- 2.3 Support may also be provided by an external advisor with relevant skills

### **3. The Panel undertakes to:**

- 3.1 Achieve the aims of the Trust Pay Policy in a fair and equal manner.
- 3.2 Apply the criteria set by the Trust Pay Policy in determining the pay of the academy Headteacher.
- 3.3 Observe all statutory and contractual regulations.
- 3.4 Make clear and accurate records of the reasoning behind decisions made about Headteacher pay.
- 3.5 Ensure that, where relevant, pay progression is based upon evidence that staff meet the relevant standards including those for attainment and progress of students.
- 3.6 Keep abreast of any relevant developments which may require the Pay Policy to be revised.
- 3.7 Work with the CEO and Central Leadership Team to ensure compliance with all regulations relating to staff appraisal.
- 3.8 Ensure that relevant training and wellbeing are discussed with the Headteacher.

## **A1.5 – Board Appraisal and Pay Review Panel for Trust Staff**

### **1. Purpose**

The Appraisal and Pay Panel has the delegated authority of the Board of Directors.

The Panel:

- 1.1 Exercises the delegated authority of the Board of Directors to determine the pay and conditions of the CEO and Central Leadership Team (CLT).
- 1.2 Exercises the Board of Directors' delegated authority in respect of the Directors' expectations of conduct, attendance and integrity of the CEO and CLT.
- 1.3 Refers major issues to the Board of Directors for information.

### **2. Membership**

- 3 Directors for CEO; or
- 2 Directors plus CEO for CLT
- Support to be provided by an external advisor with relevant skills

### **3. The Panel undertakes to:**

- 3.1 Achieve the aims of the Trust Pay Policy in a fair and equal manner.
- 3.2 Apply the criteria set by the Trust Pay Policy in determining the pay of the CEO and CLT.
- 3.3 Observe all statutory and contractual regulations.
- 3.4 Make clear and accurate records of the reasoning behind decisions made about pay.
- 3.5 Ensure that, where relevant, pay progression is based upon evidence that staff meet the relevant standards and objectives set.
- 3.6 Keep abreast of any relevant developments which may require the Pay Policy to be revised.
- 3.7 Work with the CEO and Central Leadership Team to ensure compliance with all regulations relating to staff appraisal.

## A1.6 - Local Governing Bodies

### 1. Scope

1.1. The Local Governing Board Terms of Reference relates to all academies and settings across Chancery Multi Academy Trust.

### 2. Purpose

2.1. The Chancery Multi Academy Trust Board of Directors (CMATB) has established for each academy a Local Governing Board (the LGB) which will undertake the functions outlined in the Scheme of Delegation.

### 3. Terms of Reference

#### 3.1 Membership

Each LGB shall comprise at a minimum:

- Headteacher
- At least one staff governor (to be elected by employees of the respective academy) **(no more than a maximum of one third of the LGB may be employees of the academy)**
- At least 2 parent governors (to be elected by the parents of registered pupils of the relevant academy)
- At least two further co-opted governors, appointed by the LGB as required.

#### 3.2 Annual Review

The establishment, terms of reference, constitution and membership of each LGB shall be reviewed annually by the CMATB.

The terms of reference of any sub-committee must be approved by the LGB each year.

#### 3.3 Chair and Vice Chair

The Chair, Vice Chair and any Chairs of Committees will be elected on an annual basis in the autumn term. No governor employed at the academy will act as Chair or Vice Chair to the LGB or a sub-committee. In the absence of the Chair and Vice Chair the committee will elect a temporary replacement from among the Governors present at the committee meeting.

#### 3.4 Clerk

The clerk for all LGB meetings will be appointed by the academy. No meetings of the LGB should take place without the clerk present, unless in exceptional circumstances in which a member of the LGB (other than the chair or staff governor) will take notes or record the meeting.

#### 3.5 Quorum

The quorum for each LGB shall be three governors (excluding staff).

#### 3.6 Meetings

The LGB will meet as often as is necessary to fulfil its responsibilities and at least once each half term. Each sub-committee/panel shall meet as often as necessary to fulfil its responsibilities (the Pay Review panel will meet at least once in each academic year).

Each LGB and sub-committee is authorised to invite attendance at its meetings from persons to assist or advise on a particular matter or range of issues, including parents and members of the academy or Trust staff who



are not Governors.

### 3.7 Conflicts of Interest

Declarations of interest (financial and non-financial) will be updated annually. Declarations of direct or indirect interest in specific agenda items must also be made at the start of each meeting. Guidance may be given by the Clerk or the Governance and Compliance Lead on when withdrawal from the meeting and non-participation in discussion will be required.

### 3.8 Agendas

The clerk to the committee/panel will circulate the agenda for each meeting and papers normally at least seven clear days (i.e. not counting the day papers are issued nor the day of the meeting) before the committee meeting.

### 3.9 Minutes

Attendance at each meeting, conflicts of interests, issues discussed and recommendations for decisions will be recorded.

Minutes of LGB meetings will be recorded and forwarded to the Clerk of the CMATB in sufficient time for inclusion on the agenda and among the supporting papers for the next meeting of the CMATB.

### 3.10 Decisions

Decisions may be taken only by members of the LGB. Where necessary, the LGB Chair will have a second or casting vote.

### 3.11 Chair's Action

In the event of a need to make genuinely urgent decision the Chair of Governors, where appropriate in consultation with the CEO, Headteacher and/or Chair of sub- committee (as appropriate), will take appropriate action on behalf of the LGB. The decisions taken and the reasons for urgency will be explained fully and minuted at the next meeting of the Local Governing Board.

In exceptional circumstances a Extraordinary Meeting of the LGB may be called.

### 3.12 Link governors

Link governors must be appointed for Safeguarding, SEND, Health & Safety and any other area deemed necessary by the CMATB. In addition, LGBs may appoint link governors for any other priority areas which should be reviewed annually to ensure they reflect the priorities of the school development plan. Any changes must be notified to the Governance and Compliance Lead.