



Governance Arrangements and Scheme of Delegation

September 2024

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I Principles of this Scheme of Delegation

All Saints Multi Academy Trust is a group of nine academies (as at 01.09.24), with one shared vision, one Board and one Scheme of Delegation.

All Saints Multi Academy Trust's model of governance recognises:

- the overall accountability of the Board, supported by its committees, for the performance of the Trust;
- the responsibility of Chief Executive Officer for the line management of Headteachers and Senior Trust Leaders; and
- the responsibility of Local Academy Councils in ensuring that each academy delivers the Trust's vision and ethos, holding the Headteacher to account for performance against its financial targets (set centrally in consultation with Headteachers), and supporting the academy in becoming the academy of choice in the local community.

All governance flows from the Trust's Trust Board. The Trust is a company limited by guarantee and an exempt charity, whose principal regulator is the Secretary of State for Education. The Trust's governance, and specifically this document, must comply with and operate within the framework provided by:

- All Saints Multi Academy Trust's Master Funding Agreement
- All Saints Multi Academy Trust's Articles of Association
- DfE Academy Trust Handbook
- DfE Academy Trust Governance Guide

All Saints Multi Academy Trust will ensure that it complies with Charity and Company Law, with all statutory obligations as prescribed by the Department for Education (DfE) and Education and Skills Funding Agency (ESFA), and with all other applicable laws and regulations.

As a single employer, All Saints Multi Academy Trust is committed to ensuring that it operates within UK employment legislation, recognising the relevant unions where appropriate.

Academies within the All Saints Multi Academy Trust work closely with the Trust's central team to make decisions in the best interest of the communities and students that they serve, in line with the Trust's vision. Each academy has its own identity but is clearly identifiable as an All Saints Multi Academy Trust academy, and shares common values, aspirations, and approaches.

All Saints Multi Academy Trust's Vision is inspired by the ecumenical work of Bishop David Sheppard and Archbishop Derek Warlock in Liverpool in the 1980s which focussed on breaking down barriers that may stand in the way of progression, in the belief ultimately communities and groups are 'stronger together'. Our aim is to create a Multi Academy Trust of exceptional and distinctive Christian academies which deliver outstanding education and learning, which share best practice to raise standards, and which build aspiration for the children and members of its community.

*“Each of you should use whatever gift you have received to serve others,
as faithful stewards of God's grace in its various forms.
If anyone speaks, they should do as one who speaks the very words of God.
If anyone serves, they should do so with the strength God provides”*

I Peter 4:10-11

Our vision statement is:

“Community is at the heart of our academies.

*Together, we challenge social inequality and enhance social mobility,
as our partnerships act as the springboard from which ambition is cultivated and our students thrive.*

*“Through partnership and collaboration, our academies are places where
academic success is achieved, belief is inspired, and opportunities are created.*

*With God’s love, our students will go on to become the change-makers in their communities,
as they ‘aspire to reach new horizons’.”*

Each academy is committed to enabling children and students to become effective, aspirational learners with a broad and enriched understanding of, and commitment to, their communities and the wider world. Each academy is relentless in its pursuit of ‘World Class’ in terms of its academic performance, teaching, leadership, behaviour, enrichment and pastoral support, and is committed to achieving common standards of excellence across the Trust.

All Saints Multi Academy Trust’s Board acknowledges the moral and statutory responsibility to safeguard and promote the welfare of all students, and endeavours to provide a safe and welcoming environment where children are respected and valued. The Trust is alert to the signs of abuse and neglect and will follow the set procedures to ensure that children receive effective support, protection, and justice.

2 Trust Governance

All Saints Multi Academy Trust provides a framework in which the Trust's Members, Directors and Governors can fulfil their roles. Everyone involved in governance should be aware of and accept 'The 7 Principles of Public Life' as set out by Lord Nolan:

- **Selflessness**

Holders of public office should act solely in terms of the public interest.

- **Integrity**

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions to gain financial or material benefits for themselves, their families, or their friends. They must declare and resolve any interests and relationships.

- **Objectivity**

Holders of public office must act and taken decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

- **Accountability**

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

- **Openness**

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

- **Honesty**

Holders of public office should be truthful.

- **Leadership**

Holders of public office should exhibit these principles in their behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Purpose of Governance

The purpose of governance is to provide confident and strong strategic leadership which leads to robust accountability, oversight, and assurance for educational and financial performance.

Trust governance has three core functions:

1 Strategic leadership of the academy trust

The board defines the trust vision for high quality and inclusive education in line with its charitable objects. It establishes and fosters the trust's culture and sets and champions the trust strategy including determining what, if any, governance functions are delegated to the local tier.

2 Accountability and assurance

The board has robust effective oversight of the operations and performance of the academy trust, including:

- the provision of education;
- pupil welfare;
- overseeing and ensuring appropriate use of funding;
- effective financial performance; and

- keeping their estate safe and well-maintained.

3 Strategic engagement

The board has strategic oversight of relationships with stakeholders. The board involves parents, academies and communities so that decision-making is supported by meaningful engagement.

Effective Governance

Boards must be ambitious for all children and infused with a passion for education and a commitment to continuous academy improvement that enables the best possible outcomes.

Effective governance is based on a foundation principle supported by seven further principles.

1 Foundation Principle

The Academy Trust's Directors are aware of and meet 'The 7 principles of public life', understand the legal, regulatory and contractual obligations they must meet, and adhere to the statutory guidance published by the Department for Education (DfE) or any of its agencies or agents, such as the Education and Skills Funding Agency or the DfE Regional Director.

2 Further principles

Delivering the Academy Trust Charitable objects

The Board is clear about its aims and ensures that they are being delivered effectively and sustainably.

- *Leadership*

Strategic governance is in line with the aims and values of the Academy Trust and engages effectively with its members.

- *Integrity*

The Board adopts values and creates a culture which helps achieve the Academy Trust's objectives. The Board is aware of importance of public confidence and trust in the Academy Trust and their academies, and the board undertakes its duties accordingly.

- *Decision making, risk and control*

The Board ensures that its decision-making processes are evidence informed, rigorous and timely and that effective delegation, control and risk assessment and management systems are set up and monitored. There is effective reporting at all levels of Academy Trust governance to ensure decisions are taken at the 6 correct level in accordance with the Articles of Association and Scheme of Delegation.

- *Board effectiveness*

The Board works as an effective team, using the appropriate balance of knowledge, skills, experiences, and backgrounds to make informed decisions.

- *Equality, diversity, and inclusion*

In ensuring the effective achievement of the Academy Trust's Objects, the Board has a clear, agreed, and effective approach to advancing equality, diversity and inclusion throughout the Academy Trust.

- *Openness and accountability*

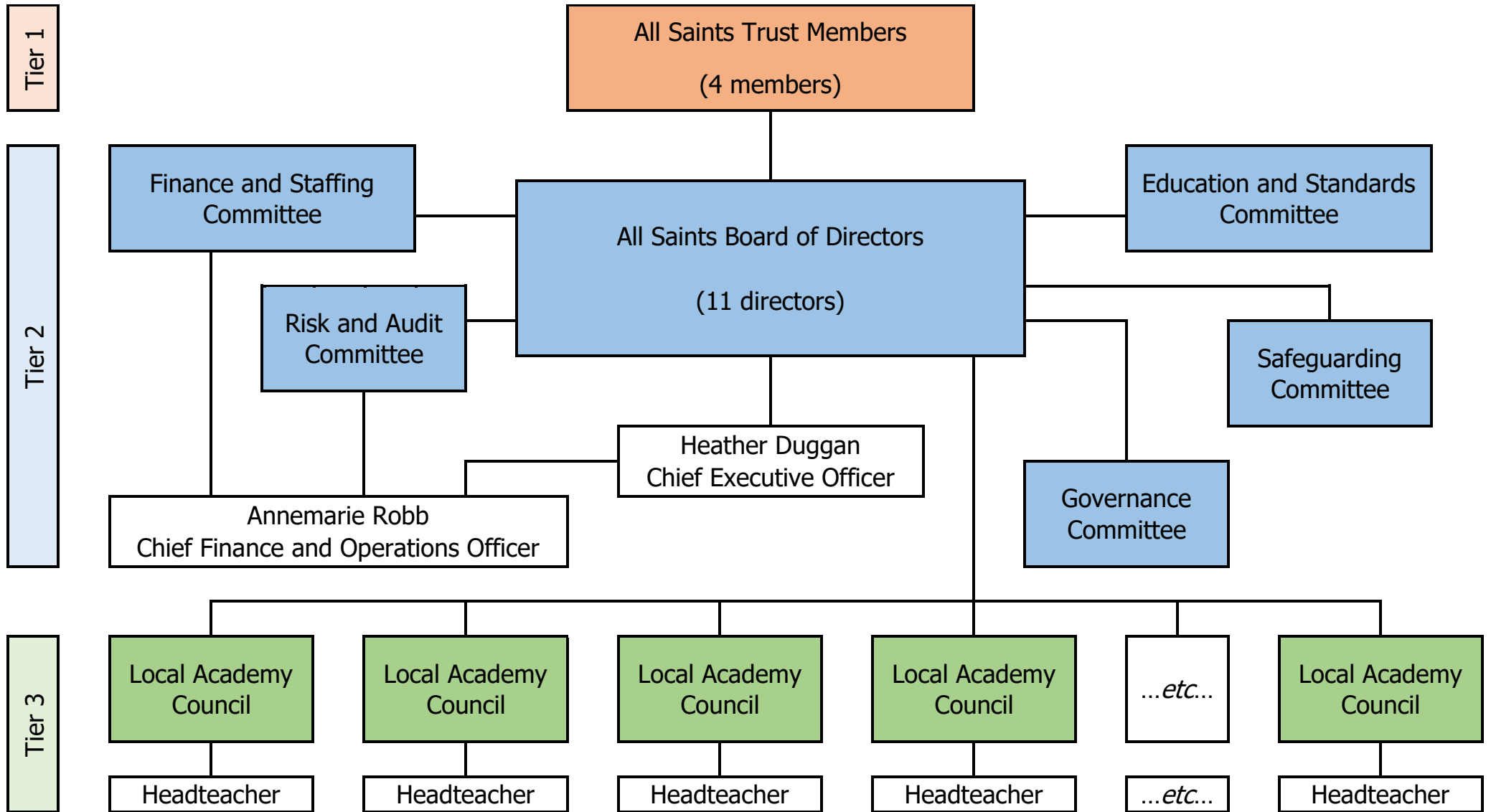
The Board leads the Academy Trust in being transparent and accountable. The Academy Trust is open in its work, unless there is good reason for it not to be.

Every Academy is ultimately governed by the Trust Board. The Trust has established a clear organisational structure with identified lines of accountability and reporting for all its operations. This includes defining the responsibilities of the Trust Board and those responsibilities delegated to its committees and officers within the Trust. The diagram in Section 3 shows how the structure works in practice.

The Trust Board sets out clearly what they expect of individuals, particularly when they first join the Trust governance team. A code of conduct is maintained and communicated to all prospective appointees to the Trust Board and Local Academy Councils, to set clear expectations of their role and behaviour.

The Trust Board may withdraw all/or part of any authority delegated to a committee or individual or group at any time.

3 Governance Structure



4 Members

Our members are the equivalent of shareholders in a commercial limited company. They are responsible for the Trust's constitution, determining the principles of the Trust's governance structure and providing oversight and challenge to the Directors to ensure the charitable objects of the Trust are being fulfilled.

The members are distinct from the directors and are appointed in accordance with the Trust's Articles of Association. Members have an overview of the governance arrangements of the Trust and have the power to appoint and remove Directors.

The Trust currently has four members:

- Joan McCarthy
- Stuart Harrison
- Anne Pontifex
- Rev Jude Padfield

The members of a Trust are the guardians of the governance of the Trust, which means they sit right at the top of the governance structure. They have a limited and distinct role which needs to be clearly defined in the Articles of Association and in the Trust's Scheme of Delegation. The need for members is a result of the Companies Act 2006, as all academy trusts are set up as charitable companies, they too must have members.

The Articles of Association set out the Trust's charitable objectives – the purpose of the organisation.

The role of the members is to:

- sign the memorandum and Articles of Association of the Trust;
- determine the name of the Trust;
- appoint other members and appoint the Directors of the Board;
- appoint and remove the independent auditors;
- assess and hold the Trust Board to account for effective governance and the success of the Trust;
- ensure that the purpose of the Trust is being met and its charitable objective is being fulfilled;
- remove Directors of the Board if they are failing to carry out their governance function; and to
- receive the Trust's Annual Audited Accounts and appoint/dismiss the independent auditors.

Members do not tell the Directors how to run the Trust. The business of the Trust is primarily conducted by the Trust Board.

5 Members' Terms of Reference

Purpose

To ensure effective governance of the Trust.

Terms of Reference

Members take responsibility for:

- signing the memorandum and Articles of Association of the Trust;
- amending by special resolution the Articles of Association, subject to any restriction created by the Trust's Funding Agreement or Charities Law;
- ensuring that the purpose of the Trust is being met and its charitable objective is being fulfilled;
- appointing the Trust Board as set out in the Trust's Articles of Association;
- assessing and holding the Trust Board to account for effective governance and the success of the Trust;
- issuing, by special resolution, direction to the directors to take specific action;
- removing Directors of the Board if they are failing to carry out their governance function;
- receiving the Trust's Annual Audited Accounts and appointing and dismissing the independent auditors;
- determining the name of the Trust; and
- dissolving the Trust.

Membership

There are to be no less than 4 members, with an equal membership for both the Archdiocese and Diocese. Employees of the Trust may not serve as members.

Members' chair

This is currently alternated between a Catholic-appointed member and an Anglican-appointed member. Future members' chairs will be determined by the members.

Organisation of Meetings

Members meet twice per year, and additionally if required. The meeting schedule and agenda items are set by the members' chair supported by the Chief Executive Officer.

Attendance

It is a requirement that members attend all meetings. The chair of the Trust is entitled to attend members' meetings, but they do not have voting rights.

Notices

Notice of a meeting shall be sent out at least 14 calendar days before each meeting except in the case of an emergency.

Quorum

The quorum for members' meetings is 2.

Professional Advisers

These will be decided by the Members.

6 Trust Board

All Saints Trust Board oversees the management and administration of the Trust and the academies run by the Trust.

The Trust Board currently consists of the following directors:

Name	Position	Current term of office began
Eno Akinyande	Director (co-opted)	June 2024
Linda Coady	Director	March 2024
Paul Cronin	Director	July 2022
Sue Cronin	Director	June 2023
Stewart Crowe	Director	September 2023
Matt Elliott	Director	April 2021
Jane Griffiths	Director	June 2021
Stuart Haynes	Director (currently vice-chair)	September 2024
Angela Holden	Director (chair)	June 2021
Tania Lewyckyj	Director (co-opted)	June 2024
Elaine Rees	Director (co-opted)	June 2024

All directors are appointed by the members, except for co-opted directors (who are appointed by the non-co-opted directors). Appointments are made following a skills audit and recruitment process to ensure that the Board continues to have the breadth and depth of experience and expertise to fulfil all the functions of governance effectively, and to develop the Trust financially, strategically, and educationally.

The Trust Board will deliver the following core functions namely:

- ensuring clarity of vision, ethos and strategic direction;
- holding the Chief Executive Officer to account for the educational performance of the academies, their students, and the appraisal of its staff;
- overseeing the financial performance of the Trust and its academies, ensuring financial probity;
- ensuring that functions relating to the conduct of the Trust and academies are exercised with a view to safeguarding and promoting the welfare of children; and
- appointing non-Trust Board members to its committees based on skills need.

Ultimately, the Trust Board holds each academy to account for its performance through the Chief Executive Officer.

Directors collectively have a broad range of backgrounds, professions, and expertise. Continued professional development opportunities are necessary to ensure that the directors' knowledge and expertise is kept up to date, for them to be equipped to fulfil their role.

Chair of the Trust Board: Role Overview

This section specifies the key responsibilities of the Chair of the Trust Board. The clear expectations and requirements set out in this section will also help individual directors to decide whether they have the appropriate skills and expertise to be appointed to the position of chair.

Role

The chair is responsible for ensuring the effective functioning of the Trust Board and has a vital role in setting the highest of expectations for professional standards of governance. It is the role of the chair to give the Board clear leadership and direction, keeping it focused on its core functions.

The chair should encourage the Trust Board to work together as an effective team, building its skills, knowledge and experience. The chair needs to ensure that everyone is actively contributing relevant skills and experience, participating constructively in meetings, and being actively involved in the work of any committees. It is the chair's role to make sure everyone understands what is expected of them and receives appropriate induction, training, and development. It is for the chair to have honest conversations, as necessary, if anyone appears not to be committed or is ineffective in their role.

Chair's Action

Chair's action is the procedure by which the chair of the board can take unilateral decisions, bypassing usual processes, in specific circumstances of urgency. It should only be used when a delay would be likely to be seriously detrimental to the interests of

- (a) the Trust, or
- (b) an academy within the Trust, or
- (c) any pupil at any academy in the Trust (or their parent), or
- (d) a member of staff employed by the Trust.

Before it is used, careful consideration should be given to the possibility of calling an extraordinary meeting of the relevant governing group instead of using chair's action, so that the decision can be taken by a quorum of directors rather than by an individual.

The chair should report back any use of chair's action to the rest of the board at the next meeting. Consideration should be given to the possibility of updating governing board members *via* e-mail in order to maximise transparency, but this does not obviate the need to report back to the rest of the board at the next meeting. The rest of the board retain the powers of suspension and removal of governors/trustees if they feel the chair is using their powers inappropriately.

Chair and vice-chair Terms of Office, and procedure for election

The chair and vice-chair terms of office will run for one year, from September to September. The procedure for electing a director to either position is as follows:

- At a meeting where a chair or vice-chair is to be elected, the election shall be the first item on the agenda for the meeting (after any prayers). The clerk shall chair this part of the meeting.
- Any serving director may nominate any other serving Foundation director (having first obtained their approval) to serve as chair or vice-chair; any director employed by the Trust, and any co-opted director, may not be nominated to serve in either capacity. Nominations may be made in writing or by e-mail before the meeting, or verbally at the meeting when the item is discussed.
- If more than one candidate has been nominated, a vote shall be held. All directors present at the meeting, including those standing for office, shall be entitled to vote, unless they have a financial or pecuniary interest in the outcome. In the event of a tie, lots shall be drawn.
- Any unsuccessful candidates for the position of chair may, after the election, permit their names to go forward for consideration as vice-chair (if the position is open to election).
- If the position of chair falls vacant mid-year, the vice-chair shall act as chair until the next meeting. If the position of vice-chair falls vacant mid-year, an election shall be held at the next meeting.

meeting. In both cases the term of office of the successful candidate shall be until the next September.

Specific Elements of the Role of Chair

The chair shall ensure effective and efficient conduct of the directors' business in by:

- agreeing with the Chief Executive Officer the agenda for all the Board's meetings;
- inviting members of staff and professional advisors to Board meetings to comment and advise on Trust Board business as appropriate;
- guiding each meeting through the items on the agenda;
- giving immediate rulings on complaints and queries relating to the procedure and conduct of the meeting (the chair's decision being final);
- ensuring that all directors are given the opportunity to express their views before any decisions are taken and ensuring that only those who are entitled to speak (eg those without a conflict of interest) are invited to do so;
- determining at Trust Board meetings whether any late items will be accepted onto the agenda;
- establishing a constructive relationship between the Trust Board and its committees, and the Chief Executive Officer; and in particular:
- liaising with the Chief Executive Officer to keep an overview of the organisation's affairs and to provide support as appropriate;
- attending meetings with the Chief Executive Officer on a sufficiently regular basis;
- reviewing and appraising the performance of, and dealing with disciplinary and any other personal matters concerning, the Chief Executive Officer;
- ensuring, when a vacancy arises, that the Chief Executive Officer is replaced in a timely and orderly fashion; and
- representing All Saints Trust at public occasions, and making comments on behalf of the Trust to the press and other media, as appropriate.

7 Terms of Reference for the Trust Board

The term 'director' is used throughout the document to encompass the role of director of the company.

Purpose

The purpose of the Trust Board is to:

- ensure the Trust's compliance with Charity and Company Law, its Memorandum and Articles of Association, all other applicable legislation, and DfE and ESFA requirements relating to the Trust and its academies;
- ensure proper and regular use of public funds, and compliance with the Funding Agreement and ESFA Academies Trust Handbook;
- ensure the Trust is solvent, well run and meets both the needs of students and staff in its academies, and the needs of users of any additional service provision;
- ensure the Trust acts in accordance with its constitution and powers, promotes the success of the Trust, and exercises sound judgement and diligence in all its affairs;
- ensure all directors are skilled in understanding, interpreting, and comparing academy performance data (at least one having an in-depth knowledge and understanding), and are always kept fully apprised of the performance of each academy;
- ensure all directors have the skills, knowledge, and information to assess the Trust's financial performance (at least one having an in-depth knowledge and understanding);
- ensure an effective training programme is in place for directors and academy governors to develop their skills;
- ensure the Chief Executive Officer (CEO) and all senior staff have skills, knowledge, and experience to run the Trust and its individual academies, and to effectively manage the Trust's financial, human and physical resources and assets.

Responsibilities

The Trust Board's responsibilities are as outlined in the Scheme of Delegation matrix.

Terms of Reference

Trust Board's Terms of Office

A director's term of office is 4 years (unless they are co-opted, in which case it is 1 year). Any Director can be re-elected or re-appointed for a further term of office; the maximum term of office is 12 years.

Organisation

The directors shall meet 4 times per year, and additionally when required (as determined by the Board). Three directors may requisition a meeting. When voting, each director has one vote, and the Chair has a casting vote if votes are tied.

Attendance

It is a requirement of the Trust Board's Terms of Office that directors attend all meetings.

Notices

Notices of meetings shall be sent out at least 7 calendar days before each meeting except in the case of an emergency.

Disqualification

The CEO (who is employed by the Trust) may not be the Chair.

Professional Advisers to the Trust Board

The Chief Executive Officer, Chief Finance and Operations Officer, any other staff with Trust-wide responsibilities, and any other additional advisers as the Board determine, shall act as professional advisers to the Board.

Delegated Powers

The Chief Executive Officer has delegated powers and duties in respect of the overall leadership, management and achievement of the Trust and responsibility for ensuring the implementation of agreed policy.

8 General Terms of Reference for all Board Committees

Composition

Each committee shall be appointed by the Trust Board. It shall consist of not less than three members. All members of the committee shall be directors. Where deemed necessary additional expertise may be recruited as attendees to the committee by the Trust Board or by the committee chair. All committee members, and all others in attendance, must declare all relevant interests at the start of any meeting, and (as appropriate) during it.

Chair of Committee

The chair of each committee shall be appointed by the Trust Board from amongst the directors. The chair should have the necessary background, knowledge, experience and/or qualifications to undertake the role effectively.

Terms of Office

The chair of committee's term of office is 1 year. The chair can be re-elected or re-appointed for a further terms of office, up to a maximum of 12 years in total.

Role of the Chair

The chair must ensure effective and efficient conduct of the committee's business, in particular by:

- agreeing with the Chief Executive Officer and other staff (as relevant) the agenda for all the committee's meetings;
- inviting members of staff and professional advisors to Committee meetings to comment/advise on committee business as appropriate;
- guiding each meeting through the items on the agenda;
- giving definitive rulings on complaints and queries relating to the procedure and conduct of the meeting (the committee chair's decision being final);
- ensuring that all members are given the opportunity to express their views before decisions are taken and to ensure that only those who are entitled to speak (ie, those without a conflict of interest) are invited to do so;
- determining at committee meetings whether any late items will be accepted on to the agenda;
- establishing a constructive relationship with the Chief Executive Officer, and other appropriate Trust leaders;
- liaising with the Chief Executive Officer and other appropriate Trust leaders to keep an overview of the affairs related to the terms of reference of the committee as appropriate; and
- reporting back to the directors at Trust Board meetings (a) the key themes of discussion at committee meetings, and (b) any issues arising or decisions required.

Quorum

The quorum of each committee shall be 2 members. Where voting is required, each member of the committee shall have one vote. Absent members of the committee may submit a vote in writing

before the start of the meeting, or may vote by written proxy. Where required, the chair may exercise a casting vote.

Frequency of, and Notice for, Meetings

Meetings of each committee shall be held at least 3 times per year. Extraordinary meetings may be called at two or more directors' request. All committee members must be notified of any meeting of the committee, and all may attend. Notice of each meeting shall be sent out at least 7 calendar days before each meeting, except in the case of an emergency.

Attendance at Meetings

It is a requirement of the terms of office that members of Board committees shall attend all meetings.

The Chief Executive, and (at her discretion) other Trust leaders, may attend any or all meetings of each committee. The chair of the Trust Board and other directors may attend subject to appropriate management of any conflicts of interest.

Reporting

All meetings shall be clerked, and minutes produced. The chair and Governance Professional shall ensure that minutes are submitted to all members of the Trust Board (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy.

The chair of the committee shall report to the next available meeting of the Trust Board.

Specific duties

In addition to the general duties outlined in this section, each committee shall have additional specific duties, as outlined in the following sections. All committees are authorised to investigate any activity either within its terms of reference, or specifically delegated to it by the Trust Board.

9 Trust Board Finance and Staffing Committee

Specific Terms of Reference

In addition to the general terms of reference outlined in Section 8, the following specific terms of reference apply to the Finance and Staffing Committee.

Purpose and Role

The main purpose of the Finance and Staffing Committee is to maintain strategic oversight of the Financial and Human Resource frameworks and performance of the Trust. The Committee will also action matters relating to Finance and Staffing as delegated by the Trust Board through its scheme of delegation or arising from specific actions agreed by the Board of Trustees.

Duties

- 1 To support the Trust Board, the Chief Executive Officer (CEO) who is also the Trust's Accounting Officer, and the Deputy Chief Executive Officer (DCEO), in discharging their responsibilities with regard to compliance with:
 - the Trust's Funding Agreement with the Secretary of State for Education,
 - the Academies Financial Handbook, and
 - the Trust's Financial Regulations.
- 2 To ensure sound management of the Trust's finances and resources, including proper planning, monitoring, probity and value for money including by:
 - having oversight of funds coming into the Trust,
 - having oversight of expenditure of the Trust, and
 - monitoring spending of the Trust within year and against budget(s).
- 3 To support the Trust Board, the CEO and the DCEO in discharging their responsibilities with regard to compliance with:
 - applicable employment law,
 - DfE employment policy requirements, and
 - the Trust's Whistleblowing Policy.
- 4 To ensure sound management of the Trust's staff and staffing resources, including workforce planning and recruitment, staff monitoring, line management and oversight, development and application of relevant policies, and ensuring fairness and consistency in treatment of all Trust staff.

10 Trust Board Audit and Risk Committee

Specific Terms of Reference

In addition to the general terms of reference outlined in Section 8, the following specific terms of reference apply to the Audit and Risk Committee.

Purpose and Role

The main purpose of the Audit and Risk Committee is:

- to maintain an oversight of the Trust's financial, governance, risk management and internal control systems;
- to report its findings termly and annually to the Trust Board and the CEO/Accounting Officer as a critical element of the Trust's annual reporting requirements; and
- to fulfil its responsibilities as set out in these Terms of Reference in line with the Trust's Funding Agreement, Articles of Association, Financial Procedures Manual and Scheme of Delegation (this document); and the Government's Academy Trust Handbook and Academies Accounts Direction.

Duties

To consider and advise the Trust Board on the following specific matters:

- 1 recommending to the Board the appointment or reappointment of external auditors of the Trust, and of internal auditors of the Trust;
- 2 reviewing the external auditor's letter of engagement and annual planning documents, and approve the planned audit approach;
- 3 reviewing all reports received from the external auditor (eg annual reports, management letters) and considering any issues raised, the associated management response and any action plans;
- 4 referring any reports that should be referred to the Board for information or action;
- 5 reviewing the internal auditors planned schedule of work for the year and approve the planned audit approach;
- 6 reviewing all reports received from the internal auditor (eg annual reports, internal control findings) and consider any issues raised and the associated management response and action plans. Reports should be referred to the Board for information or action;
- 7 reviewing the annual audited financial statements of the Trust;
- 8 overseeing the annual review of the Trust's risk management systems, including arrangements for risk management, control and governance processes;
- 9 reviewing, monitoring and overseeing the assurance of the Trust's Risk Register;
- 10 reviewing, annually, all insurance arrangements;
- 11 assuring the Trust Board that risks are being adequately identified and managed;
- 12 agreeing an annual programme of internal scrutiny with the Trust's DCEO for checking financial systems, controls, transactions and risks;
- 13 ensuring that the programme of internal scrutiny delivers objective and independent assurance; and

14 ensuring committee related policies are adhered with. Policies will include Risk Management, Risk Business Continuity, GDPR and data protection, Health and Safety, plus any others that come under the remit of this committee (as determined by the Trust Board).

II Trust Board Education and Standards Committee Specific Terms of Reference

In addition to the general terms of reference outlined in Section 8, the following specific terms of reference apply to the Education and Standards Committee.

Purpose and Role

The main purpose of the Education and Standards Committee is to monitor and evaluate pupil progress and attainment, and the quality of teaching, ensuring the Trust provides a consistently high-quality learning experience and delivers a broad and balanced curriculum in keeping with its aims and vision, its pupils' needs, and all legal requirements.

Duties

- 1** To hold leaders to account for the adequacy and effectiveness of the areas highlighted above.
- 2** To take appropriate action on any relevant matter referred by the Trust Board.
- 3** To report or make recommendations to the Trust Board on the effectiveness and impact of the Academy Development Plans.
- 4** To monitor, review and scrutinise attendance at each academy, and over the Trust.
- 5** To have oversight of, and representation on, the Trust Attendance Challenge Board.
- 6** To review and evaluate the learning experience of all learners.
- 7** To monitor arrangements for, and the success of, meeting all learners' needs.
- 8** To advise and recommend annual progress and attainment targets to the Board.
- 9** To monitor the achievement of all groups and the impact of initiatives to improve their performance.
- 10** To monitor and evaluate actual performance against local and national data.
- 11** To have oversight of the Academy Development Plans, identify any training needs and monitor outcomes.
- 12** To have oversight of the establishment of effective monitoring and evaluation processes and to alert the board of a potential significant drop in outcomes.
- 13** To monitor the appropriateness and effectiveness of actions to rectify issues of concern.
- 14** To monitor the breadth and effectiveness curriculum.
- 15** To monitor the quality of teaching via internal data and external review.

12 Trust Board Safeguarding Committee

Specific Terms of Reference

In addition to the general terms of reference outlined in Section 8, the following specific terms of reference apply to the Safeguarding Committee.

Purpose and Role

The main purpose of the Safeguarding Committee is to provide appropriate challenge and support to the CEO and the Trust Safeguarding Lead, and thus ensure they are satisfied that the Trust is fulfilling its safeguarding duties identified in the statutory guidance 'Keeping Children Safe in Education' (2024).

Duties

- 1** To complete and maintain a Single Central Record (SCR), including compliance checks for the Trust Central Team and Trust Board.
- 2** To ensure the Trust has, in each of its academies, (a) a centrally-appointed and appropriately trained Designated Safeguarding Lead ('DSL') whose responsibilities include Looked-After Children ('LAC')/Children Looked After and post-LAC/care-experienced children, and (b) a centrally-appointed deputy DSL.
- 3** To ensure all linked safeguarding policies are in place in each academy and are compliant with statutory guidance eg Behaviour, Special Educational Needs and Disabilities, Relationships and Health Education, and Personal, Social and Health Education.
- 4** To ensure an annual academy safeguarding audit is completed for each academy.
- 5** To ensure academy staff, including the central team and Trust Board receive regular and appropriate safeguarding training.
- 6** To ensure that child protection records are well organised and held/shared securely.
- 7** To ensure allegations made against Trust central staff and/or Trust Board members are dealt with in accordance with the Trust policy for dealing with allegations against a member of staff.
- 8** To ensure safeguarding concerns are escalated in line with Local Authority escalation guidance following inadequate or insufficient action taken by services to safeguarding children.
- 9** To ensure internet filters and monitoring procedures are in place.

13 Trust Board Governance Committee

Specific Terms of Reference

In addition to the general terms of reference outlined in Section 8, the following specific terms of reference apply to the Governance Committee.

Purpose and Role

The main purpose of the Governance Committee is to maintain strategic oversight of governance and the governance framework operating within the Trust. The Committee will action matters relating to governance as delegated by the Trust Board through its scheme of delegation or as a result of specific actions agreed a meeting of the Board of Trustees.

Duties

- 1 To monitor the effectiveness of governance arrangements across the Trust, including this Scheme of Delegation, its committee structures, local governance arrangements, and the communication and flow of business between different tiers of governance. The Governance Committee has particular responsibility for reviewing the Trust's Scheme of Delegation and recommending any changes to Board for approval.
- 2 To support the recruitment and retention of suitably qualified and experienced members, trustees and local governors.
- 3 To appoint and/or dismiss governors to Local Academy Councils ('LACs'), and to ensure that, on appointment, all appropriate checks are completed, and new governors receive an appropriate induction.
- 4 To monitor the recruitment processes of local governing boards, particularly with respect to skills, equality and diversity.
- 5 To ensure, through (for example) scrutiny of Skills Audits, that each governing group (at whatever tier) has governors with the appropriate skills to discharge the group's duties.
- 6 To confirm (or otherwise) the appointment of the chairs and vice-chairs of LACs.
- 7 To ensure a full programme of training is in place for all governors, with specific training for Chairs/Vice-Chairs and clerks.
- 8 To ensure clerking is effective in supporting governance arrangements.
- 9 To oversee academies' Admissions Policies and their operation, noting that the Trust's responsibilities as an Admissions Authority are delegated to its individual academies through the Scheme of Delegation matrix.

I4 Local Academy Councils ('LACs')

Every academy is ultimately governed by the Trust Board which has accountability for standards of performance and financial security across all academies in the MAT.

The Trust Board has established the Local Academy Council with the purpose of ensuring that there is a common ethos, vision and strategy across all its academies and that the academy governors and Headteachers are held to account for the achievement of the Trust's priorities and targets.

The Trust Board acknowledges that whilst it plays the leading role in statutory decision-making on behalf of the Trust, the Local Academy Council can provide a level and regularity of local challenge and scrutiny that the Trust Board cannot.

Those serving on Local Academy Councils are known as 'governors'. Membership of the Local Academy Council includes the Headteacher, a member of staff, parents, and other members of the community. Together, the Trust Board and Local Academy Council work within the Trust's Scheme of Delegation to provide strong governance for the Trust's activities.

Chair of Local Academy Council: Role Overview

The LAC is led by its chair. The chair's specific duties are to:

- provide a clear lead and direction for the LAC, promoting delivery of the Trust's vision and ethos and aims;
- build an effective team, attracting individuals to the LAC with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to driving academy improvement, and supporting their development to maximise the benefit of their contribution;
- work closely with the Headteacher and relevant Trust staff to ensure there is proper challenge, support and encouragement;
- ensure that academy improvement is the focus of all policy and strategy for the academy, reminding the members of the LAC of this as often as necessary;
- hold the members of the LAC to account, ensuring the business of the Local Academy Council is conducted efficiently and effectively and chairing meetings in such a way that there is clarity at the point of decision-making, and that all members can contribute and are listened to;
- set the agenda in liaison with the Headteacher and clerk to the governors, ensuring it is fit for purpose, pertinent to academy business and consistent with Trust agenda templates;
- guide each meeting through the items on the agenda;
- determine at LAC meetings whether any late items will be accepted onto the agenda;
- review minutes to ensure they accurately reflect the discussion and action points prior to circulation to Governors for approval;
- invite members of staff and professional advisors to LAC meetings to comment and advise on LAC business as appropriate;
- give definitive rulings on complaints and queries relating to the procedure and conduct of the meeting (the chair's decision being final);

- ensure that all members are given the opportunity to express their views before decisions are taken and that only those who are entitled to speak (eg those without a conflict of interest) are invited to do so;
- establish a constructive relationship with the vice-chair, directors, Chief Executive Officer, Headteacher and other senior leaders;
- liaise with the CEO and the Governance Professional, keeping them abreast of matters relating to governance in the academy as appropriate;
- provide the CEO and the Governance Professional with copies of the minutes one week after the Local Academy Council meeting;
- attend Trust chairs' and vice-chairs' meetings; and to
- report back at such meetings the key themes of discussion at LAC meetings, together with any issues arising or decisions required.

Vice-chair of Local Academy Council: Role Overview

The vice-chair's specific duties are to:

- deputise for the Chair in his or her absence;
- set the agenda for meetings of the LAC with the Chair, if requested; and to
- attend Trust chairs' and vice-chairs' meetings.

Process for Electing Chair and Vice Chair of Local Academy Council

On formation, the first chair of a Local Academy Council will be appointed by the Trust Board. Subsequent chairs will be elected by the LAC. All vice-chairs will be elected by the LAC. Because of the vital link, and the importance of maintaining a strong and effective relationship, between the LAC and the Trust Board, the appointment of a chair or vice-chair following an election will be subject to the approval of the Governance Committee.

Where it would be in the interests of the future success of the academy and the Trust, the Directors reserve the right to remove the existing chair or vice-chair, and appoint an alternative chair or vice-chair.

The chair and vice-chair terms of office will run for one year, from September to September. The procedure for electing a director to either position is as follows:

- At a meeting where a chair or vice-chair is to be elected, the election shall be the first item on the agenda for the meeting (after any prayers). The clerk shall chair this part of the meeting.
- Any serving governor may nominate any other serving governor (having first obtained their approval) to serve as chair or vice-chair – with the exception that any governor employed by the Trust may not be nominated to serve in either capacity. Nominations may be made in writing or by e-mail before the meeting, or verbally at the meeting when the item is discussed.
- If more than one candidate has been nominated, a vote shall be held. All governors present at the meeting, including those standing for office, shall be entitled to vote, unless they have a financial or pecuniary interest in the outcome. In the event of a tie, lots shall be drawn.
- Any unsuccessful candidates for the position of chair may, after the election, permit their names to go forward for consideration as vice-chair (if the position is open to election).
- If the position of chair falls vacant mid-year, the vice-chair shall act as chair until the next meeting. If the position of vice-chair falls vacant mid-year, an election shall be held at the next

meeting. In both cases the term of office of the successful candidate shall be until the next September.

Election of Staff Governors

The staff governor's role is not to represent staff, nor to stand alongside the Headteacher in being held to account by the LAC, but to operate as part of the LAC to provide strategic leadership and to hold the Headteacher to account. LAC staff governors shall be elected for a four-year term by the staff based at the relevant academy in accordance with the process set out below.

- When a vacancy arises, the clerk (or Headteacher) will write to all staff who are permanently employed at the academy seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a staff governor, and how their background and experience makes them suitable for the role.
- If there are more nominees than places available, the clerk (or Headteacher) will write to all permanently employed staff at the academy asking them to vote for their preferred candidate. Copies of the nominees' statements about their interest in the position must be included.
- In the event of a tied vote, lots will be drawn.

Election of Parent Governors

Likewise, the parent governor's role is not to represent parents, but to operate as part of the LAC to provide strategic leadership and to hold the Headteacher to account. LAC parent governors shall be elected for a four-year term by those with parental responsibility for a child on roll at the relevant academy in accordance with the process set out below.

- When a vacancy arises, the clerk (or Headteacher) take reasonable steps to write to all those with parental responsibility for a child on roll at the academy seeking nominees for the vacancy. The letter must include details of what the role of academy governor entails, and the skills required for the post. The Trust is very keen to appoint parents with the right skill-set to serve on the LAC.
- Nominees will be asked to provide a short statement about why they are interested in being a parent governor, and how their background and experience makes them suitable for the role.
- If there are more nominees than places available, the clerk (or Headteacher) will take reasonable steps to write to all those with parental responsibility for a child on roll at the academy, asking them to vote for their preferred candidate. Copies of the nominees' statements about their interest in the position must be included.
- An adult with parental responsibility for more than one child on roll at the academy is only entitled to one vote. For votes to be counted, the name of a child for which the voter has parental responsibility must be recorded on an envelope into which the voting paper is placed.
- In the event of a tied vote, lots will be drawn.

Visiting the Academy

In the main, this section covers structured visits for monitoring and evaluating. However, directors and governors may also visit informally to attend or participate in events such as assemblies, sports days, celebration events, and student council meetings, or to assist in areas in which they may be skilled (eg reading). These visits will be arranged *via* an invitation. In all cases governors should make it clear when visiting if they are there as a visitor, parent, helper etc. The Guide to the Law

states that: *“Individual governors do not have an automatic right to enter the academy whenever they wish. But they need to be able to visit from time to time to develop their understanding of the academy to enable them to fulfil their statutory responsibility for the conduct of the academy.”*

Governors should arrange their visits with the Headteacher, who has responsibility for the day-to-day management of the academy. It is often useful to draw up a policy on governors visits to cover things such as giving notice, constructive feedback, and handling concerns. The LAC should plan visits to cover a wide range of academy work, and each visit should have a clear purpose.

Visits by governors can be useful and informative. However, they do not replace professional inspection, or the monitoring and evaluation carried out by the Headteacher. Staff members should understand the reason for the visit.

Academies are a working environment and very busy and it is likely it is very different from when governors themselves were at school! Whilst staff will welcome the interest of governors and fully understand their statutory responsibilities, governors must be careful not to interrupt the fundamental business of the academy and the children’s education. Teachers often work to a strict timetable and may not always have time to talk to a governor when they are teaching.

15 LACs' Terms of Reference

Introduction

The role of the LAC is an important one. The LAC's role is to monitor, support, advise and ensure that the academy is always delivering the Trust's ethos, vision and strategy, and that the Headteacher is held to account for achievement of the Trust's priorities and targets (including becoming the academy of choice in the local community).

The LAC is to provide focused governance for academy improvement at a local level. The LAC monitors the academy's key performance indicators and acts as advisor to the Headteacher, providing challenge where appropriate. The LAC carries out its functions in relation to its respective academy on behalf of the Trust Board, and in accordance with policies and processes determined by the Trust Board.

Role and Responsibilities of the LAC

The Board is responsible for establishing a Local Academy's Council. It will appoint governors with the skills, experience, and knowledge to ensure the academy is responsive to its community. The essential role of the LAC is to provide scrutiny and challenge. Governance is currently judged under leadership and management within the Ofsted framework; in a Trust academy, Ofsted will look for evidence of impact and challenge from Trust directors, supported by governors. Evidence of challenge and impact on academy improvement should be clear in the minutes of LAC meetings.

Key responsibilities of the LAC

These are:

- to support recruitment of new Governors by championing the Trust and the role of Governor;
- to contribute to, and fulfil, the vision and ethos of the Trust, ensuring that the academy achieves the aims and ambitions it has for its students;
- to ensure compliance with the register of business/pecuniary interests;
- to work within the roles, responsibilities and ethics of the Governors' Code of Conduct and relevant governmental guidance;
- to report regularly to Directors as required;
- to monitor adherence to academy/Trust policies, ensuring policies and practices are embedded in day-to-day operations, and staff have relevant skills and training to ensure compliance;
- to work within the parameters of the Trust's Scheme of Delegation;
- to oversee the implementation and review of the Trust Improvement strategy, focusing on the academy's performance, achieving sustained academy improvement and having regard to any locally-agreed priorities identified by the Trust Board;
- to monitor and challenge achievement of academic targets at each key performance indicator point for all students throughout the academy, with a 'deep dive' into target groups (eg boys, disadvantaged, higher achieving pupils, SEN etc);
- to hold the Headteacher to account, and be ready to challenge all aspects of the academy's performance, including:
- quality of education: to review and take appropriate action to ensure the highest quality of teaching within the academy;

- SEND: to ensure that any Trust policy for pupils with special educational needs and disabilities ('SEND') is implemented and adapted to the specific academy context where necessary;
- attendance: to review attendance and pupil absence, and drive improvements in this area;
- exclusions: to monitor and challenge trends in permanent and fixed term exclusions, and to convene exclusions panels as required;
- admissions: to implement admissions arrangements, decisions and appeals in line with and Trust policies and the law;
- financial matters: to review and evaluate the individual academy budget, assessing impact in terms of value-for-money, and ensuring the effective use of resources;
- safeguarding: to monitor compliance with the Trust's safeguarding and child protection policies, including responsibilities relating to looked after children;
- data protection: to monitor compliance with the Trust's Data Protection/GDPR Policies and procedures;
- to monitor compliance with the Trust's Complaints Policy, and to convene complaints panels as required;
- to participate in recruitment and disciplinary/grievance panels as required by the Trust's policies;
- to ensure that the academy is actively contributing to the development of Trust-wide initiatives, including curriculum development;
- to have oversight of the delivery of key infrastructure projects;
- to develop effective links within the academy's community and stakeholders, communicating openly and frequently as appropriate;
- to ensure that the academy meets its responsibilities to the community and to develop the academy's reputation and marketing to ensure the academy is oversubscribed;
- to monitor the spend analysis and impact of the pupil premium in the academy, and ensure the annual report is published in a timely fashion on the academy's website;
- to support the Trust Board in its monitoring and evaluation of delivery and value-for-money of any central services and functions provided or procured by the Trust for its academies, reporting any issues or concerns to the Chief Finance and Operating Officer;
- to ensure that the academy is presented in the best possible way to the community and visitors by overseeing and challenging the quality and presentation of the academy's estates;
- to monitor the academy's compliance with the Trust's Health and Safety Policy and Procedures. The LAC should have an oversight of Health and Safety within the academy and ensure that the staff have the necessary skills, knowledge, and training. The role of the Health and Safety Link Governor is particularly important in ensuring that the LAC has a suitable oversight;
- to review the significant risks, and the adequacy and delivery of any mitigating actions, in relation to the areas delegated to the LAC;
- to review the use of academy premises (in particular lettings and letting agreements/charges), and to review relevant policies and procedures
- to monitor and report on the delivery and take-up of community use of sports and facilities, as applicable;
- to consult stakeholders such as parents, staff and pupils, and use these insights to inform decision-making;
- to help stakeholders to understand the Trust's values and vision for the future;

- to provide the Trust Board with insight into the challenges and opportunities faced by the academy's local community;
- to understand Ofsted's requirements for governance and ensure that the LAC members have the appropriate level of information to ensure they are properly equipped to support Directors during any inspection;
- to engage fully and openly with any inspection of, or visit to, the academy, whether by the Trust Board, Ofsted, or any other appropriate public body to whom the Trust is accountable;
- to engage in training opportunities to continually develop the skill level and knowledge of the LAC members;
- to appoint a chair, vice-chair, clerk, and link governors for Admissions, Health and Safety, Safeguarding and SEND (see below).

The specific areas of responsibility of a LAC are set out in a separate matrix.

Composition of the LAC

The composition of the LAC is set out below.

Type of Governor	How many?	Term of office	How appointed
Foundation governor	4 (but see right)	4 years	By default, LACs have 4 foundation governors, appointed by the Trust Board (and approved by the relevant church authorities). In joint-denomination academies, half the foundation governors will be approved by the Diocese and half by the Archdiocese. The Trust Board may increase the number of foundation governors to 8; in joint Catholic/Anglican academies, the number of such governors must be even.
Parent governor	2	4 years	Elected by parents who have a child in the academy at the time of their education. Where parent governors are in place at the point where a school joins the Trust, the Trust Board (at its sole discretion) may appoint some or all of the existing parent governors to the Local Academy Council for any period of time up to and including the remainder of their existing term of office
Trust-appointed governor	1	4 years	Governor to be appointed by the Trust Board
Headteacher	1	<i>ex officio</i>	
Staff governor	1	4 years	Elected by staff
Total	9		

Term of Office

Unless they serve on the LAC in an *ex officio* capacity, a governor may be re-appointed/re-elected for a total of three terms (ie not exceeding 12 years in all).

Qualifications and Disqualifications for Governors

An LAC governor must be aged 18 or over at the time of election or appointment. Registered students cannot be governors.

A person is disqualified or may be terminated from being a LAC Governor if:

- they resign by writing to the Governance Professional, *via* the chair and clerk of their LAC;
- the directors terminate their appointment;
- (in the case of a staff governor) their employment is terminated;
- they are absent, unless agreed otherwise, for two consecutive meetings of the LAC, in which case the Directors may remove a governor at their discretion;
- they would be disqualified from acting as a charity Director by virtue of Section 178 of the Charities Act 2011;
- their estate has been sequestrated and the sequestration has not been discharged, annulled, or reduced;
- they are the subject of a bankruptcy restrictions order or an interim order;
- they are included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999;
- they are disqualified from working with children under sections 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000;
- they are a person in respect of whom a direction has been made under section 142 of the Education Act 2002;
- they have not complied with the Trust's Safeguarding and Child Protection Policies, with the Governors' Code of Conduct, or with a material part of these Terms of Reference;
- they have not complied with the Trust's Conflicts of Interests' policy resulting in a significant breach of trust, as determined by the Directors;
- they refuse to allow an application to be made to the Disclosure and Barring Services (DBS) for a criminal records check; or if,
- at any time, the Directors reasonably consider their removal to be in the interests of the Trust.

Commitment of Governors

Governors are required to:

- prepare to make, and make, an active contribution at meetings of the LAC;
- champion the Trust's vision, ethos;
- promote the academy in the local community;
- challenge and hold senior leaders to account for all aspects of the academy's performance;
- provide support and encouragement to the leadership team;
- familiarise themselves with Trust and Academy policies;

- visit the academy both during academy hours (with prior arrangement with the Headteacher) and for evening events to get to know the academy and to be visible to the academy community;
- promote the academy within the local community, and contribute to the development of the academy's reputation;
- ensure that they are fully equipped with appropriate levels of information to participate in Ofsted inspections effectively; and to
- undertake mandatory training for Governors (in addition to attending additional training sessions for Governors, where possible).

Link Governors

LACs must appoint three link governors, to cover these areas:

- admissions;
- safeguarding; and
- SEND.

Role descriptors for each link position are given in Appendix I.

Any governor except the Headteacher may serve as a link governor. Link governors' term of office runs from September to September; provided they remain on the LAC, there is no limit to the number of terms of office they may serve.

Panels and committees

The LAC may establish one-off panels to discharge certain legal duties (ie appointing staff, and other HR processes; hearing complaints under the Trust's Complaints Procedure; and reviewing exclusions). If a LAC wishes to establish a panel for any other reason, written permission must be sought from the governance professional.

The LAC may not set up any committee without the explicit, written permission of the CEO – although the Admissions Link Governor and the Headteacher form a *de facto* Admissions Committee (see Appendix I).

Meetings of LAC

The LAC shall meet 6 times per year.

A Clerk to governors shall be appointed by the LAC. The clerk shall convene all meetings of the LAC by sending notice of the meeting, and a copy of the agenda, to all members of the LAC at least 7 clear days in advance of the meeting.

An extraordinary meeting of the LAC may be called by the clerk whenever requested by the chair, or at the request in writing of any three individuals who are either governors of the LAC or directors of the Trust. Where there are matters demanding urgent consideration, the chair or, in his absence, the vice-chair may, with the approval of the CEO and Headteacher, waive the need for 7 calendar days' notice of the meeting and substitute such notice as they think fit.

The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

In the absence of either the chair or the vice-chair at a meeting of the LAC, the LAC will agree a replacement for the meeting from among the governors in attendance. Neither the clerk to

governors nor any Trust employee based at the academy (including the Headteacher) may chair the meeting (with the sole exception that the clerk chairs the part of a meeting where the chair is elected).

Quorum

A quorum must be present, being three or one third of the number of governors rounded down to the nearest whole number (if greater).

If the number of governors assembled for a meeting of the LAC does not constitute a quorum, the meeting shall not be held. If during a meeting of the LAC the number of governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.

If for lack of a quorum a meeting cannot be held or cannot continue, the chair shall, if s/he thinks fit, determine the time and date at which a further meeting will be held, and will direct the clerk to convene the meeting accordingly.

Decision Making and Voting

All issues to be decided at a meeting of the LAC shall be determined by a majority of the votes of the governors present and voting on the question. Every governor shall have one vote. Where there is an equal division of votes the chair of the meeting shall have a second or casting vote. A governor may not vote by proxy.

No resolution of the Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

A resolution in writing, signed by all the governors shall be valid and effective as if it had been passed at a meeting of the Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the governors.

Any Governor shall be able to participate in meetings of the Governors by telephone or virtually if they have given reasonable notice to the clerk, and if all parties have access to appropriate equipment.

Minutes

Minutes must be prepared of all LAC meetings. Drafts of those minutes must be sent to the Chair and the governance professional no later than 7 calendar days after the date of the meeting. Final minutes, as approved by the Chair must be circulated to LAC, the CEO and the governance professional.

Effectiveness of LACs

The Trust will monitor the effectiveness of their LACs through:

- annual reports (where requested) from LAC Chairs;
- external reviews;
- performance (of both the academy and the LAC) against key performance indicators;
- analysis of LAC minutes; and
- LAC Effectiveness Reviews.

Review of Terms of Reference

The Directors reserve the right to determine the terms of reference, membership and proceedings of any LAC as a committee of the Trust Board.

As documented in the Trust's Articles of Association, the terms of reference of each LAC (ie this document) shall be reviewed every twelve months to ensure they are effective.

16 Notice of Concern

The Trust Board may issue a notice of concern to the LAC of any academy within the Trust where, in the opinion of the Chief Executive officer and the Chief Finance and Operations Officer, the academy has failed to comply with any provisions of this Scheme of Delegation, or where actions need to be taken to safeguard the financial position of the Trust or the Academy.

Such a notice will set out the reasons and evidence for it being made, and may place on the LAC restrictions, limitations or prohibitions in relation to the management of funds delegated to it. These may include:

- requiring relevant staff to undertake appropriate training to address any identified weaknesses in the financial management of the academy;
- requiring that an appropriately trained or qualified person attends the LAC;
- placing more stringent restrictions or conditions on the day-to-day financial management of the academy than the scheme requires for all academies, such as seek permission to spend from the Trust prior to commitment;
- requiring regular financial monitoring meetings at the academy attended by Trust officers; and/or
- imposing restrictions or limitations on the way the academy manages extended academy activity funded from within its delegated budget share (for example, by requiring an academy to submit income projections, financial monitoring reports on such activities, or both).

The notice will clearly state what these requirements are, and the way in which, and the time by which, such requirements must be complied with for the notice to be withdrawn. It will also state the actions that the Trust may take where the LAC does not comply with the notice.

The purpose of this provision is to enable the Trust to set out formally any concerns it has regarding the financial management of an academy it maintains and requires a LAC to comply with any requirements it deems necessary.

The principal criterion for issuing a notice, and determining the requirements included within it, must be to safeguard the financial position of the Trust or Academy.

It should not be used in place of withdrawal of financial delegation where that is the appropriate action to take; however, it may provide a way of making the LAC aware of the Trust's concerns short of withdrawing delegation, and identifying the actions a LAC should take to improve their financial management to avoid withdrawal.

17 Personal, Business and Pecuniary Interests

Members, directors and governors must complete a register of their relevant personal, business and pecuniary interests. This must be reviewed annually and published in summary on the appropriate website.

A conflict of interest may arise because of circumstances affecting a person connected with a member, director or governor. “Connected persons” would include individuals who are family members and close friends.

Any member, director or governor who has any such personal interest or duty that conflicts, may conflict, or may be seen to conflict with their duty to act solely in the interests of the Trust or its academies shall:

- disclose the fact to an appropriate person (such as a clerk, a chair, the CEO or a Headteacher) as soon as they become aware of it;
- withdraw from any meeting for that item unless expressly invited to remain to provide information;
- not be counted in the quorum for that part of any meeting; and
- withdraw during the vote and have no vote on the matter.

18 Governance Professional

A Governance Professional's role is advising, guiding, and supporting the governance of the Trust.

The Trust has appointed a Governance Professional whose oversees all aspects of governance effectiveness and compliance within the Trust, ensuring governance (a) adheres to good practice and (b) meets all statutory and regulatory requirements.

To this end, the Governance Professional:

- supports the efficient and effective operation of the Trust Board and its committees, for example by ensuring clerking arrangements are effective;
- ensures governance at all levels is carrying out its functions;
- leads on development of the trust's governance framework, and drives improvements to its systems, processes, and structures; and
- manages and coordinates the delivery and ongoing improvement of governance support across the Trust, including putting in place a programme of relevant training.

19 Scheme of Delegation Matrix

As the accountable body the Trust Board is the key decision maker for many tasks within the Trust. Certain specific tasks, however, fall to the members and/or LAC. The CEO, supported by her team and by Headteachers within the Trust, is responsible for operational matters. As the corporate entity, the Trust Board remains accountable and responsible for all decisions made; executive leaders operate within the autonomy, powers and functions delegated to them by the Trust Board.

The Scheme of Delegation Matrix is a separate document that lists key tasks, and sets out to whom they are delegated, using the following categories:

- **Approval:** authority for making the decision and/or implementing the task;
- **Management:** managing the completion and delivery of the task and communicating with all relevant parties;
- **Consultation:** stakeholders/relevant parties whose opinions are sought and considered; and
- **Responsibility:** oversight/monitoring compliance at local level

The Scheme of Delegation Matrix can be found on All Saints MAT's website.

Appendix I: Link Governor Role Descriptors

As stated in Section 14, LACs must appoint three link governors, to cover these areas:

- admissions;
- safeguarding; and
- SEND.

Role descriptors for each of these positions are given below.

1.1 Admissions Link Governor

In a Multi Academy Trust, the Trust is the 'Admissions Authority'. Under the Government's Admissions Code, Admissions Authorities are responsible for (amongst other things) setting admissions policies, offering places to applicants in line with the policy, and overseeing the appeals process.

Because of the unique nature of All Saints Multi Academy Trust (the only joint Anglican/Catholic Trust in the country), the duties that fall on the Admissions Authority are delegated to each individual academy. In discharging these duties, academies can call on the support of the Trust's Governance Professional, who oversees this aspect of the Trust's work, reporting directly to the CEO.

Paragraph 2.7 of the Code states: "A decision to offer or refuse admission must not be made by one individual in an admission authority. Where the school is its own admission authority the whole governing body, or an admissions committee established by the governing body, must make such decisions". In our Trust, LACs may not form committees (see Section 14); but the Admissions Link Governor and the Headteacher effectively form a *de facto* committee where decisions to offer or refuse admission can be made, and other admissions matters can be progressed.

The Admissions Link Governor and the Headteacher, therefore:

- oversee the creation of the academy's admissions policy, drawing on reflections from the previous admissions cycle;
- oversee the process of consultation about any changes (which must last for at least six weeks and be concluded by 31st January – see Section 1.46 of the Code), having first consulted (in line with Section 1.38) with the relevant church authorities;
- ensure that the policy is adopted by the LAC, and published on the academy's website, by 28th February and 15th March respectively (paragraphs 1.49 and 1.50);
- ensure that applicants are ranked in accordance with the policy;
- ensure that the relevant information is supplied to the co-ordinating (home) Local Authority in a timely manner;
- ensure appropriate appeals arrangements are in place, and published on the academy website, post-National Offer Day;
- reflect on the operation of the annual cycle to inform the review of the next cycle's policy; and
- liaise about, and determine, the outcome of any in-year admission requests.

It is important that records are kept of all discussions and decisions made, for example through a carefully-maintained e-mail trail.

1.3 Safeguarding Link Governor

The link governor for safeguarding will:

- make sure the academy has suitable and up-to-date policies for:
 - child protection;
 - staff code of conduct/staff behaviour; and
 - handling allegations of abuse against staff and volunteers, including allegations that do not meet the harm threshold (low-level concerns), adopting Trust policies where they exist;
- monitor the academy's safeguarding systems and procedures;
- make sure the academy has an appropriate safeguarding response to children who are absent from education, particularly on repeat occasions and/or for prolonged periods;
- make sure the academy has appropriate online filters and monitoring systems in place;
- make sure the academy has appointed a designated safeguarding lead (DSL) from the senior leadership team (SLT), with the appropriate status and authority to carry out their duties;
- meet regularly with the DSL to monitor whether the academy's policies and procedures are effective, and whether all staff and governors have had the appropriate level of training (as applicable);
- make sure the DSL has the additional time, funding, training, resources and support needed to carry out the role effectively;
- make sure the academy has appointed a designated teacher to promote the educational achievement of looked-after and previously looked-after children, and that this person has received appropriate training;
- make sure the curriculum covers safeguarding, including online safety, which should be a running and interrelated theme in your whole academy approach to safeguarding and related policies/procedures;
- make sure that checks to the single central record (SCR) are happening;
- keep the LAC up to date with statutory guidance relating to safeguarding and child protection, and any advice issued locally by other agencies;
- inform LAC when it needs to make any changes to policies or procedures (eg in light of new regulations or guidance);
- update the LAC on how monitoring activities are going;
- attend training and regular meetings for safeguarding link governors across the Trust; and
- make sure all governors and trustees receive safeguarding and child protection (including online) training at induction, which is regularly updated.

The link governor for safeguarding will **not**:

- write safeguarding reports, as this is done by the headteacher or DSL; or
- deal with specific 'big ticket' safeguarding incidents, but they will be notified by academy leaders when they happen (in general terms).

1.3 SEND Link Governor

The link governor for special educational needs and disabilities ('SEND') will:

- understand:
 - the LAC's responsibilities under the SEND Code of Practice;
 - the different special educational needs and disabilities represented at the academy; and
 - the local and national policy context for SEND;
- make sure the academy:
 - makes the necessary special educational provision for any pupil with SEND;
 - meets the needs of pupils with SEND;
 - makes reasonable adjustments in line with the Equality Act 2010;
 - ensures that all pupils with SEND join in with the everyday activities of the academy together with the children without SEND;
 - has appointed a SEND Co-ordinator ('SENDCo') who has received appropriate training; and
 - as a suitable and up-to-date SEN information report/policy, published on the academy's website;
- meet the SENDCo on a termly basis to monitor:
 - all aspects of SEND provision;
 - that the academy makes good use of its SEND budget and resources;
 - the progress of pupils with SEND;
- report to the LAC on the monitoring work carried out, ensuring that they:
 - are up to date about issues related to SEND;
 - consider SEND in any budget discussions;
 - ask challenging questions about the academy's SEND provision and strategies; and
- attend training on the role of the SEND link governor, and the Trust's meetings for SEND link governors, as appropriate.