



L.E.A.D. Academy Trust

Lead • Empower • Achieve • Drive

L.E.A.D. Multi-Academy Trust

Scheme of Delegation

Notes:

1. *This Scheme* shall be reviewed annually by the Board. Material amendments to the Scheme agreed by the Board during the year shall be annotated and incorporated into the Scheme by the Clerk to the Board.*
2. *The Clerk to the Board is authorised to make non-material and/or minor amendments to the Scheme consequent on material amendments agreed by the Board and / or minor amendments agreed by Committees and any change to job titles or job roles.*

**approved by the Board on 17 May and 19 July 2017 (Mins 73 and 93 refer).*

Schedule of Amendments to Part 1 of the Scheme

Committee	Amendments approved by	Date and Minute Reference
Finance and Resources Committee	Trust Board	23.05.19 : Minute 51.5 (iii)
Audit and Risk Committee	Trust Board	18.12.19 : Minute 24.1 (i)
Pay Committee	Trust Board	18.12.19 : Minute 29.9 (ii)
Performance and Standards Committee (Minor amendments only)	Performance and Standards Committee	29.01.20 : Minute 12.1 (Minor amendments)
Academy Governing Bodies	Trust Board	3.04.19 : Minute 60 (For implementation from 01.09.19)

For completeness the following Terms of Reference are appended to this document

L.E.A.D. Services Board Terms of Reference: (draft) – to be considered by LSB : 5 March 2020 (Appendix A)

Member Board Terms of Reference : agreed 18 October 2019. (Appendix B)

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Introduction

Company Structure

The L.E.A.D. Academy Trust is the parent company for L.E.A.D. Services.

All academies within the Trust are governed by the Trust Board

L.E.A.D. Services is governed by Articles agreed in November 2018 under which the L.E.A.D. Services Board (LSB) is responsible for a range of services provided by this arm of the Trust. LSB has agreed Terms of Reference - Appendix A to this document. Any profit generated from L.E.A.D. Services is donated to the Trust for educational benefit.

The Trust

The Trust has entered into a Master Funding Agreement with the Department for Education (DfE) and a Supplemental Funding Agreement in respect of each academy (the "Funding Agreements").

The Trust is responsible for ensuring that the company fulfils its statutory objectives, general functions and duties and appropriately exercises the legal powers vested in it, under the Charities Act 2011 and other legislation. The Trust is ultimately responsible to:

- the Members of the Trust - for overall performance, conduct and effective governance. Members may at any time, through the Member Board, review and/or make amendments to the Governance Structure of the Trust. The Terms of Reference of the Member Board are attached at Appendix B to this document; and
- the DfE in relation to compliance with the Funding Agreements and the requirements of the Academies Financial Handbook.

The Scheme of Delegation ("the Scheme") : Context

The Trust Board ("the Board") is the Governing Body of the L.E.A.D. Trust. The Board has full authority and responsibility for:

- setting strategic direction and policy governing all aspects of Trust activity. This includes strategic oversight, vision and planning for the Trust, oversight and determination of the organisational structure and of the performance and standards of each Academy and determination and oversight of the extent of provision of central services for schools ("the Centre"); and
- governance and compliance (including the arrangements for self-evaluation of effectiveness), probity and financial management (including investment, audit and identification and management of risk), contractual relationships, management of estates and infrastructure and human resource management (as employer this includes the terms and conditions of service of all staff and related policy and procedures).

In accordance with Clause 105 of the Articles of Association* of the Trust, the Board has delegated the power to carry out many of these responsibilities to Committees or, through the Chief Executive, to the Executive Team, other Senior Staff and Headteachers. This document sets out the Scheme of Delegation approved by the Board ("the Scheme").

*2017

General Principles of the Scheme

1. All references in this Scheme to “the Board” mean the Trust Board.
2. The Trust Board has overall responsibility and ultimate decision making authority for all the operations of the Trust, including establishment, performance and maintenance of Academies. The Board retains ultimate responsibility for all the powers and responsibilities that it has delegated and receives reports on actions and key powers exercised on its' behalf. The Board may at any time withdraw or vary any delegation and request additional reports/explanation on the exercise of delegated actions and powers.
3. Subject to the direction of the Board, there shall be three tiers of Governance (i.e. the Board and its' Committees, the Executive Management Team (EMT) and Academy Governing Bodies (AGBs). There shall be no duplication of governance between the three tiers. Governance shall be as close as possible to the point of impact of decision making. The relationship between the Board, Board Committees (including AGBs) and EMT is characterised as a partnership to realise a common vision and common purpose.

Board Chair and Chairs of Committees and Academy Governing Bodies

4. The Board appoints a Chair and Vice-Chair at the first meeting in each academic year. Similarly, each Committee elects a Chair at the first meeting of each academic year. All Chairs (including the Chair of the Board) shall have the power, following consultation with the Chief Executive or his/her nominee, to act on any urgent matter within the remit of their Committee that may arise between scheduled meetings and where, in the view of the Chief Executive (or his/her nominee) delay in making that decision would seriously impede the business of the Trust.
5. The power of a Chair to act may include taking an action, consulting with members of the Board/Committee by correspondence or calling a special meeting. The power extends to the Chairs of AGBs subject to consultation with the Head Teacher (or his/her nominee). All such decisions shall be reported to the next meeting of the Board or the Committee as appropriate.
6. AGBs are Committees appointed by the Board. Whilst AGBs elect their Chair and Vice-Chair, the confirmation of the Trust Board to the initial appointment of those elected is required.

Principles of Delegation

7. Those to whom delegations have been granted (including Committees) are ultimately accountable to the Board.
8. Delegation of power(s) to any individual does not obviate the need for consultation with colleagues as appropriate.
9. All delegated functions must be exercised in accordance within the established policies and procedures, budgetary and financial and legal constraints of the Trust.
10. Those to whom delegations have been granted (including Committees) may elect not to exercise their delegation but to refer any matter to the Board (or in the case of the Executive and other members of staff, to the Chief Executive) if in their judgement, the complexity or risk associated with any matter merits this.
11. Issues regarded as novelty or potentially precedent-setting shall be referred to the Board for consideration and decision. (For example, where an issue may become a 'test case' or, in the view of the Chief Executive, is likely to be controversial or contentious. This includes issues that may risk potential damage to reputation/public trust and confidence, key relationships and /or that may have a personal impact on Board Members and/or on senior members of staff).

12. The Scheme is in two parts:

Part 1 : Delegations to Committees. This includes matters reserved for decision by the Board; and

Part 2 : Delegations to the Chief Executive, the Executive Management Team and other Senior Staff including Headteachers.

13. The Scheme is not intended as an exhaustive list of all aspects of Trust activity but aims to set out the salient powers.

14. All revisions to Part 1 of the Scheme shall be subject to formal report to the Board. All revisions to Part 2 of the Scheme are a matter for the Chief Executive to determine subject to annual report to and review of the Scheme by the Board.

Matters Reserved for decision by the Board

15. The Board has reserved decisions on some key issues to itself. These are referred to in the Scheme as "Reserved Matters". The Board shall determine all reserved matters following consideration of reports and/or recommendations from Committees and/or the Chief Executive and / or members of EMT.

Establishment of and procedures relating to Committees

16. The Constitution, Membership, terms of reference and delegations to all Board Committees shall be determined and reviewed annually (or such other frequency as may be agreed) by the Board.

17. Any member of the Board who is not a member of a Committee shall have the right to attend any meeting of any Committee, and at the discretion of the Chair, to speak on any matter included on the agenda.

18. The Chair of the Board or of a Committee may, through the Clerk to the Board or Committee, call a special meeting of the Board/Committee at any time, provided the purpose of the meeting is specified in the agenda for the meeting.

19. The Clerk to the Board and to Board Committees (including AGBs) shall:

- consult with the Chair of the Board/Committee on the content of the agenda for meetings;
- ensure that the agenda and papers for meetings are sent to members of the Board/Committee a minimum of seven days before the day of the meeting;
- ensure that minutes of all meetings are prepared in a timely manner and approved by the Chair prior to circulation to Board/Committee members. (Following approval by the Chair, minutes shall be posted on Governor Hub so as to be available to all Board/Committee members and shall also be submitted to the next available meeting of the Board/Committee for noting/approval and signature by the Chair. The Minutes of all Committees (other than AGBs) shall be submitted in full to the Board unless the Board has agreed that a summary report will suffice).
- agree, in consultation with EMT and Chairs, an annual programme of meetings for the Board and its' Committees, together with supporting annual business plans.

The Scheme of Delegation

Part 1 : The Trust Board and Trust Board Committees

The Trust Board

Appointment and Constitution	The Constitution and Membership of the Trust Board shall be determined by the Trustees. There shall be a minimum of six members of the Board including the Chief Executive.
Quorum	Any three members of the Board shall constitute a quorum.
Frequency of Meetings	<p>The Trust Board shall meet at least three times a year.</p> <p>The Chair of the Board, through the Clerk to the Board, may call a special meeting of the Committee at any time, provided the purpose of the meeting is specified in the agenda for the meeting.</p>
Attendance	The Chief Executive, Deputy Chief Executive and Deputy Chief Executive (Education) of the Trust shall normally attend meetings of the Board. Other staff may attend at the discretion of the Chair.
Reserved Matters Generally	<p>Matters referred to the Board shall take account of the Board Risk Register and shall include any proposal for new initiatives and/or policies and any developments which may impact on the strategic direction of L.E.A.D. in terms of finance, policy, service delivery, reputational risk or organisational structure.</p> <p>Any issue regarded as novelty or potentially precedent-setting shall be referred to the Board for consideration and decision. (For example, where an issue may become a 'test case' or, in the view of the Chief Executive, is likely to be controversial or contentious. This includes issues that may risk potential damage to reputation/public trust and confidence, key relationships and /or may have a personal impact on Board Members and/or on senior members of staff).</p>
Specific Reserved Matters	<p><u>Approval of:</u></p> <ul style="list-style-type: none"> ● Trust Vision, values and ethos, promotion and protection of this and the integrity and reputation of the organisation; ● the overall strategic direction of the Trust within available resources and review and/or variation of agreed strategy and plans. This includes, on recommendation of the Chief Executive: <ul style="list-style-type: none"> - the Strategic Plan for the Trust and its' Academies and any proposed amendments thereto; and - proposals for entering into formal strategic partnerships; ● matters referred to the Board by the Chief Executive and on which: <ul style="list-style-type: none"> - the Board has indicated it wishes to be kept informed and/or requires early warning or dialogue; and - the Chief Executive requires a steer or input from the Board.
Strategic oversight, vision and planning	

Finance	<p><u>Approval (on recommendation of the Chief Executive or the appropriate Committee) of:</u></p> <ul style="list-style-type: none"> ● the financial management and investment policies and decisions of the Trust (and any proposed amendment thereto) including the Funding Model to be adopted across the Trust and the Academies. (This includes funding models for individual Academies developed in consultation with them by the Chief Financial Officer (CFO)); ● actions relating to the effective and appropriate management and use of Trust finances; ● subject to prior consultation with AGBs (to be co-ordinated by the CFO) the extent of central services to be provided to each Academy by the Trust and the allocation or apportionment of the costs of those services; ● the annual revenue budget for the Trust including the annual budget of each Academy as recommended by CFO; ● the criteria for allocation of the annual Capital Budget and the associated Annual Capital Programme; ● variations to approved budgets and/or actions that may be necessary to ensure that the expenditure of the Trust remains within agreed limits; ● Subject to the comments and/or recommendation of the Finance and Resources Committee, (or otherwise) any proposal of a Committee or of the Executive involving expenditure that has not been provided for in the approved revenue or capital budget for the year; and ● appointment of internal and external auditors, subject to agreement by the Member Board.
Governance and compliance	<p><u>Approval of</u></p> <ul style="list-style-type: none"> ● the governance arrangements of the Trust to ensure the highest standards of governance that command the confidence of staff and stakeholders; ● the Scheme of Delegation and any amendments thereto; ● the report and recommendations (if any) of the Chair following the annual Board self - review of effectiveness (this to include review of the effectiveness of the Board and its' Committees, the Chair and individual Trustees); ● procedures for the appointment and/or removal of Trustees, members of the Board and its' Committees and Academy Governing Bodies (AGBs); ● the role of the Chair of the Board and Succession Planning for Board members; ● Trustee, Board and Governor Code of Conduct and any actions required in relation to breaches thereof; ● Staff Code of Conduct and any actions required in relation to breaches thereof; ● arrangements for training and evaluation of Trustees, Board and Committee members and Governors; and ● appointment or dismissal of the Chief Executive and of the Clerk to the Board.

<p>Organisational structure</p>	<p><u>Approval of</u></p> <ul style="list-style-type: none"> ● establishment and appointment of Board Committees; ● on recommendation of the Chief Executive, the overall structure and staffing of the Trust and any proposed amendments thereto; ● the extent of central services provided to Academies by the central Trust;
<p>Performance, targets and standards including Pupil outcomes</p>	<p><u>Monitoring and approval of</u></p> <ul style="list-style-type: none"> ● performance targets and key performance indicators (KPI's) for the Trust and its' Academies; ● the overall performance and standards of the Trust and its' Academies against agreed targets and KPIs and, through the reports and recommendations of the Performance and Standards Committee, the Chief Executive and/or the Deputy Chief Executive (Education), consideration and approval of actions recommended in relation to School Improvement and performance. This includes actions recommended where Academy Improvement Plans and/or improvement actions have not been implemented or have not had the desired impact in terms of improved performance and pupil outcomes; ● the performance of the Chief Executive, EMT and others to whom responsibilities have been delegated. This includes holding them collectively and individually to account for the overall performance of the Trust (and/or of individual academies) against agreed targets and KPI's, the exercise of their delegated powers and delivery against the targets, plans, and budgets approved by the Board.
<p>Policy</p>	<p><u>Approval of</u></p> <ul style="list-style-type: none"> ● all policies and substantive amendments thereto developed by EMT for the effective management, administration and operation of the Trust and for adoption by Academies. This includes policies for Safeguarding and Child Protection, Trustee and Board confidentiality, Board, Trustee, Governor and Staff Conflict of Interest and procedures relating thereto and Trustee, Board Member and Governor expenses and remuneration.

PAY COMMITTEE : TERMS OF REFERENCE

Purpose	The purpose of the Pay Committee (“the Committee”) is to assist the Trust Board to fulfil its responsibility to ensure that the remuneration policy and practices of the Trust reward fairly and responsibly, with a clear link to Trust and individual performance, having regard to statutory and regulatory requirements.
Constitution and Membership	<p>The Committee shall comprise a minimum of three Trust Board members appointed by the Trust Board.</p> <p>Appointments to the Committee shall be reviewed annually by the Trust Board.</p> <p>Committee members shall normally be appointed for a period of one year or until the first meeting of the Trust Board held in the following Academic Year, whichever is the later.</p>
Chair	<p>The Committee shall appoint a Chair at the first scheduled meeting of each Academic Year. The Chair shall hold office for the remainder of the Academic Year or until the first meeting of the Trust Board held in the following Academic Year, whichever is the later. The retiring Chair of the Committee shall be eligible for re-appointment.</p> <p>In the absence of the Committee Chair, the meeting will not be quorate (see below).</p>
Quorum	Three members of the Committee shall constitute a quorum.
Clerk	The Trust Head of Governance/ Clerk to the Board shall act as the Clerk to the Committee providing all necessary support to it, including liaison with advisers to the Committee as may be required, preparation of agenda, recording of Committee minutes and ensuring that the Committee receives information and papers in a timely manner to enable full and proper consideration of the relevant issues.
Meetings	<p>Frequency</p> <p>The Committee shall meet at least three times each year (normally in June, September and December).</p> <p>The Chair may instruct the Clerk to convene additional meetings during the year the purpose of which must be set out in the agenda for the meeting.</p> <p>Attendance</p> <p>The Chief Executive, Deputy Chief Executive and Deputy Chief Executive (Education) shall normally attend meetings of the Committee and shall declare a direct personal interest and withdraw from the meeting if any item relating to their terms and conditions of service are to be discussed.</p> <p>At the discretion of the Chair other members of staff, e.g. EMT members, the Head of Human Resources or their nominee or external advisers may be invited to attend for all or part of any meeting of the Committee and with the consent of the Chair may address the meeting.</p> <p>Any other person whose terms and conditions of service or any part thereof are due to be discussed at the meeting shall declare their direct interest and where required by the Chair shall withdraw from the meeting.</p>

	<p>No member of Trust staff shall be involved in any decisions affecting their own remuneration.</p> <p>Interests</p> <p>If any member of the Committee has a personal or financial interest in the business of the meeting, either directly or indirectly, that member may, provided the nature of the interest is declared at the meeting and before the business is discussed, and with the permission of the Chair, remain in the meeting but shall not be permitted to vote at the meeting.</p>
<p>Authority and Delegated Functions</p>	<p>The role of the Committee shall be:</p> <p>Review of Pay Policy and its implementation</p> <p>1. On a regular basis to review and, where appropriate, recommend to the Trust Board changes to Trust Pay Policy for all staff*. In doing so the Committee shall take account of trends within the academy sector, as well as the public interest, the safeguarding of public funds, the Trust's interests and the need to remain competitive in relation to staff recruitment and retention.</p> <p>2. To monitor and review the level and structure of staff remuneration in the context of the Trust's Pay Policy as a whole, pay and conditions elsewhere in the Trust and the overall cost to the Trust. In doing so the Committee shall be entitled to require from EMT reports on pay decisions affecting non-EMT staff.</p> <p>EMT pay and conditions</p> <p>3. To make recommendations to the Trust Board regarding the framework, policy and supporting procedures for remuneration and terms and conditions of EMT members, including any proposed changes to terms and conditions¹. This includes any proposed adjustment to salary of EMT members arising from the annual review of EMT performance against agreed objectives.</p> <p>4. In doing so the Committee shall take account of all factors which it deems necessary in determining the framework, policy and procedures. The objective shall be to ensure that members of the EMT are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contribution to the success of the Trust.</p> <p>Headteacher pay</p> <p>5. To approve the terms and conditions of staff and associated policies in relation to:</p> <ul style="list-style-type: none"> i) Executive Head Support Packages; and ii) any scheme for payment of Headteachers above the applicable pay scale. <p>Severance arrangements</p> <p>6. To ensure that any termination payments to employees which are proposed to include a non-contractual payment in excess of £10,000 are in line with sector guidance</p>

¹ Any appeal against a decision of this Committee shall be considered by the Appeal Panel established for the purpose, as set out in the supporting procedures.

	<p>(including the Academies Financial Handbook) and to approve any such termination payments. In doing so the Committee will ensure that contractual terms on termination and any payments made are fair to the individual and to the Trust and are in accordance with legal and regulatory requirements.</p> <p>7. To approve the exit terms for EMT members.</p> <p>General</p> <p>8. To keep abreast of external remuneration trends and market conditions.</p> <p>9. To approve any major changes in remuneration, employee benefits structures and/or changes to the Trust’s job evaluation scheme proposed by EMT.</p> <p>10. To consider such other matters as are referred to the Committee by the Trust Board and in doing so to liaise as necessary with other Trust Committees.</p> <p>11. To ensure that all provisions regarding the disclosure of remuneration are fulfilled.</p> <p>12. To ensure that the selection criteria and selection process for appointing any remuneration consultants to advise the Committee conform to budgetary constraints and Trust procurement procedures set by the Trust Board from time to time;</p> <p>13. To set the terms of reference for any remuneration consultants appointed to advise the Committee.</p> <p>14. To ensure that any decision of the Committee with resource implications for which provision has <u>not</u> been made in the approved Trust budget shall be subject to recommendation to the Trust Board and to notification to Finance and Resources Committee for comment to the Board on affordability.</p> <p>15. To report formally to the Trust Board after each meeting on all matters within its terms of reference.</p>
<p><i>samcd.agreed</i></p>	<p><i>These Terms of reference approved by the Trust Board (18 December 2019 - Minute 29.9 (iii))</i></p>

Audit and Risk Committee

Introduction

Good governance arrangements require establishment of a Committee to provide assurance over the suitability of, and compliance with, Trust financial systems and operational controls. The Trust has established, in accordance with DfE and ESFA good practice advice, a dedicated Audit and Risk Committee.

The Committee is responsible amongst other things, for oversight of the risk management arrangements for the L.E.A.D. Trust. This includes issues relating to L.E.A.D. Services (see full remit/terms of reference below).

<p>Overview</p>	<p>The Audit and Risk Committee shall:</p> <ul style="list-style-type: none"> - determine and maintain oversight of, and review the arrangements for, independent checking of financial, governance, risk management and internal control systems and, transactions; - review the risks to the internal control framework of the Trust; - agree an Annual Internal Audit Plan that shall address these and other risks identified by the Trust Board and/or the Committee from time to time; - inform the statement of internal control and, so far as is possible, provide assurance to the external auditor; <p>Recommend to the Trust Board:</p> <ul style="list-style-type: none"> - appointment or re-appointment, dismissal and remuneration of internal and external auditors*; - the arrangements for establishing and maintaining through effective monitoring, an appropriate risk management strategy and a Strategic Risk Register which shall be reviewed by the Trust Board termly. <p><i>*requires confirmation by Members</i></p>
<p>Constitution and Membership</p>	<p>The Committee shall comprise a minimum of three Trustees. At least one member of the Committee must have recent or relevant accountancy, or audit assurance, experience but shall have no executive responsibility for the management of the Trust.</p> <p>The Trustees appointed by the Board to lead on Safeguarding, SEN and Health and Safety shall be entitled to attend and draw the attention of the Committee to any safeguarding, SEN and/or health and safety implications arising from reports and/or proposals brought to the Committee.</p> <p>Employees of the Trust shall not be members of the Committee.</p>
<p>Chair</p>	<p>The Committee shall appoint a Chair at the first scheduled meeting in each Academic Year.</p> <p>The Chair of the Trust Board and of the Chair of the Finance and Resources Committee shall not serve as Chair of this Committee.</p>
<p>Quorum</p>	<p>Any two members of the Committee shall constitute a quorum.</p>
<p>Frequency of Meetings</p>	<p>The Committee shall meet at least four times a year and shall in any case meet termly.</p>

<p>Attendance</p>	<p>The Chief Executive as the Accounting Officer, the Deputy Chief Executive as the Chief Financial Officer and the Clerk to the Trust Board shall normally attend all meetings of the Committee.</p> <p>At its discretion, the Committee may, at any formal meeting, meet privately with the internal and/or or external auditors (i.e. without any member of the Executive Team present). (The agenda for each formal meeting of the Committee shall make provision for this).</p> <p>Internal and/or external auditors shall regularly attend meetings of the Committee. Subject to prior agreement with the Chair of the Committee, other specialists* may also attend to advise or report to the Committee.</p> <p><i>*includes the Trust Safeguarding Compliance Lead and the Health and Safety Business Partner.</i></p> <p>Employees of the Trust may be invited (by the Clerk in consultation with the Chair) to attend meetings of the Committee to provide information and to participate in discussion (but not decision making).</p> <p>Any Trustee may attend any meeting of the Committee.</p>
<p>Authority and Delegated Functions</p>	<p>The Committee is advisory with no executive powers. It is authorised by the Trust Board to:</p> <ul style="list-style-type: none"> - investigate any activity and to request any information it requires from any employee, external audit, internal audit or other assurance provider. (All employees are required to co-operate with the Committee in the conduct of its enquiries); and - obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or Trust Board. The budget limit for this is determined by the Board from time to time*. Any amount above this shall require the express authorisation of the Trust Board which may be sought via Written Resolution and /or from the Chair of the Trust Board acting under the emergency decision procedure. <p><i>*currently £2,500</i></p>
<p>Terms of Reference</p>	<p>The purpose of the Committee is to oversee and provide independent assurance to the Trust Board, and to report and to make recommendations to the Trust Board, on the arrangements of the Trust in relation to:</p> <ul style="list-style-type: none"> • Audit • Governance • Risk Management and Internal Control • Ethics and Probity <p>The Committee shall require the Internal Auditor to provide an Annual Summary Report outlining the areas reviewed by Internal Audit during the year, the key audit findings, recommendations and conclusions and the response of management thereto.</p>
<p>Duties</p> <p><u>Risk</u></p> <p><u>Audit</u></p>	<p>On behalf of Trustees the Committee is authorised to:</p> <ul style="list-style-type: none"> • oversee the Trust Strategic Risk Register and, on the advice of the Chief Executive/Accounting Officer and the Chief Financial Officer, conduct a regular review of risk; • examine and review all systems and methods of control both financial and otherwise including risk analysis and risk management;

- review and endorse the Business Continuity Plan and Risk Management Strategy and formally review the Risk Register at least annually;
- satisfy itself and provide assurance to the Trust Board that the Trust is compliant with the overall requirements for internal scrutiny, as specified in the Academies Financial Handbook;
- discuss with auditors the nature and scope of each forthcoming audit and the findings of the audit once completed and, subject to this, define and approve the Annual Programme of Internal Scrutiny with the Internal Auditors for checking financial systems, controls, transactions and risk;
- ensure that the Annual Programme of Internal Scrutiny delivers objective and independent assurance and draw the attention of the Trust Board to any areas of concern in terms of strategic risk and addressing key internal control issues;
- provide assurance to the Trust Board that risks are being adequately identified and managed;
- advise Trustees on the adequacy and effectiveness of Trust systems of internal control and governance processes, securing economy, efficiency and effectiveness (value for money);
- consider the appropriateness of executive action following internal audit and reviews and advise senior management on any additional or alternative steps to be taken;
- Monitor the effectiveness of auditors;
- review the findings of the external auditors and agree any Action Plan arising from this;
- ensure there is co-ordination between internal and external audit and any other review bodies that are relevant;
- ensure that additional services undertaken by auditors are compatible with audit independence and objectivity;
- consider the reports of the auditors/scrutineers and, when appropriate, advise the Trust Board of material control issues;
- encourage a culture within the Trust whereby individuals feel that they have a part to play in guarding the probity of the Trust and are able to take any concerns or worries to an appropriate member of the management team or, in exceptional circumstances, directly to the Trust Board;
- provide minutes of all formal meetings of the Committee to Trust Board meetings for review and consideration of any recommendations;
- review the draft external financial statements and reports of the Trust to ensure that they reflect best practice and are in accordance with the relevant accounting and reporting requirements which include the EFSA Academies Financial Handbook;
- approve arrangements for provision of any non-audit services by the external or internal auditor and any issues related to the resignation or dismissal of the external or internal auditor;
- specifically consider the level of assurance internal audit work provides about the arrangements of the Trust and whether there are any concerns arising that need to be brought to the attention of the Trust Board;
- consider the achievement of value for money and the response to any management letters;

<p><u>Governance</u></p> <p><u>Ethics and Probity</u></p> <p><u>General</u></p>	<ul style="list-style-type: none"> • monitor and where the Committee considers necessary draw the attention of the Trust Board to progress in relation to implementation of any actions recommended (and agreed by management) by any internal or external auditors to address any adverse control findings identified by them; • monitor the performance of internal audit, including agreeing the scope of any external assessment and receiving reports on the management and performance of the providers of internal audit services, including the results of the quality assurance and improvement programme which shall form part of Internal Audit’s annual report. (This point is in accordance with mandatory Internal Audit Standards); • approve the Annual Statement of Accounts and have oversight of the publication of an Annual Report in the most appropriate format; • monitor the openness of the Trust in its dealings, subject only to the need to preserve confidentiality in those specific circumstances where it is proper and appropriate to do so; • have oversight of the management and response of the Trust in relation to the Freedom of Information Act, Data Protection Act requests and GDPR matters; • review any issue referred to it by the Trust Board or any Trust Board Committee. • have oversight of provisions that reflect the transparency of the Trust including Whistleblowing Policy and Procedures and Fraud and Corruption Policy and to review and discuss any incidents arising under those policies, reporting to the MAT Board as required; • consider the level of compliance of the Trust with its own and other published standards and controls. • promote and maintain the highest standards of conduct by Trustees and Non-Executive Directors having regard to the Nolan principles and any other recommended Code of Conduct established from time to time; • review the operation of the Codes of Conduct for Governors and for staff; • oversee and review the arrangements of the Trust in relation to training, guidance and support in the context of ethics and probity, including promoting and maintaining the Code of Practice (Governors) and Code of Conduct (staff). <p><input type="checkbox"/> The Committee shall follow the prescribed activities in the Scheme of Delegation approved by the Trust Board regarding writing off of bad debts and disposal of surplus stock, stores and assets.</p> <p><i>Note: The above list is not definitive. The Committee may investigate any issue or review any risk that it considers appropriate subject only to report to the Board (via the Committee Minutes) setting out the issue and the reasons for the investigation.</i></p>
<p>Glossary of Terms</p>	<p><i>Trust Board – the group of officers and trustees responsible for the overall management of the L.E.A.D. Multi-Academy Trust</i></p> <p><i>Trust – L.E.A.D. Academy Trust including its subsidiary organisations.</i></p> <p><i>Internal Audit – professional advisors providing assurance and advice on the internal control framework and risk management arrangements.</i></p>

	<p><i>External Audit – the auditors appointed to provide an opinion on the annual accounts and financial statements, and to provide additional advice.</i></p> <p><i>Best practice – the Academies Financial Handbook, guidance from DfE, CIPFA and other recognised professional bodies in relation to the good governance and management of Academy Trusts.</i></p>
samcd.agreed	<p><i>These terms of reference approved by the Trust Board 18 December 2019: Minute 24.1 (ii) refers).</i></p>

Finance and Resources Committee : Terms of Reference

Purpose	<p>The purpose of this Committee is to:</p> <ul style="list-style-type: none"> ● hold to account and constructively challenge EMT as to the effectiveness and impact of policy, proposals and practice in relation to the management and deployment of Trust resources; ● review benchmarking data in relation to the overall performance of the Trust in comparison to regional and national standards and to the performance of other comparable Trusts; ● provide oversight and assurance to the Trust Board as to the effective and appropriate management and use of Trust resources and to make recommendations to the Board in relation to these matters; ● consider and review detailed reports on the financial sustainability, infrastructure, human resource and estate management performance, practices and resources of the Trust ; and ● consider the financial consequences of any decision or proposals of a Board Committee and/or of the Executive for which there is no approved budget provision and to comment and/or make recommendations to the Trust Board as to whether or not additional finance should be approved for those decisions/proposals.
Constitution and Membership	<p>The Committee shall comprise a minimum of three Trust Board members.</p> <p>The Chair of this Committee shall not be eligible for appointment to the Audit Committee.</p> <p>The person(s) appointed by the Board to have oversight of safeguarding, SEN and Health and Safety shall be entitled to attend and draw the attention of the Committee to any safeguarding, SEN or Health and Safety implications arising from reports and/or proposals brought to the Committee.</p>
Chair	<p>The Committee shall appoint a Chair at the first scheduled meeting of each Academic Year.</p> <p><i>The Chair of this Committee is not eligible for appointment to Audit and Risk Committee.</i></p>
Quorum	<p>Any two members of the Committee shall constitute a quorum.</p>
Frequency of Meetings	<p>The Committee shall meet at least three times each year (normally termly).</p>
Attendance	<p>The Deputy Chief Executive shall normally attend all meetings of the Committee.</p>

<p>Authority and Delegated Functions</p>	<p>Finance</p> <p><u>To make recommendations to the Board on:</u></p> <ul style="list-style-type: none"> ● the approval of the annual budget for the Trust as recommended by the CFO; ● any other financial matter referred to the Committee by the Trust Board; ● all expenditure recommended by a Committee and/or by the Executive that is not included in the approved budget. <p><u>To approve:</u></p> <ul style="list-style-type: none"> ● the financial management and investment policies of the Trust (and any proposed amendment thereto); ● procurement policies and associated arrangements relating to expenditure of £25,000 or above; and ● financial regulations, delegations and proposed amendments thereto. <p><u>To Monitor and provide assurance to the Board as to:</u></p> <p>The overall financial performance and sustainability and resource requirements/use of the Trust (including performance against approved budgets) through consideration of:</p> <ul style="list-style-type: none"> ● the Operational Financial Report to be submitted to each meeting of the Committee by the CFO. This shall include the range of financial information and projections required by the Committee for the Trust as a whole and for individual academies (i.e. investment, use of balances (in accordance with the approved use of balances policy), financial projections and material variances, capital requirements and expenditure, revenue balances, pupil number projections, staffing costs and any other details required by the Committee); and ● the monitoring of financial efficiencies and economies of scale; <p>Human Resources</p> <p>To consider, keep under review and where the Committee consider necessary make recommendations to the Board on:</p> <ul style="list-style-type: none"> ● the impact and implementation of any Trust-wide strategies and policies for human resources and organisational development; ● the effectiveness of the measures in place to ensure compliance with and promote equality and diversity in employment; ● the details of proposed Trust restructuring proposals;
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	<ul style="list-style-type: none"> the impact and implementation of Trust-wide strategy and policy in all matters relating to the recruitment, reward, retention, motivation and development of the Academy Trust staff. <p>Estates</p> <ul style="list-style-type: none"> to consider and make recommendations to the Board regarding the strategic development and maintenance of the Trust estate. <p>Safeguarding</p> <ul style="list-style-type: none"> to take into account and where the Committee considers necessary make recommendations to the Board on the safeguarding implications (if any) of all issues within the remit of the Committee.
	<p><i>These terms of reference approved by the Committee on 5 December and by the Trust Board 18 December 2017 (Minute 41) as amended by the Trust Board on 23 May 2019 (Minute 51.5 (ii))</i></p>

Performance and Standards Committee

Purpose	<p>The Committee is responsible for providing assurance to the Trust Board on:</p> <ul style="list-style-type: none"> - the standards and performance of all Academies within the Trust; - the effectiveness of the Trust Quality Assurance process; - ensuring that each school is promoting and upholding L.E.A.D. Vision, Values and ethos; and - the effectiveness of each Academy Governing Body (AGB). This includes considering and responding to feedback and reports from individual AGBs.
Constitution and Membership	<p>The Committee shall comprise a minimum of three suitably qualified and experienced persons appointed by the Trust Board (excluding the Chief Executive).</p> <p>The person(s) appointed by the Board to have oversight of Safeguarding and SEN shall be entitled to attend and draw to the attention of the Committee any safeguarding implications arising from reports and/or proposals brought to the Committee.</p>
Chair	<p>The Committee shall appoint a Chair at the first scheduled meeting of each Academic Year.</p>
Quorum	<p>The quorum of the Committee shall be a minimum of two members.</p>
Frequency of Meetings	<p>The Committee shall meet at least three times each year. Meetings shall be scheduled to take place towards the beginning of each term.</p>
Attendance	<p>The Deputy Chief Executive (Education), Directors of Schools and the Executive Safeguarding Compliance lead shall normally attend all meetings of the Committee.</p>
Authority and Delegated Functions	<p>The Committee is required by the Board to achieve it's delegated functions for all schools within the Trust through:</p> <ul style="list-style-type: none"> ● constructively challenging the appropriate Director of Schools as to the effectiveness and impact of the Quality Assurance (QA) process and related school improvement work; ● reviewing benchmarking data in relation to individual schools and to the overall performance of the Trust in comparison to regional and national standards and to other comparable Trusts;

	<ul style="list-style-type: none"> ● in depth review/scrutiny of schools in Special Measures and/or Requiring Improvement and/or which are causing concern including those that are slow to improve. (Schools assessed as Good or better shall be subject to summary assurance report only); ● drawing the attention of the Trust Board to any concerns arising from <ul style="list-style-type: none"> - the standards and performance of schools* and/or the QA process; - the effectiveness of AGBs as assessed and reported by the Governance Team; and - reports received from individual AGBs drawing attention to any concerns within their agreed remit. (The Committee is to provide feedback to AGBs on all representations received). <p>Safeguarding</p> <ul style="list-style-type: none"> ● the Committee shall have particular regard to safeguarding compliance and effectiveness in all schools within the Trust and shall draw the attention of the Board to any safeguarding concerns arising from the termly review of school performance. <p><i>* Where the Committee considers appropriate, a recommendation(s) shall be made to the Deputy Chief Executive (Education) and/or EMT, who shall report further on the actions taken in response to the recommendation(s) to the subsequent Trust Board meeting.</i></p>
<p>Reporting Procedures</p>	<p><u>Reporting to the Trust Board</u></p> <p>The Committee shall provide a termly report* to the Trust Board summarising the overall performance of the Trust and of individual schools within the Trust and drawing attention to any schools or issues of concern. The minutes of meetings of the Committee shall be made available to all members of the Trust Board.</p> <p><i>*this may be via the minutes of the meeting.</i></p> <p><u>Reports to the Committee</u></p> <p>Reports to the Committee shall accord with the format and content agreed by the Committee from time to time and shall be presented by the Deputy Chief Executive (Education) and/or the appropriate Director of Schools.</p> <p>Reports shall be supported by a strategic overview commentary and analysis of the performance of the Trust in relation to school improvement and school to school support etc. and shall include, in the format required by the Committee:</p>

	<ul style="list-style-type: none"> - a strategic overview commentary on standards, performance (including pupil performance) and quality assurance of the schools within the Trust; - an Exceptions Report, categorised by school; - a summary overview of all schools within the Trust to include a RAG rated risk assessment of the current direction of travel of standards and performance and drawing the attention of the Committee to those schools requiring in depth review, overall trends across the Trust and any related concerns; - the most recent termly QA report for those schools to which the attention of the Committee has been drawn and to include a brief summary of developments since the previous meeting. (Members of the Committee are to have access to all QA reports via Governor Hub for all schools within the Trust. (All Trustees may have access to these reports, via Governor Hub, on request)); - regional and national comparators of pupil outcomes and other relevant data; - a summary of schools or issues of concern that the Committee may wish to draw to the attention of the Trust Board; - occasional reports (to be provided as data/information becomes available) setting out key statistics including: <ul style="list-style-type: none"> demography and characteristic of schools and pupils within the Trust; Pupil outcomes, attainment and progress (Raiseonline data); Safeguarding, Welfare, Behaviour, Exclusions, Complaints, Attendance, Staff/Pupil ratios and related matters; comparisons with other comparable Trusts and with regional and national trends; and annual financial benchmarking. <p><i>Note : the Board has agreed that whilst there must be no duplication of reporting between the Performance and Standards Committee and the Board, summary information should be provided to the latter to enable it effectively to provide assurance and to hold the Committee to account.</i></p>
samcd/agreed	<p><i>These Terms of reference approved by the L.E.A.D. Trust Board 18 December 2017 (Minute 45) and as amended by the Committee on 29 January 2020 (Minute 12.1).</i></p>

Academy Governing Bodies : Terms of Reference and Delegations:

Purpose	<p>The Trust Board is legally responsible for the performance of each Academy. The Board requires the active support of AGBs to ensure, through the AGB Toolkit, effective governance.</p> <p>The remit of the AGB is, within the framework of the AGB Toolkit to:</p> <ul style="list-style-type: none"> - provide assurance to the Trust Board that the quality of education, academy improvement, and the vision, ethos and strategic direction of their Academy are consistent with the educational objectives and Vision of the Trust; - hold school leaders to account for the quality of education and educational performance of the school; - establish a termly view of the quality of education at the Academy and of the effectiveness of the educational performance and (via the minutes of formal termly meetings) report this to the Trust Board, through the Performance and Standards Committee; and - advise the Trust Board (via the minutes of formal termly meetings and through the Performance and Standards Committee) of any concerns or emerging trends in relation to which Governors consider they have not received satisfactory assurance. <p><i>Notes:</i></p> <p><i>The draft agenda for formal termly meetings of the AGB will be issued to AGB Chairs by the Governance Team. The agenda format and content is aligned with the remit of the AGB and is designed to enable Governors* to evidence that, through discussion of the issues listed on the agenda, including the challenges to and questions of the Headteacher (which will be captured in the minutes of the meeting) the AGB is fulfilling its’ remit and actively engaging with the Academy. (See formal meeting section below).</i></p> <p><i>Governors are expected to have a good understanding* of the issues set out in the agenda and, through their knowledge of the school, parents and carers, pupils and the local community, be well placed to assess the quality of education and the educational performance of the Academy and the impact of Academy performance on learning.</i></p> <p><i>*an AGB Toolkit, Training and prompt sheets are provided for Governors to support them in this important role.</i></p>
Constitution and Membership	<p>Academy Governing Bodies shall comprise:</p> <ul style="list-style-type: none"> ● a minimum of one Community Member - appointment subject to approval by the Trust Board; ● a minimum of two elected parent Members; ● the Head Teacher (ex – officio); ● up to two Staff Members (one member of teaching staff and one member of support staff); and ● up to two co-optees – appointment subject to approval of the Trust Board. <p>Minimum number of Governors : 7. Maximum number of Governors : 9</p>

	<p>Each AGB shall annually appoint a Chair and Vice-Chair, usually at the first formal meeting of each Academic Year. The initial appointments of these individuals is subject to approval by the Trust Board.</p> <p>AGBs shall not appoint Committees.</p> <p>The Trust Board reserves the right to suspend or dismiss an AGB and to appoint an Interim Academy Governing Body (IGB) should, in the opinion of the Trust Board, the quality of education and/or the educational performance of the Academy or the performance of the AGB warrant this.</p>
Governor Eligibility	<p>Appointment of all Governors is subject to:</p> <ul style="list-style-type: none"> - Trust Governor eligibility criteria; - DBS check (to be carried out by the Academy); - The L.E.A.D. governor election and/or appointment process; - Annual acceptance of and compliance with the L.E.A.D. Governor Code of Conduct; - Annual declaration of interests; and - Active participation in the Governor Training Programme and completion of those training courses designated as mandatory. <p><i>Note : A schedule of AGB membership is provided to each formal meeting. The purpose of this is to support succession planning and to ensure that Governor attendance and vacancy issues are addressed without delay. Appointments of all Governors MUST follow established Trust procedures (advice available from the central Governance Team).</i></p>
Quorum	<p>Any three governors shall constitute a quorum, provided always that Staff Members (including the Head Teacher) do not form the majority of those present.</p>
Frequency of Meetings	<p><u>Formal Meetings</u></p> <p>These shall be held termly, usually in the second part of term. (This will normally ensure that the AGB receives the most recent QA report). The dates for all formal AGB meetings shall be set annually by the central Governance Team in consultation with the Chair of each Academy.</p> <p>All formal meetings of the AGB shall be minuted by the Clerk who shall attend the meeting and advise the Chair and Governors throughout the meeting. Occasionally the Clerk will present items to the meeting.</p>
Agenda for formal meetings	<p>The draft agenda for each formal meeting shall be set by the central Governance Team in accordance with an annual Programme of AGB Business. The Chair will be consulted on the draft agenda by the central Governance Team and/or by the Academy Clerk. It is for the Chair to liaise with the Head on the draft and to make suggestions to the central team/clerk for adjustments to the draft. Additional items of local relevance may be added, subject to prior agreement with the Governance Team. Items will not normally be deleted from the draft because the content reflects the Annual Programme of AGB business and termly educational reporting requirements.</p>
Informal Meetings	<p><u>Engagement Meetings</u></p> <p>Each AGB shall meet informally at least once each term, or more frequently if Governors so wish (“Engagement Meetings”). These meetings will not be formally clerked but should be noted and reported to the next formal meeting.</p> <p>A Guidance Note on Engagement Meetings is available from the Governance Team. The meetings provide an opportunity for governors to focus on a specific topic(s) of their choice relating to the quality of education and educational performance and development of the Academy. The Chair</p>

	<p>should lead the selection of topics for the meetings in consultation with colleague Governors and the Head.</p>
Attendance	<p>The Head Teacher shall attend all formal meetings of the AGB. At the discretion of the Chair, other members of staff (non AGB members) may attend and may participate in / present to the meeting. The Director of Schools, Deputy Chief Executive (Education) and any member of the central Governance Team may attend and report to any AGB meeting. The Clerk to the AGB shall be present throughout all formal meetings.</p> <p>Governors are expected to attend all formal AGB meetings. Where a Governor is unable to attend, apologies and reasons for absence must be reported to the Clerk. The Clerk will report apologies for absence to the meeting and will ask Governors formally to accept (or not) the apology. This shall be reported in the Minutes. Failure to attend at least one formal AGB meeting within a period of six months (or non-acceptance by the AGB of the reasons for absence) may lead to dismissal as a Governor.</p> <p>For the avoidance of doubt, staff governors (with the exception of the Head) must (unless otherwise directed by the Chair or requested by the Head with the consent of the Chair) withdraw from any AGB meeting at which any confidential staffing matter is discussed. Refusal to do so will be regarded as a breach of the Governor Code of Conduct.</p>
Termly Reports	<p>Each term, two key reports will be brought to the AGB for information, discussion, assurance and challenge:</p> <p><i>The QA Report</i> – the QA process is evaluative. It is based on the evidence the academy provides through completion of the QA template before the termly QA visit and the evidence seen and evaluated by the Director of Schools during the visit. The termly QA assessment is based on the evidence of impact of the education provision provided by school leaders.</p> <p>The template presents school performance and improvement data supported by narrative commentary and responses thereto provided by the Director of Schools and Headteacher. The report also reflects Ofsted inspection criteria (i.e. Quality of Education and Curriculum Intent, pupil Behaviour and Attitudes, Personal Development, Leadership and Management and Pupil Outcomes). The role of the AGB is to challenge and hold the Headteacher to account for the trends, educational performance, and progress against the improvement priorities identified in the report. (Governor training is provided to support this – see Appendix 2 of the AGB toolkit).</p> <p><i>The Report of the Headteacher</i> – a standard template has been developed for this, the purpose of which is to brief Governors on current and projected educational performance, developments subsequent to the previous QA report (if these are not already covered in the QA report) and to provide an update on the other issues within the remit of the AGB, as listed in the Authority and Delegated Function Section below.</p>
Authority and Delegated Functions	<p>The AGB is responsible for providing assurance to the Trust Board that the quality of education and academy improvement are consistent with the educational objectives and Vision of the Trust. The AGB is asked, on behalf of the Trust Board, to carry forward the quality of education and the vision, values and ethos of the Trust in a way appropriate to the specific qualities and community characteristics of each Academy. The AGB Toolkit explains how the AGB is asked to do this and sets out the AGB remit (aligned to the Ofsted Inspection Framework (September 2019)) in further detail.</p> <p><u>School Performance and Improvement</u></p> <p>The Headteacher is responsible for school performance and improvement and is accountable to the AGB, Director of Schools and the Deputy Chief Executive (Education), for this.</p>

School performance and progress towards improvement targets is assessed by the Director of Schools through the termly Quality Assurance (QA) process. Governors must use the AGB Toolkit and the QA report to effect their oversight and challenge. This is a key aspect of the role of the AGB.

Governors are asked to focus on:

- constructive challenge to the Headteacher and Academy leadership to account for the actions and outcomes listed in the Toolkit;
- understanding and reviewing progress in relation to Academy improvement targets, attainment and progress data and the comparison of these with outcomes elsewhere in L.E.A.D. and locally and nationally;
- understanding the issues facing the school, the parents and carers of children attending the school and the local community; and
- seeking assurance, and satisfying themselves that, appropriate and timely actions are being taken to deliver high quality education and academy improvement targets in addition to adherence to and delivery of the values, vision and ethos of the Trust, in a manner appropriate to the specific qualities and community characteristics of each Academy.

The AGB is asked also to take oversight, provide assurance and hold the Headteacher to account for:

Safeguarding, SEND and other vulnerable groups

For this purpose the AGB shall appoint a lead Governor(s) (i.e. a Named Governor(s)) with responsibility for oversight and assurance to the AGB as to the quality of education and performance of these groups. Training and a description for this role will be provided.

Complaints

The AGB is not responsible for dealing with Complaints.

All complaints must be dealt with strictly in accordance with the Trust Complaints Policy and procedure. Governors receiving a complaint shall, in the first instance, refer the matter to the Head (or to the Chair if the complaint relates to the Head). Governors should bear in mind that they may be asked to serve on Complaints Panels: a Governor with prior involvement in, or knowledge of, a complaint will not be eligible to serve on a Panel appointed to consider that complaint. (AGBs must not discuss any complaint – it is for the Chair and/or the Head to follow established procedures).

Lead (“LINK”) Governors

In addition to lead governor(s) for safeguarding, SEND and other vulnerable groups, the AGB may appoint lead (or “LINK”) governors for other issues. The role of all “LINK” governors must be agreed between the Chair and the central Governance Team in order to ensure that it does not encroach on the operational/delegated authority of the Head. Role descriptions for each “LINK” Governor will be developed by the Governance Team.

AGBs are asked to appoint lead Governors for Health and Safety and may be asked to make other appointments for which role descriptions will be provided.

Human Resource and Personnel Issues

Human Resource/Staffing Matters - are operational issues for which the Head is wholly responsible and accountable to the Executive. Governors may however be called upon to participate in staff–

	<p>related Panels – see below. The Headteacher will report, for information only, relevant staffing developments to the AGB. This will include arrangements for teaching.</p> <p><i>Staff Appointments</i> - the Headteacher has delegated authority to appoint staff within the constraints of the budget and the staffing structure agreed by the Trust.</p> <p>Normally, the Chair (or the Chair’s (non-staff) governor nominee) shall be invited by the Headteacher to participate in the interview process for appointments to all permanent teaching posts*. However, whilst a governor present at an interview may comment on the merits of candidates, they shall not have a vote on the appointment. All governors present at interviews shall follow agreed HR procedures.</p> <p><i>*NB: Primary Schools only. For Secondary Academies this relates to senior teaching staff only (i.e. posts at SLT level and above and any post with TLR).</i></p> <p><i>Headteacher Appraisal</i> – the L.E.A.D. Executive is responsible for the annual appraisal and setting of targets for the Headteacher. The Chair of the AGB is expected to contribute to the process, including attendance at the annual Appraisal Meeting. To facilitate this process, the Governance Team will provide (annually) the AGB Chair with a standard template for completion and return. The template invites comments from the Chair on the performance of the Headteacher during the academic year and is issued in advance of commencement of the formal end of year Headteacher appraisal process.</p> <p><u>Finance, Policies, Premises, Health and Safety and other operational matters</u></p> <p>The annual school budget is issued by the Central Finance Team following discussions with the Academy Head. The Head is responsible, within the Scheme of Delegation, for management of the academy budget and the operational decisions relating it.</p> <p>The Head is also responsible for delivery of academy policies and premises and health and safety management, subject always to these being within the policies and budget set by the Trust Board. Accountability for those decisions is to the Director of Schools (not the AGB). The Annual AGB Business cycle specifies when a summary report on these issues will be brought to a formal AGB meeting. Guidance available from the Governance Team.</p> <p><u>Finance : Pupil Specific Grants directed by the Governance Team</u></p> <p>The Headteacher is responsible and accountable to the AGB for the administration and deployment of these grants. The AGB is responsible for ensuring that a report evidencing the deployment, cost, effectiveness and impact of the grants is provided to Governors and that grant monies are directed at the most effective activities in terms of pupil learning and benefit and value for money. The AGB is encouraged to challenge use of these funds where it is not satisfied that monies have been put to best use or have not been used for the specific purpose intended.</p> <p><i>Note : Governors are not responsible or accountable for operational issues. In the event that Governors have concerns regarding the performance of, or operational issues at, the school these should be discussed at the formal AGB meeting for which purpose an item must be included on the agenda for the meeting. The discussion, including any actions the AGB considers may be required, shall be recorded in the minutes and brought to the attention of the Governance Team (and where appropriate to the attention of the Trust Board, through the Performance and Standards Committee). Alternatively, the Chair (or individual Governors) may raise any concerns directly with the Academy Clerk and/or central Governance Team.</i></p>
<p>Governor Panels</p>	<p>All Governors may be called upon, subject to training, to serve on Trust Governor Panels relating to:</p> <p>Staff Grievances Staff Appeals Exclusions</p>

	<p>Complaints</p> <p>This list is not exclusive. Full training will be provided.</p>
<p>Governor Training</p>	<p>Governor Training is essential if AGBs are to effectively fulfill their remit. An Annual Programme of Governor Training, provided through the Governance Team with the support of the NGA on-line Governor training facility, is available. Some elements of this are mandatory. The extent of annual Governor Training will inform the yearly assessment of AGB effectiveness. AGBs are recommended to appoint a Governor Training lead as a point of liaison and support for Governors and as support for Governor Induction and maintaining up to date Governor Training records on Governor Hub. An item on Governor Training is included on the agenda for all scheduled meetings of each AGB.</p>
	<p><i>Approved by the L.E.A.D. MAT Board : 3 April 2019 (Minute 60. refers).</i></p> <p><i>Note : These Terms of Reference applicable from 1st September 2019</i></p>

Governor Panels

The Board has agreed that, subject to prior training, Governor Panels be established as follows:

Pay Appeals Panel

Purpose	The purpose of the Panel is to consider and determine any appeal arising from decisions of the Executive in relation to the annual PRP awards of Headteachers.
Constitution and Membership	<p>The Panel shall comprise a minimum of three Academy Governing Body (AGB) members selected at random (subject to availability) by the Clerk to the Board by reference to the list of eligible AGB* Governors.</p> <p>* eligibility subject to current membership of a Trust AGB and prior training in the appeals and PRP process.</p>
Quorum	A minimum of three governors shall constitute a quorum.
Frequency of Meetings	The Panel shall meet as and when required.
Attendance	<p>Any member of the Executive Management Team appropriate to the nature of the business to be transacted.</p> <p>A Human Resources adviser (agreed by EMT).</p> <p>The appellant and a named representative or supporter subject to a minimum seven days notice of the name and position of that person (including their relationship to the appellant) being provided to the Clerk.</p>
Authority and Delegated Function	<p>The Panel is authorised to consider and determine all appeals arising from decisions of the Executive in relation to the annual PRP awards of Headteachers.</p> <p>The decision of the Panel shall be final.</p>
	<i>Approved by the L.E.A.D. MAT Board : 19 July 2017 (Minute 92.3).</i>

Staff Disciplinary*

To consider and determine all staff disciplinary matters – detailed terms of reference to be agreed.

Staff Disciplinary Appeals*

To consider and determine all appeals arising from staff disciplinary matters – detailed terms of reference to be agreed.

Exclusions*

To consider and determine all appeals arising from pupil exclusions.

Admissions*

To consider and determine all appeals arising from refusal by schools of pupil admissions.

Complaints*

To consider and determine all Stage 4 Complaints (under the agreed Complaints Procedure).

**approved by MAT Board 19 July 2017*

samcd/19.02.20

APPENDIX A

L.E.A.D. Services Board : Terms of Reference and Delegations

Note : These DRAFT ToRs are due to be considered by the L.E.A.D. Services Board on 5 March 2020. The draft will be revised as required by the Board and posted on Governor Hub and the Trust website.

Red font = decisions required.

<p>Purpose</p>	<p>Under the Articles of Association (November 2018 - Appendix 1 attached), L.E.A.D. Services is a private company limited by guarantee and not having share capital. The purpose of L.E.A.D. Services Ltd is to provide education related services to schools, colleges, local authorities, companies, corporations, trusts, associations and institutions.</p> <p>The purpose of the L.E.A.D Services Board* (“the LSB”) is to provide oversight of the management and performance of L.E.A.D. Services and to provide assurance to the L.E.A.D. Trust Board as to the effective and appropriate management and performance of the services and activities provided by L.E.A.D. Services. LSB shall do this by:</p> <ul style="list-style-type: none"> ● holding to account and constructively challenging EMT and individual Directors of the services provided by L.E.A.D. Services Ltd, as to the effectiveness, impact, management and performance of those services, including deployment of resources and the policies and practices of each service; ● review progress in relation to delivery of the Strategic Plans of each of the services and activities provided, including, where available, benchmarking data in relation to overall performance and customer satisfaction. This shall include consideration and review of termly reports on financial performance and sustainability (including performance against approved budgets) and human and other resource requirements of L.E.A.D. Services Ltd; ● maintaining and reviewing termly the LSB Risk Register in a form agreed by the LSB from time to time; ● where LSB considers appropriate, to make recommendations to the L.E.A.D. Trust Board and/or EMT in relation to the above matters; and ● reporting to the L.E.A.D. Trust Board on the business conducted by the LSB via the minutes of all LSB meetings, which shall be presented to the next available meeting of the Trust Board by the Trustee appointed by that Board. <p><i>*LSB is not a Committee of the L.E.A.D. Trust Board.</i></p>
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Constitution and Membership	<p>Subject to compliance with the attached Articles of Association (Clause 5 : Membership) and with the exception of the Trustee appointed to LSB, the LSB shall from time to time review and determine its' constitution and membership and shall be responsible for recruitment and appointment of LSB members.</p> <p>The LSB shall comprise a minimum of five (seven) Board members including one Trustee appointed by the L.E.A.D. Trust Board.</p> <p>Staff of the L.E.A.D. Academy Trust shall not be eligible for appointment to the LSB.</p>
Term of Office	<p>The term of office of LSB members shall be a maximum of four years, renewable at the discretion of the LSB.*</p> <p><i>*applies to LSB Members appointed after 1st April 2020.</i></p>
Chair	The LSB shall appoint a Chair at the first scheduled meeting of each Academic Year. The Trustee member shall not be eligible for appointment of Chair.
Quorum	Any three members of the LSB shall constitute a quorum.
Frequency of Meetings	The LSB shall meet at least three times each year (normally termly).
Attendance	The Deputy Chief Executive shall normally attend all meetings of the LSB.
Clerk	The Clerk to the L.E.A.D. Trust Board (or their nominee) shall be Clerk to the LSB.
Authority and Delegated Functions	<p>LSB does not have operational or management responsibilities for the management of L.E.A.D. Services. These responsibilities are delegated to the Deputy Chief Executive of the L.E.A.D. Trust or such other person appointed by that Trust from time to time. The Deputy Chief Executive is responsible for determining the staffing and financial arrangements of L.E.A.D. Services including the scope of delegations to L.E.A.D. services staff and the appointment, management and performance of those staff.</p> <p>LSB may make recommendations to the L.E.A.D. Trust Board and/or to EMT regarding the management, resourcing and effectiveness of the services provided by L.E.A.D. Services and their contribution to the four founding principles of L.E.A.D.</p>
Amendments	<p>Material amendments to these Terms of Reference agreed by the Board during the year shall be annotated and incorporated into this document by the Clerk to the Board.</p> <p>The Clerk to the Board is authorised to make non-material and/or minor amendments to these Terms of Reference consequent on material amendments agreed by the Board and/or minor amendments required pursuant to minor changes to procedures/ job titles or job role etc.</p>
Review	These Terms of Reference shall be reviewed annually by the Board

APPENDIX 1

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PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

L.E.A.D SERVICES LIMITED

Adopted by written resolution passed on

2018

1. **PRELIMINARY**

The model articles of association for private companies limited by guarantee contained in **Schedule 2** to The Companies (Model Articles) Regulations 200) in force at the time of adoption of these Articles shall not apply to the Company and these Articles shall be the regulations of the Company.

2. **DEFINITIONS AND INTERPRETATION**

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

"these Articles"

these Articles of Association, whether as originally adopted or as from time to time altered by special resolution

"the 2006 Act"

the Companies Act 2006 (as amended from time to time)

"Connected"

in relation to a director of the Company has the meaning given in section 252 of the 2006 Act

"Directors"

the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company

“electronic address”	any address or number used for the purposes of sending or receiving documents or information by electronic means
“electronic form” and “electronic means”	have the meaning given in section 1168 of the 2006 Act
“executed”	includes any mode of execution
“hard copy form”	has the meaning given in section 1168 of the 2006 Act
“office”	the registered office of the Company
“ordinary resolution”	has the meaning given in section 282 of the 2006 Act
“seal”	the common seal of the Company (if any)
“secretary”	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
“special resolution”	has the meaning given in section 283 of the 2006 Act
“the Statutes”	the Companies Acts as defined in section 2 of the 2006 Act and every other statute, order, regulation, instrument or other subordinate legislation in force from time to time relating to companies and affecting the Company
“the Trust”	means L.E.A.D Multi Academy Trust (company number 08296921)
“United Kingdom”	Great Britain and Northern Ireland.
“in writing”	hard copy form or to the extent agreed (or deemed to be agreed by virtue of a provision of the Statutes) electronic form or website communication

2.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Statutes but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

2.3 Words importing the masculine gender only shall include the feminine gender and the neuter (as appropriate).

2.4 References to any Statute or statutory provision include, unless the context otherwise requires, a reference to that Statute or statutory provision as modified, replaced, re-enacted or

consolidated and in force from time to time and any subordinate legislation made under the relevant Statute or statutory provision.

2.5 Where the word “**address**” appears in these Articles it is deemed to include postal address and, where applicable, electronic address.

2.6 The expression “working day” in relation to a period of notice means any day other than Saturday, Sunday and Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealing Act 1971 in the part of the UK where the company is registered.

2.7 The expression “clear days” in relation to a period of notice to call a meeting means the number of days referred to excluding the day when the notice is given and the day of the meeting.

3. **OBJECTS**

The Company’s objects (the “**objects**”) shall be to provide education related services to schools, colleges, local authorities, companies, corporations, trusts, associations and institutions.

4. **POWERS**

4.1 The Company shall have power to do anything that a natural or corporate person can lawfully do which is necessary and expedient to achieve its Objects, except as expressly prohibited in these Articles and in particular it has powers:

4.1.1 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;

4.1.2 to acquire, alter, improve and (subject to such consents as may be required by law) to charge, dispose or otherwise turn to account all or any part of the property and rights of the Company;

4.1.3 to provide educations facilities and services to students of all ages and the wider community;

4.1.4 to employ such staff as necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependents;

4.1.5 to subscribe or guarantee money for any national, local, charitable, benevolent, public, general or useful object or for any exhibition or other purpose which may be considered likely, directly or indirectly, to further the Objects of the Company;

4.1.6 to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;

4.1.7 to borrow and raise money (subject to such consents as may be required by law) for the furtherance of the Objects in such manner and on such security as the Company may think fit;

4.1.8 to invest the monies of the Company not immediately required for the furtherance of its Objects in such investments as may be thought proper, and to hold, sell or otherwise deal with such investments;

- 4.1.9 to amalgamate or enter into any partnership or joint pursue or profit sharing arrangement, or co-operate in any way with any person, firm, or company carrying on or proposing to carry on any business or operation within the objects of the Company, and to assist any such person, firm or company;
- 4.1.10 to apply for, promote and obtain any Act of Parliament, or other licence, permission or authority for enabling the Company to carry on any of the Objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient; to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests, and to enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any corporations, companies or persons, that may seem conducive to the attainment of the Company's objects or any of them;
- 4.1.11 to act as agents or brokers and as trustees for any person, firm or company, to undertake and perform sub-contracts, and to act in any of the businesses of the Company through or by means of agents, brokers, subcontractors or others;
- 4.1.12 to promote any company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of the Company, the promotion of which shall be considered to be calculated to advance directly or indirectly the Objects of the Company;
- 4.1.13 to insure any of the property or assets of the Company against any insurable risk or risks and to effect, purchase or take assurances on the lives of any debtors to the Company or on the lives of any persons in whom the Company may have insurable interest;
- 4.1.14 to sell and in any other manner deal with or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock, or securities of any other organisation;
- 4.1.15 to provide indemnity insurance to cover the liability of directors which by virtue of any rule of law would attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company. Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors; and
- 4.1.16 to do all such other lawful things as are necessary for or incidental to or conducive to the achievement of the Objects.

5. **MEMBERS**

- 5.1 The Trust and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company.
- 5.2 The Trust may from time to time appoint, remove or replace additional members by written notice to the Company. Every person who wishes to become a member shall deliver to the

Company an application for membership in such form as the Directors require to be executed by him agreeing to be bound by these Articles and on being so admitted his name shall be entered in the register of members of the Company.

5.3 A member may at any time withdraw from the Company by giving at least seven clear days' notice in writing to the Company provided that after such retirement the number of members remaining is not less than one.

5.4 Membership shall not be transferable.

6. **GENERAL MEETINGS**

6.1 The Directors may call general meetings.

6.2 If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any director or any two members of the Company may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

7. **NOTICE OF GENERAL MEETINGS**

7.1 A notice convening a general meeting of the Company shall be called by at least fourteen clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted, in case of special business.

7.2 Subject to the provisions of these Articles notice of general meetings shall be given to all members, to all Directors and to the auditors.

7.3 Notwithstanding the foregoing provisions of these Articles a general meeting may be called by shorter notice if it is so agreed in accordance with section 307(4) of the 2006 Act.

7.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

7.5 Notwithstanding that the Company does not have a share capital, every notice convening a general meeting shall comply with the provisions of section 325(1) of the 2006 Act as to giving information to members in regard to their right to appoint proxies.

7.6 Every notice convening a general meeting shall be given in accordance with section 308 of the 2006 Act that is, in hard copy form, electronic form or by means of a website.

7.7 The Company may send a notice of meeting by making it available on a website or by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the Companies Act 2006.

8. **PROCEEDINGS AT GENERAL MEETINGS**

8.1 No business shall be transacted at any general meeting unless a quorum of members is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum save that, if and for so long as the Company has only one member, that member present in person or by proxy shall be a quorum.

- 8.2 If within half an hour from the time appointed for the general meeting a quorum is not present the general meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
- 8.3 The chair, if any, of the Directors shall preside as chair at every general meeting of the Company, or if there is no such chair, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chair of the meeting.
- 8.4 If at any meeting no director is willing to act as chair or if no director is present within fifteen minutes after the time appointed for holding the general meeting, the members present shall choose one of their number to be chair of the meeting.
- 8.5 A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 8.6 The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 8.7 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Statutes, a poll may be demanded:
- 8.7.1 by the chair; or
 - 8.7.2 by at least two members having the right to vote at the meeting; or
 - 8.7.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting,
- and a demand by a person as a proxy for a member shall be the same as a demand by the member.
- 8.8 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 8.9 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

- 8.10 A poll shall be taken as the chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 8.11 A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 8.12 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

9. **VOTES OF MEMBERS**

- 9.1 On a written resolution, every member has one vote, on a show of hands every member (being an individual) present in person or by proxy (not being himself a member entitled to vote) or (being a corporation) present by a duly authorised representative or proxy (not being himself a member entitled to vote) has one vote and on a poll every member present in person or by proxy or by a duly authorised representative (as the case may be) has one vote.
- 9.2 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, by his receiver, curator bonis or other person authorised in that behalf. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable. In calculating the time period in this **Article 9.2**, no account shall be taken of any part of a day that is not a working day.
- 9.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
- 9.4 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

"NAME [Limited]

I [NAME] of [ADDRESS] being a member of the above-named Company hereby appoint [NAME] of [ADDRESS] as my proxy to vote in my name and on my behalf at a general meeting of the Company to be held on [DATE], and at any adjournment thereof.

Signed on [DATE]."

9.5 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

"[NAME] [Limited]

I [NAME] of [ADDRESS] being a member of the above named Company, hereby appoint [NAME] of [ADDRESS] or failing him [NAME] of [ADDRESS] as my proxy to vote for me in my name and on my behalf at a general meeting of the Company to be held on [DATE], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for *against

Resolution No 2 *for *against

* Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on [DATE]."

9.6 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

9.7 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority notari ally or in some other way approved by the Directors may:

9.7.1 in the case of a proxy not being sent in electronic form be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

9.7.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

9.7.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair of that meeting or to the secretary or to any director;

9.7.4 a proxy appointment which is being sent in electronic form must be received at an address specified by the Company for the purpose of receiving such communications in electronic form:

9.7.4.1 in (or by way of a note to) the notice convening the meeting; or

9.7.4.2 in any form of proxy appointment sent out by the Company; or

9.7.4.3 in any invitation contained in an electronic form to appoint a proxy issued by the Company,

in each case not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes to vote or in the case of a poll taken more than 48 hours after it is demanded, not less than 24 hours before the poll is taken or where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair of that meeting or to the secretary or to any director.

An instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

9.8 In calculating the time periods in **Article 9.7**, no account shall be taken of any part of a day that is not a working day.

9.9 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

10. **WRITTEN RESOLUTIONS**

10.1 A written resolution, proposed in accordance with section 288(3) of the 2006 Act, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.

10.2 For the purposes of this **Article 10** "circulation date" is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days.

11. **NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution the number of Directors shall not be subject to any maximum but shall not be less than two.

12. **NO ALTERNATE DIRECTORS**

A Director shall not be appointed to appoint an Alternate Director .

13. **POWERS OF DIRECTORS**

13.1 Subject to the provisions of the 2006 Act and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of these Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this **Article 13.1** shall not be limited by any special power given to the Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

13.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or

otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine provided that not less than two directors shall be required to sign all cheques drawn against the Company.

14. **DELEGATION OF DIRECTORS' POWERS**

14.1 The Directors may delegate any of their powers to:

14.1.1 any committee consisting of one or more directors and such other persons (if any) not being directors co-opted on to such committee as the Directors think fit; or

14.1.2 the managing director (or equivalent for the time being) of the Company or any person holding any other executive office.

14.2 Any such delegation may be made subject to any conditions the Directors may impose and may be collateral to their own powers and may be revoked or altered. Subject to any such conditions the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

15. **APPOINTMENT**

The Trust may appoint any person who is willing to act as a director, and is permitted by law to do so, by serving written notice on the Company and the Trust may remove and replace any such appointee from time to time by written notice to the Company. The appointment (or removal) shall take effect upon the Company's receipt of the written notice or such later date as may be specified in the notice.

16. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

The office of a Director shall be immediately vacated if:

16.1 he ceases to be a director by virtue of any provision of the Statutes or these Articles or he becomes prohibited by law from being a director; or

16.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

16.3 a registered medical practitioner who is treating him gives a written opinion to the Company stating that he has become mentally or physically incapable of acting as a director and may remain so for more than three months; or

16.4 he is or has been suffering from mental or physical ill health and the Directors resolve at a meeting of the Directors that his office be vacated; or

16.5 he resigns his office by notice to the Company (and then on the date such resignation is to take effect); or

16.6 he is removed by written notice to the Company pursuant to **Article 15** (and then on the date such removal is to take effect); or

16.7 he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.

17. **DIRECTORS' APPOINTMENTS AND INTERESTS**

17.1 Subject to the provisions of the Statutes, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:

17.1.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;

17.1.2 may hold any other office or employment with the Company (other than the office of auditor);

17.1.3 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;

17.1.4 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested other than as an auditor;

17.1.5 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

17.1.6 save for a vote under section 175(4) of the 2006 Act authorising any conflict of interest which the director or any other interested director may have or where the terms of authorisation of such conflict provide that the director may not vote in situations prescribed by the Directors when granting such authorisation, shall be entitled to vote on any resolution and (whether or not he shall vote) shall be counted in the quorum on any matter referred to in any of **Articles 17.1.1 to 17.1.4** (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as aforesaid his vote shall be counted.

17.2 For the purposes of **Article 17.1:**

17.2.1 a general notice to the Directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified;

17.2.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

17.2.3 an interest of a person who is for any purpose of the 2006 Act (excluding any statutory modification not in force when these Articles were adopted) connected with a Director shall be treated as an interest of the Director.

DIRECTORS FEES AND EXPENSES

A Director may be paid such fee as the remainder of the board may from time to time determine.

- 17.3 Where any member of the Company is a charity, any Director who is a trustee or director of such charity will be entitled to receive a fee only if and to the extent he would be able to receive such payment from the charity.
- 17.4 Directors are entitled to be paid all reasonable expenses properly incurred by them in attending board meetings and in carrying out their duties as directors.
- 17.5 The payment of expenses is subject to the production of satisfactory receipts.

18. **PROCEEDINGS OF THE DIRECTORS**

- 18.1 Subject to the provisions of these Articles, the Directors may regulate their meetings, as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall not have a second or casting vote. Notice of every meeting of the Directors shall be given to each Director, including Directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service.
- 18.2 Any Director may participate in a meeting of the Directors or a committee constituted pursuant to **Article 14** of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Statutes, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting then is.
- 18.3 The quorum for the transaction of the business of the directors may be fixed by the Directors, and unless so fixed at any other number, shall be two.
- 18.4 Notwithstanding any vacancies in their number, the continuing Directors or where there is only one, the sole continuing Director, may continue to act but if the number of Directors is less than the number fixed as the quorum they, or (in the case of a sole director) he, may only act for the purpose of filling vacancies or calling a general meeting.
- 18.5 The Directors may appoint one of their number to be the chair of the board of Directors and may remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of the Directors at which he is present. But, if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chair of the meeting.
- 18.6 All acts done by any meeting of the Directors or of a committee constituted pursuant to **Article 14**, or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any director or person acting as aforesaid, or that they or any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 18.7 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of directors or of a committee constituted pursuant to **Article 14** shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) such a committee

duly convened and held and may consist of several documents in the like form each signed by one or more Directors or members of the committee (as the case may be).

- 18.8 If, and as a consequence of section 175(6) of the 2006 Act a Director cannot vote or be counted in the quorum at a meeting of the Directors then if the meeting is still inquorate it must be adjourned to enable the members of the Company to authorise any situation in which a Director has a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

19. **SECRETARY**

Subject to the provisions of the Statutes, the secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

20. **MINUTES**

The Directors shall cause minutes to be made in books kept for the purposes:

- 20.1 of recording the names and addresses of all members; and
- 20.2 of all appointments of officers made by the Directors; and
- 20.3 of all proceedings at meetings of the Company and of the Directors and of committees constituted pursuant to **Article 14** including the names of Directors and members (as appropriate) present at each such meeting.

21. **THE SEAL**

If the Company has a seal it shall only be used with the authority of the Directors or of a committee constituted pursuant to **Article 14**. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director whose signature shall be attested in the presence of a witness or by one director and the secretary or by two directors.

22. **ACCOUNTS**

No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the Company.

23. **NOTICES**

- 23.1 Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Directors) shall be in writing and sent to an address for the time being notified for that purpose to the person giving the notice.
- 23.2 The Company may give any notice to a member either personally or by sending it by first class post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it in electronic form to an address for the time being notified to the Company by the member. A member who gives to the Company an address either within or outside the United Kingdom at which notices may be given to him, or an address to which notices may be sent in electronic form, shall be entitled to have notices given to him at that

address, but otherwise no such member shall be entitled to receive any notice from the Company.

- 23.3 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 23.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was posted or, in the case of a notice contained in electronic form, at the expiration of 24 hours after the time it was sent.
- 23.5 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least 7 days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

24. **INDEMNITIES FOR DIRECTORS**

- 24.1 Subject to the provisions of, and so far as may be permitted by, the 2006 Act but without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Company shall indemnify every director, secretary or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, including any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, secretary or other officer of the Company and against any such liability incurred by him in connection with the Company's activities as trustee of an occupational pension scheme as defined in section 235(6) of the 2006 Act.
- 24.2 The directors may buy and maintain at the cost of the Company insurance cover for or for the benefit of every director, secretary or other officer of the Company or of any associated company (as defined in section 256 of the 2006 Act) against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the Company (or such associated company), including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, auditor, secretary or other officer of the Company or associated company.
- 24.3 Subject to the provisions of, and so far as may be permitted by, the Statutes, the Company shall be entitled to fund the expenditure of every director or other officer of the Company incurred or to be incurred:
- 24.3.1 in defending any criminal or civil proceedings; or
- 24.3.2 in connection with any application under section 1157 of the 2006 Act.

25. **DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE**

25.1 Where the 2006 Act permit the Company to send documents or notices to its members in electronic form or by means of a website, the documents will be validly sent provided the Company complies with the requirements of the 2006 Act.

25.2 Subject to any requirement of the 2006 Act only such documents and notices as are specified by the Company may be sent to the Company in electronic form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.

26. **REGISTERED OFFICE]**

The Company's registered office is to be situated in England and Wales.

27. **LIABILITY OF MEMBERS**

27.1 **The liability of the members is limited.**

Every member of the Company undertakes to contribute such amount as may be required, not exceeding £10, to the Company's assets if it should be wound up whilst he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contacted before he ceases to be a member, and of the costs, charges and expenses of a winding up, and for the adjustments of the rights and contributories among

APPENDIX B

L.E.A.D. Academy Trust

Terms of Reference and Key Principles for Members

The role of Members : Key Principles.

- 1.1. The Trust shall operate within the framework established by the DfE/EFA and related requirements of the Regional Schools Commissioner (RSC). Company Articles are of a charitable nature and therefore the Trust shall act within the principles of the Charities Acts.
- 1.2. Members are wholly independent of the Trust and will follow the guidelines for Members issued by the NGA from time to time. Their responsibilities are to:

- individually and collectively to be guardians of the ethos and effectiveness of the Trust with a “hands off” role. Members are obliged to ensure the effectiveness of the Trust Board by exercising their right to appoint / remove Trustees and to hold the Trust Board to account by ensuring that

*“the business of the Trust in accordance with company and charity law sits with the trustees, members should be ‘eyes on and hands off’ and avoid compromising the board’s discretion in exercising its responsibilities. However, if the governance of the Trust by the Board of Trustees becomes dysfunctional the members will have a strong interest in ensuring the board has sufficient plans to address the issues.”**

*Academies Financial Handbook.

- monitor the overall conduct and performance of the Trust. (Members are not responsible for setting Trust strategy or for operational matters. They are responsible for ensuring that the Trust is fulfilling, through the MAT Board, the ethos and objectives of the Trust).
 - exercise their right to intervene in the event that there are developments or performance that Members consider may adversely impact on the Trust and/or if Trustees propose major change to the Trust that Members consider may not be in the best interests of the organisation.
 - monitor Trust performance and outcomes through:
 - reviewing agenda, minutes, reports, policies and other information posted on Governor Hub; and
 - establishing a Member Board. This shall meet termly each Academic Year.
 - recruitment and or dismissal of Trustees in accordance with procedures determined by Members from time to time – Annex 1;
- 1.3. As a matter of good governance, Members will from time to time consider the need (or otherwise) for them to undertake occasional skills audit and training and shall ensure that Trustees and Governors undergo annual skills audits, the outcomes from which shall be anonymised and reported to the Member Board to inform recruitment of Trustees and Governors;

- 1.4. The Trust shall notify the DfE and Companies House of any changes in membership. (The DfE can require any “unsuitable” members to resign);

2. The purpose of the Member Board : Terms of Reference

- 2.1. Annually to appoint a Chair of the Member Board.

- 2.2 The Chair of the Member Board shall:

- determine the agenda for meetings of the Member Board in consultation with Members, the CEO and the Clerk. The objective is to present to the Member Board an overview of performance;

- ensure that Members have access to sufficient and appropriate information about Trust activity and performance to enable them to fulfil their role of reviewing Trust Outcomes and Performance. For this purpose, the Chair of the MAT Board and the CEO, and any other member of staff agreed by the Chair of the Member Board and the CEO, shall attend meetings of the Member Board and report/present evidence on the Performance of the Trust;

- subject to agreement of a majority of other Members, request the Clerk to convene special meetings of the Member Board;

- 2.3. Trustees* shall report to the Member Board against Trust values and ethos and progress against the targets of the Trust Strategic Plan. The Member Board may request information from Trustees and, subject to the agreement of the Chair of the Member Board and the CEO, Trustees may invite other representatives of the Trust to present information to the Member meeting. This will enable Members to discuss with Trustees the achievements and effectiveness of the Trust Board. Representatives other than Trustees or the CEO shall attend Member Board meetings only for that part of the meeting relevant to their report/discussion and shall withdraw when discussion of their report has concluded.

Note : The CEO reports to Trustees, not to Members.

- 2.4. The CEO shall notify Members immediately of any of the following:

- Serious financial issues
- Falling Standards
- Gaps in skills
- Reputational damage
- any school falling into Special Measures or becoming Outstanding

- 2.5. In addition to 2.3 and 2.4. above, the Member Board shall:

- ensure that Trust governance at all levels is fit for purpose and that appropriate structures are in place to support and deliver this;
- receive at each meeting a report on Safeguarding;
- consider actions required (if any) arising from any matter drawn to their attention in accordance with the Trust Whistle Blowing Policy;

- approve any proposal to amend the Articles (the consent of the Charity Commission/DfE to any proposed change may be needed);
- appoint or remove Trustees – Annex A;
- appoint or remove External Auditors;
- receive annual audited accounts;
- exercise their right to direct the Trust Board by special resolution; and
- consider and approve a proposal to amend the company name.

2.6. The Member Board may:

- appoint by ordinary resolution (a simple majority of members) up to ten trustees to the Trust Board. In appointing Trustees, Members shall consider the suitability of candidates having regard to any skills audit/competency framework undertaken or adopted by the Trust. The Trust Board may seek out/recruit potential Trustees for Members to consider;
- appoint the Chief Executive Officer to the Trust by ordinary resolution;
- remove any trustee appointed by them as well as having a right under the Companies Act to remove any trustee of the company following a specific notice procedure and the passing of an ordinary resolution.

Amendments	Material amendments to these Terms of Reference agreed by the Board during the year shall be annotated and incorporated into this document by the Clerk to the Board. The Clerk to the Board is authorised to make non-material and/or minor amendments to these Terms of Reference consequent on material amendments agreed by the Board and/or minor amendments required pursuant to minor changes to procedures/ job titles or job role etc.
Review	These Terms of Reference shall be reviewed annually by the Board
	<i>These terms of reference approved by the Member Board 18 October 2018.</i>

samcd.19.02.20

ANNEX A

Member Board : Protocol for Recruitment of L.E.A.D. Trustees

- a) anyone in the organisation shall be entitled to nominate a candidate, the Member Board to reserve the right to accept (or otherwise) nominations. The Trust Board may seek out/recruit potential trustees for Members to consider;
- b) a minimum of one Member (i.e. the Chair or Member nominated by the Chair) shall be involved in each Trustee recruitment and appointment process, including meeting with candidate(s) so as to gain an understanding and assurance of the motivation and potential contributions of the individual(s);
- c) all Trustee appointments shall be subject to acceptance of the Trust Code of Conduct, declaration of interest procedures and DBS procedures;
- d) the mechanism for selection and appointment of Trustees shall be:
 - i) prospective candidates to be required to provide a summary CV and to meet the CEO and Chair of the Trust Board (or their nominee);
 - ii) the CEO is authorised, in consultation with the Chair of the Trust Board, to meet candidate(s) with a view to drawing up a shortlist and/or making a recommendation to the Member Board. Neither the CEO nor the Chair of the Trust Board shall have voting rights on the appointment;
 - iii) following (ii) above, the CEO to provide the shortlist of potential candidate(s) and supporting details (or a recommendation) to the Chair of the Member Board.
 - iv) on receipt of the shortlist of candidate(s) (or recommendation to appoint), the Chair of the Member Board shall, if s/he considers it necessary, arrange to meet, or nominate a Member to meet (as per (b) above) the candidate(s). The CEO or Clerk shall also be present at these meetings; and
 - v) following the meeting(s) at (iv) above, (or following consideration of the short-list) the Chair (or nominated Member) to recommend an appointment (or otherwise) to other Members, the recommendation to be supported by a Written Resolution to be prepared and circulated by the Clerk, the outcome to be reported to the next available meeting of the Member Board.

samcd.18.10.19

Update : samcd 20.02.20