



Governance

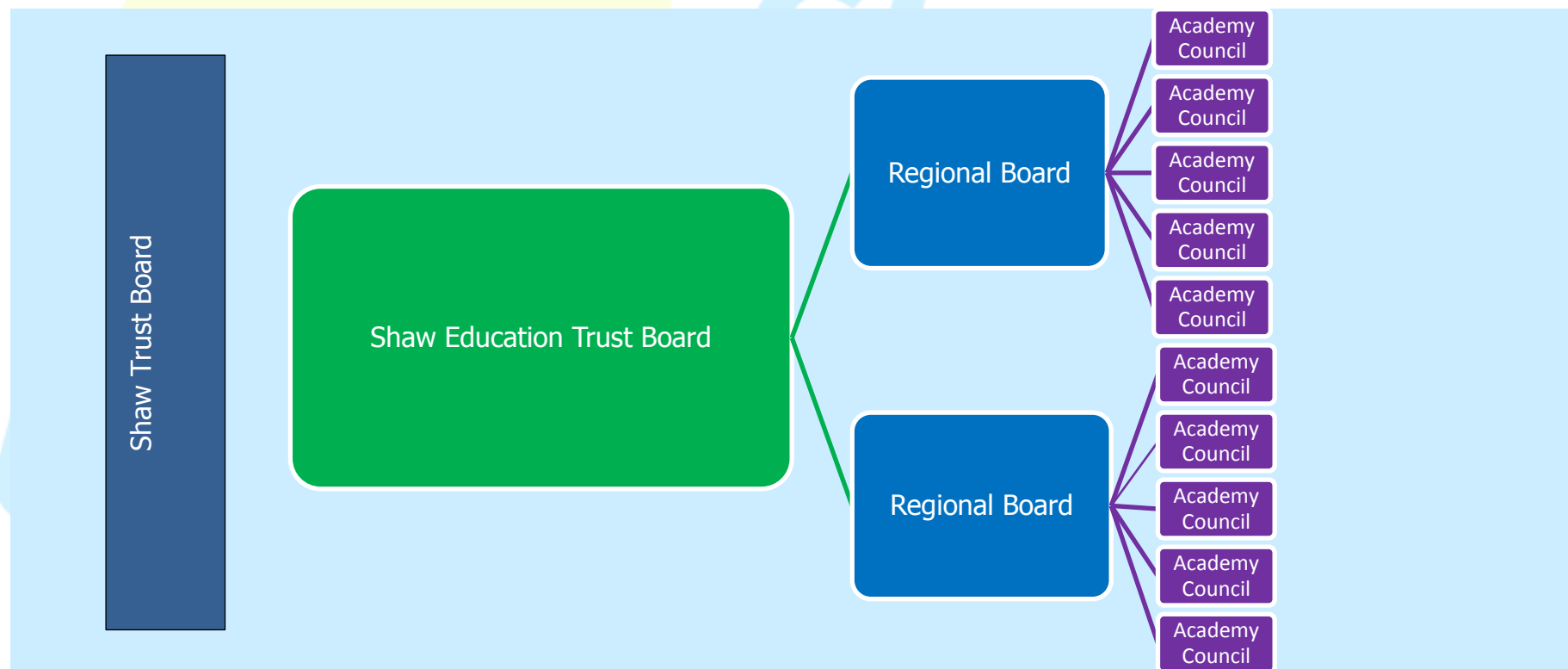
January 2018

Shaw Education Trust – overview

All	Governance Charter: outlines the tiers and principles of governance across the Trust The scheme of delegation identifies the decision making level across the Trust
Members	Articles of Association: constitution of the Academy Trust specifying the composition of the membership and how it conducts business. Guidance page on the role of a member.
Trustees	Articles of Association: constitution of the Academy Trust specifying the objects, powers, composition of the Trustees and how they conduct business. Terms of reference for the Trust Board: the role of the Trustee. Conflict of interest and related party transaction policy.
Trust Board and Sub-Committees	Terms of reference: specifying composition, remit and delegated functions.
Regional Board*	Constitution and Terms of delegation: specifying composition, remit and delegated functions.
Regional Board* Sub-Committees	Terms of reference: specifying composition, remit and delegated functions.
Academy Councils	Constitution and Terms of delegation: specifying composition, remit and delegated functions.
SOD	Scheme of delegation of Trustee powers.

Shaw Education Trust Governance Structure

The Shaw Trust is a third sector charity which sponsors the Shaw Education Trust. As a growing organisation we have created a governance structure which enables expansion within a workable infrastructure. It is important that governance reflects rigour and enables robust accountability.



Principles

1. The Shaw Education Trust Governance Structure details how the organisation will monitor standards, ensure compliance and direct growth. The Trust Articles of Association and Memorandum of Understanding underpin this exemplification document.
2. The governance principles of Shaw Education Trust recognises the need to ensure that infrastructures give the opportunity for growth and development. Additionally Trustees recognise the need to vary levels of delegation attributed to each Academy depending on its needs and starting points, and so models of governance need to be adjustable within an agreed framework.
3. Governance will be reviewed annually by internal and external audit. We will develop our governance arrangements in light of advice from the Department for Education.
4. The principles and regulations set out in the Academies Financial Handbook form the cornerstone of Shaw Education Trust's approach to financial governance.
5. Our governance model clearly delegates where the Board of Trustees transact decision making authority. The scheme of delegation establishes freedom within boundaries, to agreed limits.
6. Our governance will change as our Trust grows and but will be supported by the following:
 - a. Trust Members – an independent Chair; the CE of the Shaw Trust; and corporate sponsor, The Shaw Trust
 - b. Trust Board – the Directors/Trustees; 2 Shaw Trust representatives; 3 educational experts; SET CEO (ex-officio); member elected from an Academy Council
 - c. Trust sub-committees
 - d. Regional Boards and their sub-committees*
 - e. Local Governing Bodies – our Academy Councils
 - f. The Executive Leadership Team in attendance- the Director of Education, the Deputy Director of Education, Director of Finance and Director of Operations.
7. The Shaw Education Trust Board has overall responsibility and ultimate decision-making authority for all the work of the Academy Trust, this is reflected in the scheme of delegation.

8. Regional Boards* have three key functions:
 - a. Provide regional overview, scrutiny and challenge of academy education and financial performance;
 - b. Support regional locality forums for academy leaders and governors to shape and influence Academy Trust thinking; and
 - c. Ensure an effective flow of communication between the Local Governing Bodies, Regional Boards and the Trust Board.
9. The governance of each Academy shall be delegated to the relevant Academy Council.

Vision, mission and values.

Our vision is for a society in which everyone has the opportunity to excel, gain employment and sustain independence; a society where aspiration is the norm and high achievement the only acceptable standard. Barriers to success will be removed by high quality educational and training experiences.

Our mission

We believe every young person can achieve great things, whatever their ability and whatever their background. We will facilitate excellence by all and for all: with no exceptions.

We will deliver 'best in class' tailored learning to ensure that every young person attending one of our academies has the opportunity and support required to achieve their potential.

High quality intervention and targeted leadership development will be the foundation stone of our Trust. We will accelerate improvement in all our academies from their individual starting points. Schools facing challenge will be intensively supported to 'get to good.' Leaders will be celebrated, encouraged to excel, think innovatively and be incredible.

We pledge an unswerving commitment to improve the life chances of all the young people in our academies.

We will focus on bridging the gap between school and the outside world to give young people the best chances to progress to high quality further/higher education, employment or training.

We will create a self- sustaining family of schools who will support each other's success and promote consistently high standards across the Trust. Our academies will be great places to work, buzz with creativity and achieve awesome outcomes.

Our values

To be pupil and people centred: To ensure everything we do realises the full potential of the pupils we are here to help. We will provide caring, tailored and supportive environments where young people can flourish. We will ensure that all members of the school community are the focus of our activity and as servant leaders we shall enable their success.

To act with integrity: To be an organisation that is open and transparent, actively embraces equality and diversity and has an honest, inclusive and respectful culture which everyone can trust.

To be innovative: To be a creative, forward-thinking organisation that finds new ways of doing things. To break down barriers to learning, stimulating exciting futures and securing independent living. We will be relentless in our pursuit of the excellence which has the power to change lives.

To be best in class: To be a top performing education provider that helps every single pupil on their journey towards achieving their potential. We believe our staff are our greatest asset. We will support leaders, teachers and staff to provide exceptional teaching, learning and outcomes.

To be accountable: The Shaw Education Trust, its schools, and staff, are accountable to our pupils and stakeholders. We will demonstrate personal responsibility by carrying out our roles to the best of our ability and in adherence with our values.

Our ambition

Our Trust will consist of schools from **all phases, all sectors** and across a range of Ofsted categories. We will challenge prejudice and low expectation for young people who are marginalised in society and support those whose aspirational ambitions, talents and abilities are squashed by poor quality teaching, learning and educational provision.

Education silos will be eradicated and our academies will work symbiotically for the good of each individual, within the community in which they live.

Our Trust will be **self-sustaining**: leadership and strength will be grown from within.

SET will be a **national player and key influencer** of educational direction by active engagement with system leaders.

Our **training** programmes will be second to none, with **professional development** at the heart of our corporate strategy.

We will provide **school improvement** services and high quality **professional mentoring** for Principal's and future leaders.

We will lead the way in **initial teacher training**.

The **shared vision and values of Shaw Education Trust** and all the Academies underpins the governance arrangements of the Academy Trust.

Shaw Education Trust fully supports the independence and distinguishing characteristics of each of the Academies. Shaw Education Trust provides a model of **Earned Autonomy**, supporting each academy from its individual starting point.

Shaw Education Trust has a commitment to supporting the schools within the Shaw Education Trust family for the benefit of the communities served by the schools.

Shaw Education Trust expects academies to work together in the spirit of **solidarity**. The relationship between the Academy Trust, Regional Boards and Local Governing Bodies is one of partners sharing a **common goal**, drawing on each other's strengths in order to overcome any weaknesses and respond robustly to any challenges.

As an Academy Trust we are committed to creating a **culture** that strongly reflects our totem pole of values, therefore ensuing we move forward with a shared moral purpose, identical drive and complementary objectives.

Our Academy Councils are important in ensuring the local community is at the heart of our Academies and our Academies at the heart of their communities.

Delegated authority

The Shaw Education Trust Board delegate authority to two* key groups in order to ensure the effective leadership and governance of the Academy Trust.

The two groups are:

- Executive Leadership Team- including the CEO; Director of Finance; Director of Operations
- Academy Councils and Principals

A key principle is that governance must be as close as possible to the point of impact of decision-making.

Quality assurance and powers of intervention

The Shaw Education Trust Board remains ultimately responsible for the Multi-Academy Trust and the conduct of the Academies.

There will be circumstances however, by exception, when the Shaw Education Trust Board might need to intervene and withdraw delegated authority for a particular element of governance. These circumstances will be rare but the Trust has the legal right to intervene.

Should such adverse circumstances arise, the Trust Board, along with the Executive Leadership Team, would engage with the Academy concerned and their Academy Council, who would be expected to promptly implement any advice or recommendations made by the Trust Board and the Executive Leadership Team.

*this will become three when the Trust grows and Regional Boards become established

Potential withdrawal of delegation

The Shaw Education Trust Board reserves the right to review or remove any power or responsibility which it has delegated. Circumstances where serious concerns in the running of an Academy are identified, include where:

- there are concerns about financial matters;
- insufficient progress is being made against educational targets;
- there has been a breakdown in the way the Academy is led, managed or governed;
- the safety of pupils or staff is threatened, including a breakdown of discipline.

Who's Who and what do they do?

Members

Shaw Education Trust has "**Members**" who are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. The members are: Clive Richards (Chair); Roy O'Shaughnessy (CEO, Shaw Trust); Corporate Sponsor (Shaw Trust). The Members appoint some of the Trustees and can exercise reserve powers to appoint and, rarely, remove Trustees.

Trust Board

The corporate management and trustee responsibility for the actions of the company is vested in the "**Trustees**" of the Academy Trust (together, referred to as "the **Trust Board**"), who are company directors registered with Companies House. The Trustees are personally responsible for the actions of the Academy Trust and the Academies and are accountable to the Members, to the Secretary of State for Education and to the wider community for the quality of the education received by all pupils of the Academies and for the expenditure of public money.

The Trustees are required to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Academy Trust.

Our trustees are: Clive Richards (Chair- Independent); Roy O'Shaughnessy (Shaw Trust); Mike Hawker (Shaw Trust); John Norman (Shaw Trust); David Bateson (Education); Vacancy x 2 (Education); Jo Morgan (SET CEO ex-officio); Vacancy (Chair of an Academy Council).

Role of Trustees/Directors

The Trustees/Directors must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated such persons to serve on the Trust Board.

The Trustees/ Directors are accountable to the Secretary of State for Education and to the communities that they serve.

Specifically:

- Setting the vision, ethos and strategy for the Academy Trust and its academies over the next three to five years;
- Ensuring traps and triggers are well considered as part of a comprehensive risk assessment process
- Establishing the governance structures for the Academy Trust, from Members to Academy level, in keeping with the Articles of Association;
- Develop a strategic plan for the management and maintenance of the physical resources available to the Academies, disposals and acquisitions will be decisions of the Trust Board;
- Where appropriate raise funds, considering and approving of grant applications put forward by the Chief Executive Officer as appropriate;
- Providing clarity of the level at which the governance functions are exercised:
 - determining each individual Academy's vision, ethos and strategic direction
 - recruiting each Academy's Principal
 - performance management of each Academy's Principal
 - determining Human Resources policy and practice
 - oversight of each Academy's budget
 - assessment of the risks for each Academy
- Setting the level at which the Academy Councils and Principals will have authority and accountability through the scheme of delegation;

- Ensuring engagement with the Academies' communities, parents, pupils and staff;
- Contributing to developing collaborative relationships beyond the Academy Trust;
- Promote collaboration within the Trust and externally, identifying and supporting the development of strategic partnerships where appropriate that support the vision of the Trust;
- Ensuring that there is a strong and effective executive leadership structure and personnel in place across the Trust;
- Overview and scrutiny of Academies' education performance data;
- Overview and scrutiny of the Academy Trust's financial capability and management systems to ensure compliance with the Academies Financial Handbook, and deliver best value for money;
- Ensure that at all times any funds held by the Trust are safeguarded, recognising the duties on them as trustees of charitable assets and as recipients of public money;
- Monitor, review and where appropriate approve of the budget of the Trust, including budgets set aside for central and shared costs as well as budgets delegated to individual Academies, noting the significance of reserves and contingencies;
- Establish and oversee appropriate processes for the identification and management of financial and other risks within the Academies and in respect of the Trust more widely;
- Ensuring senior leaders within Academies are challenged to improve the education of pupils;
- Developing the Trust Board to ensure that it has the capacity, skills and succession plans to have a positive impact on outcomes for pupils;
- Establishing Trust-wide policy as a single employer.

When established, Regional Board Chairs will attend Shaw Education Trust Board meetings, as advisors to the Board. In the interim an Academy Council representative will sit on the Shaw Education Trust Board.

The Board will carry out a regular skills audit of its Trustees. Where key skills are omitted, expertise will be procured to support the challenge and scrutiny of specialist areas. The Board requires our Academy Councils to complete a similar audit on an annual basis.

Shaw Education Trust Board Sub-Committee structure

Trust Board Sub-Committees will provide the overview and high-level scrutiny of the performance of Academies and the Trust against agreed priorities and operational plans.

The principle of 'no duplication of governance' requires a clear differentiation of the nature of the scrutiny and challenge provided by the Trust Board Sub-Committees of each region's contribution to the overall performance of the Academy Trust. This compares with the Regional Board's scrutiny of each individual academy's contribution to regional performance.

The two Shaw Education Trust Board Sub-Committees will be:

- Educational Standards and Performance
- Finance, Audit, Risk and Resources (including human)

As part of the Finance Sub-Committee, there will be a remuneration committee for determining the CEO salary. The CEO (or managers with the CEO's delegated authority) determine salaries of all other employees, subject to the overall budget limits and pay policy approved by the Trust Board in the Scheme of Delegation.

Executive Leadership Team

The Shaw Education Trust **Executive Leadership Team** is the operational arm of the Academy Trust. It has a clear focus on educational performance and provides a backroom staff targeted towards ensuring effective resource management and operational excellence.

The **Executive Leadership** Team work directly with the staff in each Academy. They are also attached to an Academy Council to ensure that the required outcomes are achieved in accordance with the direction and vision of the Shaw Education Trust Board.

Regional Boards

Regional Boards through the Schemes of Delegation and Terms of Reference, provide the overview, scrutiny and performance challenge of the Academies and Local Governing Bodies in their region. Non-executive Regional Chairs provide the appropriate skills and experience to provide effective support and challenge in the four areas of scrutiny: educational standards and performance; finance, HR, risk and audit.

The Regional Boards have a fundamental role to play in developing and maintaining positive relationships and common purpose with Local Governing Bodies.

Forums

Each of the Regional Boards will support a Principal Forum and a Chairs of Local Governing Bodies Forum. The purpose of the Forums is to:

- promote the values of independence and interdependence;
- build relationships;
- generate new ideas;
- influence policy development; and
- provide a starting point for consultation.

The Regional Boards, in consultation with Principals and Chairs of Local Governing Bodies, will determine the most effective methods of establishing and managing the forums. For example, forums may be established on a regional basis and/or on a smaller locality basis. Forums will be Chaired by elected representatives from amongst their membership to encourage freethinking and honest debate without constraint or any perceived need to tell senior staff or Trustees 'what they want to hear'.

The Regional Boards contribute to the effectiveness of the Academy Trust by 'knowing' and being champions of their Academies.

Academy Councils

The role of an Academy Councillor within our Trust is an important one. In developing governance arrangements, the Trust Board has sought to ensure that the responsibility to govern is vested in those closest to the impact of decision- making and that such responsibility matches the capacity of those assuming responsibility.

The Shaw Education Trust Board and Executive Leadership Team ensures Academy Councils are established for each of the Academies. In the most part they are made up of individuals drawn from the Academy's community, both as elected and appointed members. A member of the ELT is linked to each Academy Council and quality assure statutory compliance.

Academy Councillors are accountable to the Shaw Education Trust Board via the CEO and Executive Leadership Team (who are in turn accountable to the Department for Education) as well as to the communities they serve.

The expectation is that an Academy Council will comprise of no less than 7 persons with at least 2 members being elected from amongst the parents and carers of pupils attending the Academy and 2 members being elected from the staff body (one teaching and one non-teaching). The Chair and Vice Chair will be elected annually.

The Academy Council will comply with any guidance issued from time to time by the Shaw Education Trust Board as to the composition of the Board, the carrying out elections and any other matter affecting the functioning of the Academy Council, including the removal of members of the Board. Minutes of all meetings will be sent to the CEO and/or Director of Education.

The broad duties of the **Academy Councils** are:

- To support the Shaw Education Trust Board in developing a clear educational vision, ethos and direction for the Academy within the context of the vision for the Trust as a whole, recognising the uniqueness of each Academy and the contribution it makes to the Trust and to the communities served by the Academies and assisting in the fulfilment and communication of that vision.
- To promote the Academies and the Trust within their communities, members of the Board acting as ambassadors for the Academies and the Trust, being ready to respond to challenges and acting with honesty and integrity in the best interests of the Trust, the Academies and their pupils.
- To act as liaison with the community, including any parent groups acting to support the Academies and any third party community organisations with whom the Academies work in partnership. This may include any foundation bodies, trustees, charitable or community trusts established to support an Academy, and the local authority. The Academy Council will lead on any community consultation, formal or otherwise, acknowledging any guidance issued by the Trust Board.
- To, actively develop partnerships with organisations who will support the Academies and with whom the Academies can collaborate, to improve teaching and learning and enrich school life including other Academies within the Trust and other local schools.
- To consider the strategic impact that the Academies have on their communities, looking also at any strategic threats and opportunities in respect of the Academies and working with and supporting the Trust Board in taking any necessary action. No expansion or contraction of any Academy will be permitted without the Trust Board's consent.
- To promote pupil welfare and ensure there are systems within the Academies to support pupils and their families, providing an extra resource to the Academies' leadership teams.
- To implement and review from time to time the strategic plan for the Academy, focusing on the Academy's performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by the Trust Board.

- To act as a critical friend to the Academy's senior leadership team, being ready to challenge and hold senior leaders to account for all aspects of the Academy's performance.
- To support the Trust Board in ensuring that insurance or equivalent risk protection is put in place and maintained for all risk areas including damage to property, employer liability, public and third party liability and director liability in accordance with any policy issued by the Trust Board from time to time.
- To support the Academy's Principal in the development and review of an appropriate staffing structure for the Academy, ensuring there is robust and accountable monitoring of the performance of staff and implementing all and any policies relating to staff adopted by the Trust Board.
- To promote within the organisation and externally the benefits of collaboration with the other Academies and to actively seek opportunities to work together either with the aim of improving economic efficiencies within the Academies or identifying and implementing best practice.
- To develop effective links within the Academy's community, communicating openly and frequently as appropriate and ensuring that the Academy meets its responsibilities to the community and serves the community's needs in relation to the safeguarding and education of its pupils.
- To engage fully and openly with any inspection of the Academy, whether by the Trust Board, Ofsted or any other appropriate public body to whom the Academy is accountable.
- To determine the Academies' admissions policies within the constraints of the Admissions Code, ensuring there are systems in place for the hearing of any appeal against an admission refusal and establishing a panel to determine any exclusions and appeals against exclusion.
- To set the budget and monitor its effectiveness. To advise the Academies' leadership teams in assessing the overall suitability of the budget proposed for the Academy, contributing to any strategic discussion regarding capital expenditure, central costs, reserves and contingencies, shared resources with other Academies within the Trust and threats to income, recognising that at all times any funds held by the Trust in respect of the Academies are safeguarded.
- To monitor Academy staffing and Human Resources in line with the Scheme of Delegation and Trust-wide policies and procedures.

Active Listening

Academy Councils have a key role in listening and responding to pupils' collective concerns. All schools should have active Pupil/Student Councils with representatives from each year group as appropriate. Academy Councillors should ensure there is a management response to matters raised.

Parent voice is formally built into the governance structure with the election by parents of two parent Governors to each Academy Council. However additional methods should be employed to gather a broader range of views about the performance of the school eg. surveys, questionnaires, reference groups and the like.

Staff voice is similarly built into the governance structure with the election to each Academy Council of two employees of the Academy (usually one teacher and one non-teaching staff member) by employees of the Academy. The Academy Council should also ensure that all staff have the opportunity, on an annual basis, to have their thoughts and opinions heard, in a confidential manner. Academy Councils should ensure a management response to matters raised.



Overview: composition of governance elements

Trust Members

- ☐ The chair of trustees (independent): Clive Richards
- ☐ CEO of Sponsor (Shaw Trust): Roy O'Shaughnessy
- ☐ Corporate Sponsor: Shaw Trust

Trust Board

- ☐ Chief Executive Officer (ex-officio)
- ☐ 5x Trustees appointed by the Members
- ☐ Independent Chair
- ☐ CEO Shaw Trust
- ☐ Chair of one Academy Council

Regional Boards

- ☐ Director of Education
- ☐ Deputy Director of Education
- ☐ Regional Executive Principal
- ☐ Trust Board Trustee/s
- ☐ 3x elected Academy Council Chairs, which shall include the chair of a 'Lead Academy' (an academy which is both judged outstanding by Ofsted and is a teaching school) if applicable
- ☐ 3x elected Principals

Local Governing Bodies

- ☐ Principal
- ☐ 4x governors appointed/agreed by the Shaw Education Trust Board
- ☐ 2x elected parents
- ☐ 2x elected staff (one teaching/one support staff)

Appendix 1 – All Party Parliamentary Group on Education Governance and Leadership (January 2015)

21 Questions every Multi-academy Trust Board should ask itself

<http://www.publications.parliament.uk/pa/cm/cmallparty/register/education-governance-and-leadership.htm>

<http://www.nga.org.uk/getattachment/News/NGA-News/21Q/21-Questions-for-Multi-academy-Trusts-FINAL.pdf.aspx>

Vision, ethos and strategy

1. Does the Trustee Board have a clear vision and strategic priorities for the next three to five years, to which all academies contribute and which is understood by each of its academies?
2. How effectively do these strategic priorities drive the governance structure, activities and agenda setting at all levels of the Trust?
3. What vision does the Trustee Board have for the size of the Trust and how does the strategy ensure that there is the capacity to support any additional academies well?

Governance structures

4. Is the structure of the Trust from its members to academy level governance conducive to effective working, ensuring check and balances but avoiding duplication at different levels, and delivering good two-way communications?
5. How does the Trustee Board ensure that its governance structure is clear, in keeping with its Articles of Association, and that those at regional, cluster and academy level understand their roles and responsibilities compared to those of the Trustee Board?
6. a) Does the Trustee Board have a scheme of delegation, is it published on its website and those of its academies, and does the scheme make clear where the following key governance functions are exercised:
 - Determining each individual academy's vision, ethos and strategic direction?
 - Recruiting each academy's Principal/Head of school?
 - Performance management of each academy's Principal/Head of school?
 - Determination of Human Resources policy and practice?

- Oversight of each academy's budget?
- Assessment of the risks for each academy?

b) Is the principle of earned autonomy applied to individual academies or local clusters and if so, do all involved at all levels of governance within the MAT understand how?

Trustee Board effectiveness and conduct

7. **Right skills:** Has the Trustee Board adopted a robust and transparent process for the recruitment both of trustees and those at local governance level, including role specifications, skills audits and interview panel to ensure those carrying out governance functions have the full range of experience, qualities and skills necessary to discharge all the Trustee Board's responsibilities?
8. **Clerking:** Does the Trustee Board have a professional clerk providing information and guidance on regulatory practice and procedures, including governance leadership to the committees and any academy level governance?
9. **Chair:** How does the Trustee Board ensure the chair shows strong and effective leadership?
10. **Trustee performance:** Does the chair carry out an annual review of each trustee's contribution to the Board's performance and ensure each trustee is investing in his/her own development?
11. **Succession planning:** Do we engage in good succession planning so that, in normal circumstances, no trustee serves for longer than two terms of office and the chair is replaced at least every six years?
12. **Conflicts of interest & conduct:** How does the Trustee Board ensure conflicts are avoided and that the Nolan principles of public life are adhered to?
13. **Learning from others:** Has the Trustee Board regularly reviewed its structures and practice, making use of other Boards' experiences and periodically seeking external expertise?
14. **Trustee performance:** Does the chair carry out an annual review of each trustee's contribution to the Board's performance and ensure each trustee is investing in his/her own development?
15. **Succession planning:** Do we engage in good succession planning so that, in normal circumstances, no trustee serves for longer than two terms of office and the chair is replaced at least every six years?

16. **Conflicts of interest & conduct:** How does the Trustee Board ensure conflicts are avoided and that the Nolan principles of public life are adhered to?
17. **Learning from others:** Has the Trustee Board regularly reviewed its structures and practice, making use of other Boards' experiences and periodically seeking external expertise?

Engagement

18. How does the Trustee Board listen to, understand and respond to pupils, parents, staff and local communities across all its academies?
19. What benefit do the academies within the Trust draw from collaboration with other schools and other sectors, including employers, locally and nationally; and how is the Trust involved in contributing to improving leadership and schools beyond its own academies?

Effective accountability of the executive leadership

20. How well does the Trustee Board understand its academies' performance data, and how do Trustees know that pupils in all their academies are making the best progress they can?
21. What mechanisms does the Trustee Board use to ensure there is a strong and effective executive leadership structure and personnel in place across the Trust with the right skills, clear line-management and reporting mechanisms?
22. How does the Trustee Board ensure senior leaders within academies are challenged to improve the education of pupils, and what intervention would be used if improvement is not progressing according to plan at an academy?
23. How does the Trustee Board ensure that the Trust's financial capability and management systems are robust to ensure compliance with the Academies Financial Handbook, best value for money and deliver the long-term strategy?
24. Do the compliance systems give assurance to the Trustee Board that the Trust is meeting its statutory and legal responsibilities?

Impact on outcomes for pupils

21. How much have the academies improved over the last three years, and what has the Trustee Board's contribution been to this?

Scheme of Delegation



Governance elements in more detail

Members: general guidance

The Members of the Academy Trust are the equivalent of the shareholders in a commercial company (save that they do not receive dividends). In simple terms the Members "own" the Academy Trust. They have a number of statutory rights and rights set out in the Academy Trust's Articles of Association (the **Articles**).

The Academies Financial Handbook (September 2015) issued by the Education Funding Agency ("EFA") provides as follows:

- Members have an overview of the governance arrangements of the trust.
- Members can amend the articles and may do so to support stronger governance arrangements.
- While members can be trustees, retaining some distinction between the two layers ensures that members, independent of the trustees, provide oversight and challenge - this is especially important in multi academy trusts in which trustees are responsible for a number of academies.
- Academy trusts should be established with three members, although DfE encourages trusts to have at least five members in total, as this:
 - Ensures enough members to take decisions via special resolution (which requires 75% of members to agree) without requiring unanimity; and
 - Facilitates majority decisions being taken by ordinary resolution (which requires a majority of members to agree).
- Members must not be employees of the academy trust.
- The appointment of any new Member must be notified to EFA (via the Information Exchange) within 14 days of the appointment.
- The appointment and resignation/removal of Members does not need to be notified to Companies House.
- The Academy Trust's statutory books/registers should include a register of Members, which should be kept up-to-date particularly on appointment and removal/resignation.

Shaw Education Trust Board: Terms of Reference

The Directors/Trustees of the Trust have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of schools. The day to day management and responsibility for the running of the Academies has been delegated to the Chief Executive Officer (also a Director and Trustee), who will be supported by both an Executive Leadership Team, working with The Shaw Trust as sponsor, and leadership teams in each of the Academies.

In accordance with best practice, the Trust Board will carry out a regular review of the skills and experience available on the Trust Board and will seek to develop additional capacity and skills where required. Except in relation to posts held in an ex officio capacity and otherwise only in exceptional circumstances, Directors will not seek reappointment beyond the usual 3 terms of office, a standard term of office being 4 years.

1 Core values

The Board of Shaw Education Trust will at all times:

- ☐ observe the highest standards of impartiality, integrity and objectivity in relation to the governance of Shaw Education Trust;
- ☐ be accountable to its stakeholders and regulatory bodies for its activities;
- ☐ engage in a partnership with the Executive Leadership Team.

2 Expectations of Shaw Education Trust Trustees

All Trustees are required to:

- ☐ follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles" and set out in Annex 1);
- ☐ comply with:
 - the Articles of Association,
 - these terms of reference,
 - the scheme of delegation to the Executive Leadership Team,
 - the conflicts of interest policy,
- ☐ ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of Shaw Education Trust;
- ☐ not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations;
- ☐ participate actively in the induction process and any relevant training.

3 Powers, functions and responsibilities of Trustees

The Trustees are responsible for the governance and supervision of the Academy Trust and its committees

The Trustees have a number of duties and responsibilities relating to the governance of the Academy Trust and its finances. In summary, the Trustees are responsible for:

- Establishing the vision, mission and values for the Academy Trust;
- Carrying on the Academy Trust in accordance with the objects of the Academy Trust as set out in the Articles of Association and safeguarding the assets of the Academy Trust;
- Designing strategy and structure for the operation of the Academy Trust;
- The delegation of the running of the Academies and the direction of the education, pastoral care, financial and other policies of the Academies to the Executive Leadership Team;
- Ensure that at all times any funds held by the Trust are safeguarded, recognising the duties on them as trustees of charitable assets and as recipients of public money.
- Monitor, review and where appropriate approve of the budget of the Trust, including budgets set aside for central and shared costs as well as budgets delegated to individual Academies, noting the significance of reserves and contingencies.
- Establish and oversee appropriate processes for the identification and management of financial and other risks within the Academies and in respect of the Trust more widely.
- Ensuring sound management and administration of the Academy Trust by the Executive Leadership Team, and ensuring that the Executive Leadership Team is equipped with the relevant skills and guidance;
- Financial controls and the financial management of the Academy Trust in accordance with the provisions of the Academies Financial Handbook, which sets out in detail provisions for the financial management of the Academy Trust;
- Setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- Risk management, that is identifying, quantifying and devising systems
- Ensuring the Academy Trust and the Academies are conducted in compliance with the general law.

4 Accountability of Trustees

The Trustees are chiefly accountable to:

- the beneficiaries of the Academy Trust (pupils at the Academies, their parents and the local community) for the quality of education and pastoral care at the Academies, for matters of health and safety and for safeguarding and promoting the welfare of the pupils;
- the DfE, the Education Funding Agency and specifically the Secretary of State under the terms of the Funding Agreement;
- the Secretary of State (in his or her role as principal regulator in respect of charity matters) for operating the Academy Trust for the public benefit, for the prudent management of the Academy Trust and its financial efficiency, and for compliance with legislation including charities legislation;
- the employees of the Academy Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and
- other regulatory authorities for compliance with regulated responsibilities to which the Academy Trust and the Academies are subject.

5 Conducting Trustees' business

The Trustees are required to:

- act together and in person and not delegate responsibility of the Academy Trust to others;
- act strictly in accordance with the Articles of Association;
- act in the Academy Trust's interests only and without regard to their own private interests;
- manage the Academy Trust's affairs prudently;
- not take personal benefit from the Academy Trust unless expressly authorised by the Articles, or the Charity Commission;
- take proper professional advice on matters on which they are not themselves competent.

The Trustees should also hold the Executive Leadership Team to account. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Academy Trust.

The Trustees shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (Ofsted).

The duties and responsibilities of Trustees are explained in further detail in *The essential trustee: what you need to know, what you need to do (CC3)* (Charity Commission, July 2015) and in the *DfE Governors Handbook (January 2015)*.

6 Chair of Trustees

The Board shall appoint an individual from among their number to act as Chair. A change of Chair will require a notification to be made to the DfE, including a Disclosure and Barring Service (DBS) disclosure form to be submitted via the DfE.

The main role of the Chair is to chair meetings of the Trust Board. They also provide leadership to the Trustees and acts as the main point of contact between the Trustees and the Executive Leadership Team.

Apart from any special responsibilities or powers given to the Chair in the Articles of Association, the Chair has no special powers or rights over any other Trustee.

7 Meetings of Trustees

There will be a minimum of three meetings of the Trustees each academic year. Meetings of the Trustees shall be convened and conducted as provided by the Articles.

In determining the agenda for Board meetings and committee meetings, the Trustees will have regard to the requirement on them to:

- ensure good financial management and effective internal controls;
- comply with the Funding Agreement and the current version of the Academies Financial Handbook (or successor documents);
- receive and consider information on financial performance at least three times a year; and
- take appropriate action to ensure ongoing viability against agreed budgets.

In consultation with the Chair, the Clerk to the Trust Board shall prepare an annual plan for the meetings of the Trustees.

8 Delegation of powers of Trustees

Trusteeship (and directorship which necessarily follows) is a personal office of trust and responsibility and this cannot be transferred to another individual. However, in order to ensure the proper management of the Academies, the Trustees are able to delegate specific tasks to assist them in carrying out their duties and obligations.

It is for the Trust Board to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (e.g. the Chair) and what will be delegated to the Executive Leadership Team. The Trustees must also consider when and from whom they should take professional advice.

In determining whether delegation is appropriate, the Trustees will have regard to the following principles:

- non-executive powers must be exercised by the Trustees personally and may not be delegated;
- except when it is impracticable to do so, executive powers should be delegated to the Chief Executive Officer and Director of Finance, who may authorise further delegation; and
- every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

Trustees must not delegate any of their powers listed in "the Reserved Matters".

Delegation can be made to:

- Board committees including the following committees:
 - Finance, Audit, Risk and Resources,
 - Education Standards and Performance.
- the Regional Boards*
- the Academy Councils;
- any individual Trustee;
- the Executive Leadership Team (which in turn may delegate to further individuals).

*when appointed

9 Stakeholder voices

Trustees are asked to have regard to the voices of their various stakeholders and to put in place arrangements to receive feedback and to respond appropriately. This shall include:

- a) Pupils;
- b) Parents;
- c) Staff.

10 Risk management

The charities statements of recommended practice ("the SORP") set out requirements for reporting on the risks to a charity.

The Trustees' report therefore must include a description of the principal risks and uncertainties facing the Academy Trust and any subsidiary undertakings, as identified by the Trustees. The report must also include a summary of the Trustees' plans and strategies for managing these risks. The Trustees must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management.

The Trustees are therefore responsible for:

- identifying the major risks that apply to the Academy Trust, including:
 - **operational risks** (employment issues, health and safety, fraud, service quality and development etc.);
 - **financial risks** (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.);
 - **external risks** (changes in government policy, economic factors, demographic changes, adverse publicity etc.); and
 - **regulatory risks** (compliance with legislation, changes in policies of the regulators etc.).
- making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
- making appropriate statements regarding the management of risks in the annual report.

The Finance, Audit, Risk and Resource Committee, supported by the Executive Leadership Team, shall prepare a risk register for approval by the Trustees, along with a procedure by which the risk register shall be subject to regular review.

11 The management of conflicts of interest

The Companies Act 2006 imposes a statutory duty on the Trustees to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Academy Trust. The duty is to:

- a) declare the nature and extent of any interest in any matter relating to the Academy Trust; and
- b) avoid any conflict of interest between that interest and the interests of the Academy Trust.

In addition, charity law and guidance issued by the Charity Commission confers obligations on the Trustees to manage any conflict between a Trustee's duty to the Academy Trust and their own personal interests or for a Trustee to be influenced by conflicting duties to the Academy Trust and a third party.

Further details are set out in the Conflicts of Interest Policy with which the Trustees are obliged to comply.

12 Recruitment of Trustees

It is essential that the Trust Board has a proper mix of skills and experience. The Trustees must therefore be able to identify potential new Trustees in order to plan for succession, which combines continuity of experience and expertise with new ideas and energy.

The Shaw Education Trust Board as a whole is responsible for ensuring that:

- the skills of any new Trustee fit in with the Academy Trust's requirements in the short, medium and longer term;
- each new Trustee is not disqualified from acting as a Trustee by any provision of the Academy Trust's Articles of Association (including the requirement that he is not disqualified as a company director or charity trustee);
- there is a system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new Chair), are completed before or as soon as practicable after a Trustee takes up position; and
- the new Trustee understands the responsibility he / she is taking on and consents to act as a Trustee.

Each new Trustee will be properly inducted to ensure that he / she understands the nature and extent of his role and responsibilities. It is the duty of a new Trustee to ensure that he / she is familiar with the Objects of the Academy Trust; its history and ethos and the nature and extent of its activities; and the content of the Academy Trust's Articles of Association.

The Trustees shall provide each new Trustee with:

- the Academy Trust's Articles of Association
- the Shaw Education Trust Governance Structure document
- terms of reference
- the scheme of delegation to the Executive Leadership Team
- the conflicts of interest policy.

New Trustees shall be required to sign the declaration detailed in Annex 4.

***The Clerk to the Trustees shall ensure that any appointment of a new Trustee is notified to the EFA (via the Information Exchange) within 14 days of the appointment (as required under the Academies Financial Handbook.**

13 Training and development of Trustees

The Trustees shall ensure that the Board has the skills and experience needed to perform its functions effectively. Trustees shall also be kept up to date with developments in the legal and regulatory framework in which the Academy Trust operates.

The Trustees must have in place a system for evaluating Trustees, with a view to identifying potential gaps in their skills and any requirements for training. Such evaluation shall be carried out annually.

Annex 1 the Seven Principles of Public Life set out by the Committee on Standards in Public Life ("the Nolan Principles")

1. Selflessness

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

2. Integrity

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

3. Objectivity

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

4. Accountability

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

5. Openness

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

6. Honesty

Holders of public office should be truthful.

7. Leadership

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

Annex 2 Trustees' Code of Practice

1 Introduction

This code of practice is designed to set out the conduct required of trustees in order to ensure the highest standards of integrity and stewardship.

2 General responsibilities

"Trustees must act reasonably and prudently in all matters relating to the Charity and must always bear in mind the interests of the Charity. They should not let their personal views or prejudices affect their conduct as trustees." (*The Essential trustee: what you need to know* (CC3), Charity Commission, February 2008).

"The primary duty of a trustee is to carry out the function of his or her office with the utmost good faith. He or she must be impartial and mindful of the interests of the beneficiaries of the Charity and of the objects for which the Charity is established". (*Governance and management of charities*, Andrew Hind, NCVO Publications, 1995)

Trustees should listen to the view of other trustees, staff, volunteers or external advisers respectfully, taking cognisance of differences of opinion. Trustees should not cause offence to others or undermine the standing of their colleagues as a member of the Trust Board.

3 Board papers

While the board aims to conduct its business openly, it is inevitable that some matters must be confidential either for a time or always.

All matters discussed at board meetings (save for items which are clearly neither confidential nor of a sensitive nature either legally, commercially, financially or personally) should be treated as **strictly confidential** and should not be discussed with anyone other than those present at the meeting when the matter in question was discussed unless authorised by the board to do so. If in any doubt, trustees should contact the chair.

4 Board meetings

Open discussion and debate is actively encouraged, in which every spectrum of objective opinion is welcomed.

As Trustees must act with probity, the Board should take and consider professional advice from internal and / or from external advisers in all decision-making.

Where consensus is not achieved, decisions will be taken during board meetings by calling for a vote by those present. Trustees who abstain on, or vote against, any motion may request an appropriate note be made in the minutes.

The Board must be accountable but delegate authority on various matters on which it is entitled to full reports as necessary.

5 Outside board meetings

Trustees should exercise restraint outside a meeting in relation to particular comments made within the Board meeting by individual members. Trustees must accept that it is inappropriate for any private or public references to "who said what", except in dialogue with other trustees.

Trustees should accept the need for care and restraint, honouring the spirit as well as the letter of the code of practice, when talking about board matters in any other forum.

6 Disagreements

Where a Trustee has a disagreement on any matter, he or she should raise the matter informally with the chair or through the normal procedures at a board meeting.

If not resolved, a trustee may request the matter be taken further by the chair.

If a satisfactory conclusion is not reached, the board may recommend the appointment of an independent mediator.

7 The Executive Leadership Team and the wider staff

Staff and Trustees are expected to deal with each other with respect and courtesy.

Trustees must ensure there is a clear understanding of the scope of authority delegated to the chief executive officer ("the **CEO**").

Having given the CEO delegated authority, trustees should be careful, individually and collectively, not to undermine that authority either by word or action.

Trustees delegate the management to the CEO, which includes the management of staff.

If a Trustee has concerns relating to the performance of a member of staff, he or she should contact the chair, who will take up the matter with the CEO.

Annex 3 Reserved matters

The Reserved Matters are:

Members

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

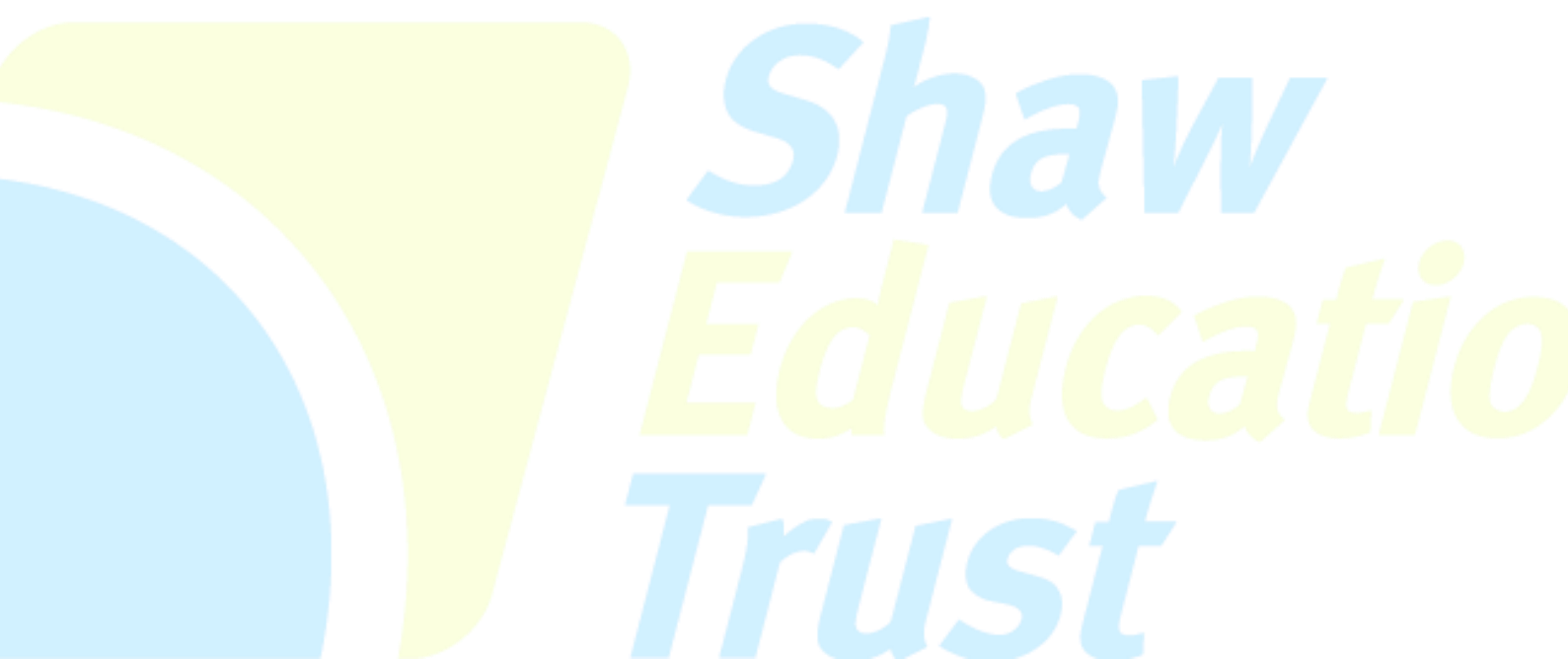
- 1 to change the name of the Academy Trust
- 2 to change the Objects (which would require Charity Commission and Secretary of State consent)
- 3 to change the structure of the Trust Board
- 4 to amend the Articles of Association
- 5 to pass a resolution to wind up the Academy Trust
- 6 to appoint the auditors (save to the extent that the Trustees may make a casual appointment)

Trustees

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

- 7 to change the name of the Academies
- 8 to determine the educational character, mission or ethos of the Academies
- 9 to adopt or alter the constitution and terms of reference of any committee of the Trust Board
- 10 to terminate a supplemental funding agreement for an Academy
- 11 to establish a trading company
- 12 to sell, purchase, mortgage or charge any land in which the Academy Trust has an interest
- 13 to approve the annual estimates of income and expenditure (budgets) and major projects;
- 14 to appoint investment advisors
- 15 to sign off the annual accounts;
- 16 to appoint or dismiss the Chief Executive Officer, the Finance Director, the Company Secretary or the Clerk to the Trustees;

- 17 to do any other act which the Funding Agreement expressly reserves to the Trust Board or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it)
- 18 to do any other act which the Articles expressly reserve to the Trust Board or to another body or
- 19 to do any other act which the Trust Board determine to be a Reserved Matter from time to time.



Annex 4 Trustee declaration on appointment

Shaw Education Trust Academy Trust (Academy Trust)

I confirm that I am willing to act as a director of the Academy Trust ("**a Trustee**"). I further confirm that I am not disqualified from so acting by virtue of any provisions of the Articles of Association of the Academy Trust, including, but not limited to, the requirement that I am not disqualified from acting as a charity trustee or director by virtue of section 178 of the Charities Act 2011 (extract included below).

Signed

Full name

Address

Date

Please sign and retain the additional copy of this document with your records.

Shaw Education Trust Academy Trust: a company limited by guarantee.

Company registration number:

Registered office: The Lodge, Wolstanton High School, Milehouse Lane, Newcastle-under-Lyme, ST5 9JU.

Extract from section 178 of the Charities Act 2011

178 Persons disqualified from being charity trustees or trustees of a charity

(1) A person ("P") is disqualified from being a charity trustee or trustee for a charity in the following cases—

Case A

P has been convicted of any offence involving dishonesty or deception.

Case B

P has been adjudged bankrupt or sequestration of P's estate has been awarded and (in either case)—

- c) P has not been discharged, or
- d) P is the subject of a bankruptcy restrictions order or an interim order.

Case C

P has made a composition or arrangement with, or granted a trust deed for, creditors and has not been discharged in respect of it.

Case D

P has been removed from the office of charity trustee or trustee for a charity by an order made—

- e) by the Commission under section 79(2)(a) or by the Commission or the Commissioners under a relevant earlier enactment (as defined by section 179(5)), or
- f) by the High Court,

on the ground of any misconduct or mismanagement in the administration of the charity for which P was responsible or to which P was privy, or which P's conduct contributed to or facilitated.

Case E

P has been removed, under section 34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10) (powers of the Court of Session) or the relevant earlier legislation (as defined by section 179(6)), from being concerned in the management or control of any body.

Case F

P is subject to—

- g) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/ 3150 (N.I.4)), or
- h) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of county court administration order).

Terms of Reference for Shaw Education Trust

Board Educational Standards and Performance Committee

The board of trustees (the **Trust Board**) of Shaw Education Trust Academy Trust (the **Academy Trust**) has established a committee of the Trust Board to be known as the Educational, Standards and Performance Committee (the **Committee**). These are its terms of reference.

Membership

The Committee will be appointed by the Trust Board and will comprise no more than five and no fewer than three members, a majority of whom will be Trustees.

The Trust Board will appoint one of the members of the Committee as its chair (the **Chair**).

The Committee will elect a Clerk to the Committee.

Attendance

The Committee may ask the Chief Executive Officer and any other senior executive to attend meetings of the Committee either regularly or by invitation, in order to provide information.

Voting

The quorum for each meeting shall be one half of the numbers of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet termly. An annual calendar of meetings will be issued in advance to all committee members. Papers will be issued no later than **seven working days** prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee and the Trust Board within seven working days of the meeting.

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

Duties

The duties of the Committee shall be:

- to ensure that the highest possible standards are set and maintained across the Academy Trust
- to receive a termly report from the Executive Leadership Team regarding standards and performance of the Academy Trust against key performance indicators
- to identify any areas of concern in respect of standards and performance and to implement an action plan with the Executive Leadership Team
- to ensure that the Academy Trust's curriculum is balanced and broadly based
- to scrutinise and review Academy Trust policies for recommendation to the Trust Board
- to ensure that effective processes are in place for the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Academy Trust
- to support the Chief Executive Officer in the creation, implementation and monitoring of the Academy Trust's self-evaluation development plan and any post-Ofsted action plan
- to advise the Trust Board with respect to targets for student achievement across the Academy Trust
- to ensure that effective arrangements are in place across the Academy Trust for pupil support and representation, for monitoring pupil attendance and for pupil discipline
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

Terms of Reference for the Shaw Education Trust

Board Finance, Audit, Risk and Resources Committee

The board of trustees (the **Trust Board**) of Shaw Education Trust Academy Trust (the **Academy Trust**) has established a committee of the Board to be known as the Finance Committee (the **Committee**). These are its terms of reference.

Membership

The Committee will be appointed by the Trust Board and will comprise no more than five and no fewer than three members, of whom a majority will be Trustees.

The Board will appoint one of the members of the Committee as its Chair (the **Chair**).

The Committee will elect a Clerk to the Committee.

Attendance

The Committee may ask the Chief Executive and the Finance Director and any other senior executive to attend meetings of the Committee either regularly or by invitation, to provide information.

The Committee will have at least one annual meeting, or part of one meeting, with the external auditors.

Voting

The quorum for each meeting shall be one half of the members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet **termly**. An annual calendar of meetings will be issued in advance to all committee members. Papers will be issued no later than **seven working days** prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee and the Trust Board within seven working days of the meeting.

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

Duties

The duties of the Committee shall be to:

Finance

- develop a financial strategy for the Academy Trust and consider policies, procedures or plans required to realise such strategy
- consider the Academy Trust's indicative funding, once notified by the EFA, and to assess its implications for the Academy Trust, in consultation with the CEO and the Finance Director, in advance of the financial year, drawing any matters of significance or concern to the attention of the Trustees
- to receive Academies' budgets for approval from the Academies Finance Committees* (later Regional Boards)
- consider and recommend acceptance/non-acceptance of the Academy Trust's budget to the Trustees
- monitor any variances from the budget and ensure the EFA is notified as required;
- receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the Academy Trust development plan
- liaise with and receive reports from the Educational Standards and Performance Committee and the to make recommendations to those committees about the financial aspects of matters being considered by them
- monitor and review income and expenditure on a regular basis and ensure compliance with the overall financial plan for the Academy Trust, drawing any matters of concern to the attention of the Shaw Education Trust Board, or the Shaw Trust Board
- monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and, where appropriate to make recommendations for improvement
- prepare the financial statement to form part of the annual report of the Trustees
- ensure the Academy Trust's commercial and fundraising activities are carried out effectively
- examine and review new initiatives for financial development, including fundraising
- oversee significant investment and capital financing decisions
- approve and keep under review the Academy Trust's investment policy
- approve and keep under review the Academy Trust's reserves policy

- promptly notify the Shaw Education Trust Board of all financial matters of which the Committee has knowledge and which may materially affect the current or future position of the Academy Trust to consider the appointment of the external auditor, the audit fee and any questions of resignation or dismissal
- to discuss with the external auditor before the audit commences the nature and scope of the audit
- to review the annual financial statements before submission to the Trust Board , focusing particularly on:
 - any changes in accounting policies and practices
 - areas involving a significant degree of judgement
 - significant adjustments resulting from the audit
 - the going concern assumption
 - compliance with accounting standards
 - compliance with legal requirements
 - the clarity of disclosures
 - the consistency of accounting policies from year to year

Audit

- to discuss problems and reservations arising from the audit and any matters the external auditor may wish to discuss (in the absence of the management where necessary)
- to act as the body to whom the head of internal audit reports on the internal audit function and to discuss any issue that the head of internal audit may wish to raise (in the absence of the management where necessary)
- to review the internal audit function, consider the major findings of internal audit investigations and the management's response, and ensure co-ordination between the internal and external auditors
- to keep under review the effectiveness of internal control systems, and in particular review the external auditor's management letter and the management's response

Risk

- to develop and keep under review risk management and measurement strategies across the Academy Trust together with the procedures for monitoring the adequacy and effectiveness of those processes
- to review the action and implementation of risk management policy across the Academy Trust

- to consider the Academy Trust's risk profile relative to current and future Academy Trust strategy and identifying any such trends, concentrations or exposures and any requirement for policy change
- to receive and review risk management and relevant regulatory information and reports
- to consider material breaches of the agreed risk limits, review the actions taken in response and to prevent a repeat occurrence
- to consider the effect on the rights of the Academy Trust of the findings of the internal audits or the external audits

Resources (Human)

- advise generally on the provision of resources and services to the Academy Trust to consider, determine and keep under review any strategies and policies for human resources and organisational development
- to consider, determine and keep under review effective arrangements for consultation with staff as a whole and for negotiation and consultation with appropriately recognised Trade Unions and/or other representatives.
- to undertake the role of the disputed resolution panel to consider appeals against the Chief Executive Officer or Academy Trust decisions
- to ensure effective measures are in place to promote equality and diversity in employment
- to consider the details of restructuring programs following any necessary approvals in principle by the Trust Board
- to develop strategy and policy in all matters relating to the recruitment, reward, retention, motivation and development of the Academy Trust's staff
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

Remuneration Sub-Committee

The Committee shall establish a Remuneration Sub-Committee (the **Sub-Committee**) which shall comprise no more than five and fewer than three members of whom a majority will be trustees.

These terms of reference shall apply to the Sub-Committee save that its duties are as follows:

- to consider, determine and keep under review a framework or policy for the remuneration, benefits and incentives of the Chief Executive Officer as the Trust Board shall from time to time direct
- in determining that framework, to seek evidence of the remuneration, benefits and incentives paid to senior executives in comparable employment within the commercial and voluntary sectors
- to consider the outcome of every appraisal of the performance of the Chief Executive Officer
- to make recommendations to the Trust Board as to the remuneration, benefit and incentives that should be paid to the Chief Executive Officer with a view to ensuring that they are encouraged to enhance their performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Academy Trust and its progress towards fulfilling its objectives
- to make recommendations to the Shaw Education Trust Board as to the remuneration, benefits and incentives of newly appointed senior executives
- to determine the policy for and scope of pension arrangements, service agreements for senior executives, termination payments and compensation commitments
- to consider other topics, as defined by the Shaw Education Trust Board from time to time
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

Regional Boards: Constitution and Terms of Delegation

Shaw Education Trust Academy Trust

Contents

1	Introduction	60
2	Remit	60
3	Intervention	60
4	Composition of the Regional Board	61
5	Commitment of Regional Board Members	61
6	Appointment and particular responsibilities of Board members	61
	a) Chair	61
	b) Vice-Chair	62
	c) Regional Ambassadors	62
	d) Academy Council chairs... ..	63
	e) Principals... ..	63
	f) Clerk to the Regional Board	64
	g) Ceasing to be a Regional Board member	64
7	Convening meetings of the Regional Board	64
8	Voting at meetings of the Regional Board	65
9	Personal interests of Regional Board members.....	66
10	Committees of the Regional Board members.....	66
11	Stakeholder voices.....	66
12	Minutes.....	67
13	Delegation to the Regional Board	67
14	Key functions of the Regional Board.....	67
	a) Governance	67
	b) Finance	68
	c) Contracts	68
	d) Curriculum and standards	68
	e) Admissions	68
	f) Staffing.....	68
	g) Health, Safety and Risk.....	68
15	Alterations.....	69
16	Circulation list.....	69
Appendix 1	Regional Board member declaration.....	70

1 Introduction

Shaw Education Trust is a charitable voluntary organisation which relies on the crucial input of a considerable number of volunteers, supported by an experienced team of staff. Due to the size of the organisation and the number of schools for which it is responsible for, coupled with its drive for accountability, it is also a complex organisation with various important layers of governance. The Shaw Education Trust Governance Charter provides an overview of some of those complexities and layers as well as our principles of governance.

This constitution and terms of delegation for your Regional Board has been made by the Trustees of Shaw Education Trust Academy Trust (the **Trust Board** and the **Academy Trust** respectively) and we ask that you please read it alongside the Shaw Education Trust Governance Charter and the Roles and Functions Matrix.

2 Remit

The role of our Regional Boards is key in ensuring proper oversight and accountability within our group structure and in championing their respective academies. It is to provide focused governance for our four regions and in particular:

- to provide regional overview, scrutiny and challenge of academy education and financial performance
- to support regional/local forums for academy leaders and governors to shape and influence Academy Trust thinking and
- to ensure an effective flow of communication between the Local Governing Bodies (ACADEMY COUNCILS), the Regional Boards and the Trust Board.

The Regional Boards will work closely with their respective Regional Executive Principal, who in turn lead regional teams who develop and maintain relationship and common purpose with individual Academy teams.

The Regional Boards carry out their functions in relation to their respective regions on behalf of the Trust Board and in accordance with policies determined by the Trust Board. The act of delegation from the Trust Board to the Regional Board is a delegation of powers and duties, and not a delegation or shedding of responsibilities.

3 Intervention

The Regional Board will work closely with the Trust Board and the Executive Leadership Team and shall promptly implement any advice or recommendations made by the Trust Board or the Executive Leadership Team in respect of standards and performance, particularly where areas of weakness have been identified (either internally within the Trust or by Ofsted).

Where serious concerns in the running of a Regional Board are identified, including (but not limited to) concerns about financial matters or there is insufficient progress being made against educational targets (and those matters appear to be of a regional nature rather than a local Academy nature), the Trust Board reserves the right to review or remove any power or responsibility conferred on the Regional Board under this constitution and terms of delegation.

4 Composition of the Regional Board

Each Regional Board comprises the following members:

- The Director of Education/Deputy Director of Education
- the Regional Executive Principal
- Trust Board Trustee/s
- 3 elected Academy Council chairs
- 3 elected Principals

The length of service of all Regional Board members shall be four years. Subject to remaining eligible to be a member of the Regional Board, any Regional Board member may be reappointed or re-elected at end of his or her term.

Every person wishing to become a Regional Board member will be required to sign a declaration of acceptance and of willingness to act as such, in the form set out in the Appendix or as prescribed by the Trust Board from time to time, and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service.

5 Commitment of Regional Board members

Regional Board members are asked to:

- prepare for and make an active contribution at meetings;
- champion the Academies for their region;
- familiarise themselves with the Trust's policies and the governance arrangements for the Trust;
- develop strong working relationships with the Chairs of ACADEMY COUNCILS;
- visit the Academies both during school hours (with prior arrangement with the relevant Principal) and for evening events to get to know the Academies; and
- attend training sessions for Regional Board members, where possible.

6 Appointment and particular responsibilities of Regional Board members

a) Chair

The Chair is appointed by the Regional Board. The term of office of the Chair is two years, but the Chair is eligible for reappointment at the end of that term. The Chair will not ordinarily be an employee of the Trust.

The Trust Board is entitled to remove the Chair from office at any time, although this would not necessarily affect the individual's position as a member of the Regional Board.

The Chair and Vice-Chair will ordinarily meet with the Regional Executive Principal and the Clerk before the start of the academic year to plan the work of the Regional Board for the year.

The responsibilities of the Chair include the following:

- to chair meetings of the Regional Board;
- to set the agenda for meetings with the Regional Executive Principal and the Clerk;
- to report to the Regional Board and the Trust Board in writing following each ACADEMY COUNCIL meeting, if requested;
- to give an oral summary of the Regional Boards deliberations, if requested, at meetings of the Trust Board if requested; and
- to provide a direct link between the Regional Board and the Trust Board.

b) Vice-Chair

The Vice-Chair is appointed by the Regional Board. The term of office of the Vice-Chair is two years, but the Vice-Chair is eligible for reappointment at the end of that term. The Chair will not ordinarily be an employee of the Trust.

The Trust Board is entitled to remove the Vice-Chair from office at any time, although this would not necessarily affect the individual's position as a member of the Regional Board.

The responsibilities of the Vice-Chair include the following:

- to deputise for the Chair in his or her absence;
- to set the agenda for meetings of the Regional Board with the Chair, if requested; and
- to provide a link between the Regional Board and the Trust Board.

In the absence of both the Chair and the Vice-Chair at a meeting, the Regional Board will elect a temporary chair from among their number.

c) Regional Ambassadors

Non-executive "Regional Ambassadors" provide the appropriate skills and experience to provide effective support and challenge in the four scrutiny areas of: educational standards and performance; finance; HR; risk and audit.

The Trust Board shall appoint six Regional Ambassadors.

Up to three further Regional Ambassadors may be co-opted by the other members of the Regional Board.

It might be that a Regional Ambassador has no pre-existing links to any of the academies in the region. The Regional Executive Principal and the Principals will therefore invite Regional Ambassadors to visit the academies for tours and/or events.

d) Academy Council chairs

Three Academy Council chairs shall be elected from amongst the ACADEMY COUNCIL chairs within the region and in accordance with the process set out below:

- When a vacancy arises, the Chair of the Regional Board will write to all of the ACADEMY COUNCIL chairs and the Principals within the region seeking nominees for the vacancy. (For the avoidance of doubt, an ACADEMY COUNCIL chair may nominate him or herself). Nominees will be asked to provide a short statement about why they are interested in being a member of the Regional Board and their background and experience that makes them suitable for the role.
- In the event that the number of nominees equals or is less than the number of vacancies on the Regional Board, the Regional Board can choose to appoint all (or any) of the nominees.
- If there are more nominees than places available, the Chair of the Regional Board will write to all of the ACADEMY COUNCIL chairs within the region asking them to vote for their preferred candidate.

An ACADEMY COUNCIL chair shall cease to be a member of the Regional Board if he or she ceases to be an ACADEMY COUNCIL chair unless they are appointed pursuant to a different category.

The chair of the ACADEMY COUNCIL of a Lead Academy (being an academy which is both judged outstanding by Ofsted and is a teaching school) will automatically become a member of the relevant Regional Board without requiring election.

e) Principals

Three Principals shall be elected from amongst the Principals within the region and in accordance with the process set out below:

- When a vacancy arises, the Chair of the Regional Board will write to the Regional Executive Principal, the Principals and the ACADEMY COUNCIL chairs within the region seeking nominees for the vacancy. (For the avoidance of doubt, a Principal may nominate him or herself). Nominees will be asked to provide a short statement about why they are interested in being a member of the Regional Board and their background and experience that makes them suitable for the role.
- In the event that the number of nominees equals or is less than the number of vacancies on the Regional Board, the Regional Board can choose to appoint all (or any) of the nominees.
- If there are more nominees than places available, the Chair of the Regional Board will write to all of the Principals within the region asking them to vote for their preferred candidate.

A Principal shall cease to be a member of the Regional Board if he or she ceases to be a Principal unless they are appointed pursuant to a different category.

f) Clerk to the Regional Board

The Clerk to the Regional Board must not be a member of the Regional Board and shall ordinarily be the Regional Governance Officer (or equivalent). In the absence of the Clerk, the Regional Board shall elect a replacement for the meeting (who may be a Regional Board member).

The responsibilities / functions of the Clerk to the Regional Board are as follows:

- convene meetings of the Regional Board including sending notices and papers of meetings;
- attend meetings of the Regional Board and ensure minutes are produced;
- maintain a register of members of the Regional Board including their terms of office and report any vacancies to the Regional Board;
- maintain a register of business interests of Regional Board members;
- maintain a register of members' attendance at meetings and report on non-attendance to the Trust Board;
- report to the Regional Board as required on the discharge of the Clerk's functions; and
- perform such other functions as shall be determined by the Regional Board from time to time.

g) Ceasing to be a Regional Board member

A Regional Board member's term of office will be terminated if:

- any event or circumstance occurs which would disqualify him or her from the office of Trustee under the Articles were he or she to hold such office;
- he or she has, without the consent of the Regional Board, failed to attend Regional Board meetings for a continuous period of six months, beginning with the date of the first such meeting he or she failed to attend and the Chair and the Vice Chair agree that the term of office should be terminated;
- he or she resigns from office by notice to the Trust; or
- he or she is removed from office by the Trust Board.

7 Convening meetings of the Regional Board

Meetings of the Regional Board will be held in each term.

The Clerk to the Regional Board shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting. However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

Any two Regional Board members may call a meeting by giving written notice to the Clerk, which includes a summary of the business they wish to carry out. It shall be the duty of the Clerk to convene a meeting as soon as reasonably practicable.

The Regional Board members may invite persons who are not Regional Board members (such as a member of a committee, any employee, any pupil, any professional adviser and any experts of any kind) to attend the whole or part of any meeting for purposes connected with the meeting.

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

8 Voting at meetings of the Regional Board

The quorum for meetings of the Regional Board and for any vote on a matter at such meetings is one half of the total number of Regional Board members in office at that time (rounded up to the nearest whole number).

A meeting shall be terminated if the number of Regional Board members present ceases to constitute a quorum. Where a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

Any Regional Board members shall be able to participate in, and be counted as present at for the purposes of the quorum, meetings by telephone or video conference provided that:

- he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- the Regional Board has access to the appropriate equipment;
- and provided that, if after all reasonable efforts it does not prove possible for that Regional Board members to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.

Every question to be decided upon at a meeting of the Regional Boards shall be determined by a majority of the votes of Regional Board members present and voting on the question. Votes tendered by proxy shall not be counted.

Where there is an equal division of votes, the Chair has a casting vote.

The Regional Board may act notwithstanding any vacancies, but, if the number of Regional Board members is less than the number fixed as the quorum, the continuing members may act only for the purpose of filling vacancies.

9 Personal interests of Regional Board members

Regional Board members shall complete a register of their business interests, which shall be reviewed annually.

Any Regional Board member who has any duty or personal interest that conflicts or may conflict with his or her duties as a Regional Board member shall:

- disclose that fact to the Regional Board as soon as he or she becomes aware of it. The member must absent himself or herself from any discussions of the Regional Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Trust and such duty or personal interest;
- withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
- not be counted in the quorum for that part of any meeting; and
- withdraw during the vote and have no vote on the matter.

10 Committees of the Regional Board members

The Regional Board has the following standard committees:

- Educational standards and performance
- Finance
- HR
- Risk and audit
- The Chairs of Governors Forum
- The Principals Forum

The Trust Board must determine the constitution and terms of reference of the above committees (and any other committee the Regional Board decides to establish) and review them annually.

The establishment of any other committees other than temporary, ad hoc committees required to deal with specific issues, must be agreed in advance with the Trust Board.

11 Stakeholder voices

Regional Boards are asked to have regard to the voices of their various stakeholders (especially pupils, parents and staff) and to put in place arrangements to receive feedback and to respond appropriately. This includes engaging stakeholders through defined governance arrangements and more broadly.

Accessing and responding to pupils' collective concerns is an important part of the operations and governance of Shaw Education Trust academies. All schools have active pupil councils with representatives from each year group. Each ACADEMY COUNCIL is expected to give due regard to issues that are raised through the Pupil Council and the management actions taken in response to the issues.

Parental voice is formally built into the governance structure with the election by parents of two parent Governors to each ACADEMY COUNCIL. Staff voice is similarly built into the governance structure with the election of up to two employees of the Academy (one teacher member and one non-teaching staff member) elected by employees of the Academy to each ACADEMY COUNCIL.

12 Minutes

Attendance at each Regional Board meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the Regional Board. The written record (once approved by the Chair of the relevant Regional Board meeting) shall be forwarded by the Clerk to the Clerk to the Trust Board as soon as is reasonably practicable.

13 Delegation to the Regional Board

The Regional Board shall have the roles set out in this section and any other role that the Trust Board agree shall be carried out by the Regional Board and that is communicated in writing to the Chair of the Regional Board.

The relationship between the Trust Board, the Regional Board and the ACADEMY COUNCIL is underpinned by the principles that there should be no duplication of governance and governance should be as close to the point of impact of decision-making as possible.

The Roles and Functions Matrix which provides further clarity as to who the decision makers are for different levels of decisions should be read alongside the Shaw Education Trust Governance Charter and this constitution and terms of delegation.

14 Key functions of the Regional Board

The Regional Board is asked to carry out the following functions:

a) Governance

- To provide regional overview, scrutiny and challenge of academy education and financial performance
- Establishing regional forums (or more localised) for:
 - Chairs of governors; and
 - Principals
- To ensure there is effective communication between the Trustees and the ACADEMY COUNCILs
- To support the Chairs of Governors on the leadership of their respective ACADEMY COUNCILs
- To consult with the ACADEMY COUNCILs on any proposals they might have to establish any sub-committees other than temporary, ad hoc sub-committees required to deal with specific issues.

b) Finance

- To scrutinise (acting through its Finance Committee) the budgets for its Regional Academies for recommendation to the Trustees' Finance Committee
- To ensure adequate risk, financial and asset management systems are in place across the Academy
- To consider any variances on delegated budget reported by the ACADEMY COUNCILS for approval.

c) Contracts

- To review opportunities for collaborative procurement.

d) Curriculum and standards, and related

- To appoint an education committee
- To review Key Performance Indicators (KPIs) across the region for identification of any areas of concern for referral to the Trustees.

e) Admissions

- To ensure that the impact of any proposed changes to an Academy's admission arrangements are considered in light of the other Academies in the region.

f) Staffing

- To appoint an HR committee
- To provide input as requested by the Executive Leadership Team on the recruitment of Principals.

g) Health, safety, risk and estates

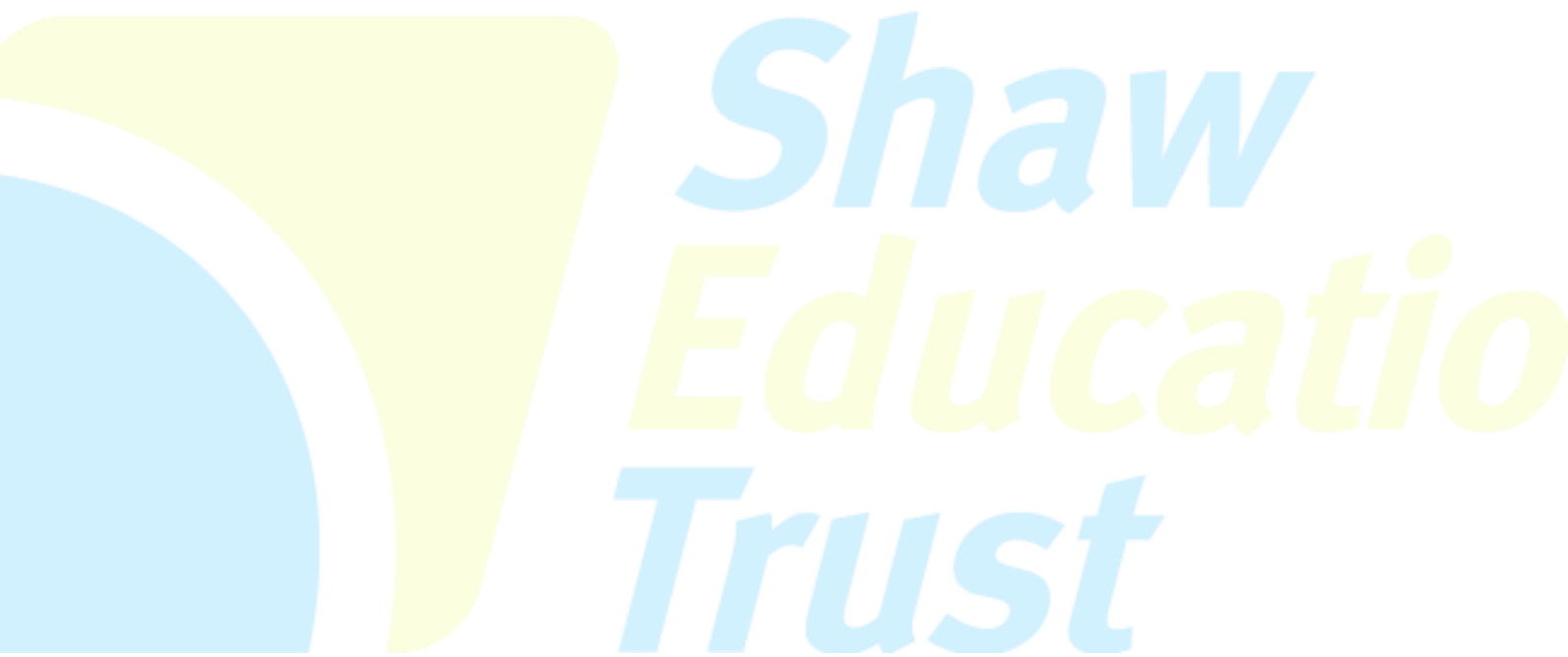
- To appoint a risk and audit committee
- To identify proforma risk matters to inform the Academy specific risk register
- To review the Risk Reports provided by the ACADEMY COUNCILS and making any recommendations to the Executive Leadership Team or notifications to the Trustees as appropriate
- To monitor the regional arrangements for the effective supervision of building maintenance and minor works
- To monitor the implementation of the Academy's health and safety policy across the Academies.

15 Alterations

This constitution and these terms of reference may be altered by a majority resolution of the Trust Board.

16 Circulation list

This constitution and these terms of reference shall be circulated to the Trust Board, the Regional Boards, the Clerk to the Regional Board, and others at the discretion of the Chair of the Trust Board or the Chairs of the Regional Board. This constitution and these terms of reference were approved and adopted by a resolution of the Trust Board.



Appendix 1 Regional Board member declaration

The Trustees
[• address]

[• 00 month year]

Dear Sirs

Shaw Education Trust Academy Trust (**Academy Trust**) - appointment
as a member of a Regional Board

I confirm that I wish to be a member of a Shaw Education Trust Regional
Board in accordance with the Terms of Reference for Regional Boards
prescribed by the Trust Board of the Academy Trust from time to time.

I confirm that I am not disqualified from becoming a Regional Board member
by reason of any provision in the Terms of Reference for Regional Boards (and
by extension the Articles of Association of the Academy Trust).

I also confirm that I understand that I must disclose any personal interest I
may have in any matter to be discussed at a meeting of the Regional Board in
accordance with paragraph 8 of the Constitution and Terms of Reference for
Regional Boards (or as prescribed by the Trustees of the Academy Trust from
time to time).

Yours faithfully

Signed

.....

Name

.....

Date

.....

Terms of Reference for the Shaw Education Trust Regional Board Educational Standards and Performance Committee

The regional board (the **Regional Board**) of Shaw Education Trust Academy Trust (the **Academy Trust**) has established a committee of the Regional Board to be known as the Regional Board Educational, Standards and Performance Committee (the **Committee**). These are its terms of reference.

The Committee shall work closely with the Trust Board Educational Standards and Performance Committee.

Membership

The Committee will be appointed by the Regional Board and will comprise no more than five and no fewer than three members, a majority of whom will be Regional Board members.

The Regional Board will appoint one of the members of the Committee as its chair (the **Chair**).

The Committee will elect a Clerk to the Committee.

Attendance

The Committee may ask any member of the Regional Board, the Chief Executive Officer and any other senior executive to attend meetings of the Committee either regularly or by invitation, in order to provide information.

Voting

The quorum for each meeting shall be one half of the numbers of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee, the Regional Board and the Trust Board Educational Standards and Performance within seven working days of the meeting.

Authority

The Committee is authorised by the Regional Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Regional Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

Duties

In respect of its region, the duties of the Committee shall be:

- to ensure that the highest possible standards are set and maintained in all the Academies in its region.
- to receive a consolidated termly report from the Executive Leadership Team regarding standards and performance against key performance indicators
- to identify any areas of concern in respect of standards and performance and to liaise with the Executive Leadership Team and the Trust Board Educational Standards and Performance in respect of the impact and implementation of any associated action plan
- to consider and keep under review the impact and implementation of the Trust wide processes in place for the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice
- to consider and keep under review the impact and implementation of the Academy Trust's self-evaluation development plan and any post-Ofsted Academy specific action plan
- to liaise with the Trust Board Educational Standards and Performance Committee (as requested) with respect to targets for student achievement
- to consider and keep under review the impact and implementation of the Trust wide arrangements for student support and representation, for monitoring student attendance and for student discipline
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

Terms of Reference for the Shaw Education Trust Regional Board Finance Committee

The regional board (the **Regional Board**) of Shaw Education Trust Academy Trust (the **Academy Trust**) has established a committee of the Regional Board to be known as the Regional Board Finance Committee (the **Committee**). These are its terms of reference.

The Committee shall work closely with the Trust Board Finance Committee.

Membership

The Committee will be appointed by the Regional Board and will comprise no more than five and no fewer than three members, of whom a majority will be Regional Board members.

The Regional Board will appoint one of the members of the Committee as its Chair (the **Chair**).

The Committee will elect a Clerk to the Committee.

Attendance

The Committee may ask any member of the Regional Board, the Chief Executive and the Finance Director and any other senior executive to attend meetings of the Committee either regularly or by invitation, to provide information.

Voting

The quorum for each meeting shall be one half of the members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee, the Regional Board and the Trust Board Finance Committee within seven working days of the meeting.

Authority

The Committee is authorised by the Regional Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Regional Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

Duties

In respect of its region, the duties of the Committee shall be to:

- consider and keep under review the impact and implementation of the Academy Trust's financial strategy and consider policies, procedures or plans required to realise such strategy
- scrutinise the Regional Academies' budgets for recommendation to the Trust Board Finance Committee
- monitor any variances from the Academies' delegated budget and consider any variances reported by the ACADEMY COUNCILs to the Regional Board for approval
- liaise with and receive reports from the Regional Board Human Resources Committee and the Regional Board Educational Standards and Performance Committee and to make recommendations to those committees about the financial aspects of matters being considered by them
- monitor and review income and expenditure on a regular basis and ensure compliance with the overall financial plan for the region, drawing any matters of concern to the attention of the Trust Board Finance Committee
- monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and, where appropriate to make recommendations for improvement
- ensure the Academy Trust's commercial and fundraising activities are carried out effectively
- examine and review new initiatives for financial development, including fundraising
- promptly notify the Trust Board Finance Committee of all financial matters of which the Committee has knowledge and which may materially affect the current or future position of the Academies
- advise generally on the provision of resources and services to the Academies and review opportunities for collaborative procurement
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

Terms of Reference for the Shaw Education Trust Regional Board Human Resources Committee

The regional board (the **Regional Board**) of Shaw Education Trust Academy Trust (the **Academy Trust**) has established a committee of the Regional Board to be known as the Regional Board Human Resources Committee (**Committee**). These are its terms of reference.

The Committee shall work closely with the Trust Board Human Resources Committee.

Membership

The Committee will be appointed by the Regional Board and will comprise no more than five and no fewer than three members, of whom a majority will be Regional Board members.

The Regional Board will appoint one of the members within the Committee as its Chair (the **Chair**).

The Committee will elect a Clerk to the Committee.

Attendance

The Committee may ask any member of the Regional Board, the Chief Executive Officer and any other senior executive to attend meetings of the Committee either regularly or by invitation. Invitees have no right to attend Committee meetings.

The Committee may also ask any other person whose attendance they consider necessary or desirable to attend any meeting either regularly or by invitation, to provide information.

Voting

The quorum for each meeting should be one half of the members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on any equality of votes.

Meetings

The Committee shall meet termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee, the Regional Board and the Trust Board Human Resources Committee within seven working days of the meeting.

Authority

The Committee is authorised by the Regional Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Regional Board to obtain outside legal or other independent professional advice if it considers this necessary.

Duties

In respect of its region, the duties of the Committee shall be:

- to consider and keep under review the impact and implementation of any Trust-wide strategies and policies for human resources and organisational development
- to liaise with the Executive Leadership Team and the Trust Board on behalf of its region in respect of effective arrangements for consultation with staff as a whole and for negotiation and consultation with appropriately recognised Trade Unions and/or other representatives.
- to ensure effective measures are in place to promote equality and diversity in employment
- to consider the details of restructuring programmes as might be proposed to it by the Trust Board Human Resources Committee.
- to review the impact and implementation of the Trust-wide strategy and policy in all matters relating to the recruitment, reward, retention, motivation and development of the Academy Trust's staff
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

Terms of Reference for the Shaw Education Trust Regional Board Finance, Audit, Risk and Resources Committee

The regional board (the **Regional Board**) of Shaw Education Trust Academy Trust (the **Academy Trust**) has established a committee of the Regional Board to be known as the Regional Board FARR Committee (the **Committee**). These are its terms of reference.

The Committee shall work closely with the Trust Board FARR committee.

Membership

The Committee will be appointed by the Regional Board and will comprise no more than five and no fewer than three members, of whom a majority will be Regional Board members.

The Regional Board will appoint one of the members of the Committee as its chair (the **Chair**).

The Committee will elect a Clerk to the Committee.

Attendance

The Committee may ask any member of the Regional Board, the Chief Executive Officer and the Finance Director and any other senior executive to attend meetings of the Committee either regularly or by invitation. Invitees have no right to attend Committee meetings.

Voting

The quorum for each meeting shall be one half of the members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet termly on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee, the Regional Board and the Trust Board Audit and Risk Committee within seven working days of the meeting.

Authority

The Committee is authorised by the Regional Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorised by the Regional Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary.

Duties

In respect of its region, the duties of the Committee shall be:

- to consider and keep under review the impact and implementation of the Academy Trust's health and safety policy in the Academies
- to consider and keep under review the impact and implementation of arrangements for the effective supervision of building maintenance and minor works
- to discuss problems and reservations arising from the audit and liaise with the Trust Board Audit and Risk Committee as requested to consider and keep under review the impact, implementation and effectiveness of internal control systems
- to identify and keep under review proforma risk matters to inform the Academy specific risk register
- to review the Risk Reports received by the Regional Board from the ACADEMY COUNCILs and reporting to the Regional Board as appropriate
- to consider the Academy Trust's risk profile relative to current and future Academy Trust strategy and identifying any such trends, concentrations or exposures and any requirement for policy change
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

In discharging its duties, the aims of the Committee are to:

- facilitate good communication between the Trust Board and the Local Governing Bodies in relation to risk and financial probity
- ensure the credibility and objectivity of financial reporting
- strengthen the independence of the audit function
- improve the quality of the accounting and auditing functions.

Shaw Education Academy Council: Constitution and Terms of Reference

1 Introduction

Thank you for agreeing to play a valuable role as a member of a Shaw Education Trust Academy's Academy Council.

Shaw Education Trust is a charitable voluntary organisation which relies on the crucial input of a considerable number of volunteers, supported by an experienced team of staff.

This constitution and terms of delegation for your Academy Council has been made by the Trustees of Shaw Education Trust Academy Trust (the Trust and Trust Board respectively) and we ask that you please read it alongside the Shaw Education Trust Scheme of Delegation.

2 Remit

The role of an Academy Council is an important one. It is to provide focused governance for the Academy at a local level and it is the intention of the Shaw Education Trust Board to ensure that the responsibility to govern the Academy is vested in those closest to the impact of decision-making. The Academy Council monitors the Academy's key performance indicators and acts as a critical friend to the Principal and the Academy's senior leadership team, providing challenge where appropriate.

The Academy Councils carry out their functions in relation to their respective Academy on behalf of the Shaw Education Trust Board and in accordance with policies determined by the Trust Board. The act of delegation from the Shaw Education Trust Board to the Academy Council is a delegation of powers and duties, and not a delegation or shedding of responsibilities.

3 Intervention

The Academy Council will work closely with the Regional Board*/ and/or the Executive Leadership Team and shall promptly implement any advice or recommendations made by the Regional Board and/or the Executive Leadership Team in respect of standards and performance, particularly where areas of weakness have been identified (either internally within the Trust or by Ofsted).

The Shaw Education Trust Board reserves the right to review or remove any power or responsibility conferred on the Academy Council under this constitution and terms of reference, in particular, in circumstances where serious concerns in the running of the Academy are identified, including where:

- there are concerns about financial matters;
- there is insufficient progress being made against educational targets (including where intervention by the Secretary of State is being considered or carried out);
- there has been a breakdown in the way the Academy is managed or governed; or
- safety of pupils/staff is threatened, including discipline breakdown.

Where necessary, the Shaw Education Trust Board will put in place, for an appropriate period of time, an intervention board whose responsibility it will be to address the areas of weakness.

4 Composition of Local Governing Bodies

Each Academy Council comprises a minimum of seven members (which we refer to as **Academy Councillors**), including:

- the Principal of the Academy (ex-officio);
- up to four members agreed by the Shaw Education Trust Board;
- at least two elected parents of a pupil at the Academy (**Parent Academy Councillors**);
- up to two employees of the Academy, usually comprising one teacher and one non-teaching staff member, elected by employees of the Academy

Each Academy Council shall have a Chair and a Vice-Chair.

The length of service of all Academy Councillors and the Clerk to the Academy Council shall be four years. Subject to remaining eligible to be an Academy Councillor may be reappointed or re-elected at the end of his or her term.

Every person wishing to become An Academy Councillor will be required to sign a declaration of acceptance and of willingness to act as an Academy Councillor, in the form set out in Appendix 1 or as prescribed by the Shaw Education Trust Board from time to time, and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service.

5 Commitment of Academy Council members

Academy Councillors are asked to:

- prepare for and make an active contribution at meetings of the Academy Council;
- champion the Academy in the local community;
- familiarise themselves with the Academy's policies;
- visit the Academy both during school hours (with prior arrangement with the Principal) and for evening events to get to know the Academy and to be visible to the Academy community;
- attend training sessions for effective governance.

6 Stakeholder voices

Academy Councils are expected to have regard to the voices of their various stakeholders (especially pupils, parents and staff) and to put in place arrangements to receive feedback and to respond appropriately. This includes engaging stakeholders through defined governance arrangements (including elected parent and staff governors on the Academy Councils) and more broadly.

Accessing and responding to pupils' collective concerns is an important part of the operations and governance of Shaw Education Trust academies. All schools have active Pupil Councils with representatives from each year group. Each Academy Council is expected to give due regard to issues that are raised through the Pupil Council and the management actions taken in response to the issues.

7 Appointment and particular responsibilities of Academy Councils

a) Chair

The Chair is appointed by the Academy Council. The term of office of the Chair is two years, but the Chair is eligible for reappointment at the end of that term.

The Shaw Education Trust Board are entitled to remove the Chair from office at any time, although this would not necessarily affect the individual's position as an Academy Councillor.

The Chair and Vice-Chair will ordinarily meet with the Principal of the Academy and the Clerk before the start of the academic year to plan the work of the Academy Council for the year.

The responsibilities of the **Chair** include the following:

- to chair meetings of the Academy Council;
- to set the agenda for meetings with the Principal and Vice-Chair;
- to report to the Shaw Education Trust Board, and any future Regional Board, in writing following any Academy Council meeting, if requested;
- to give an oral summary of the Academy Council's deliberations, if requested, at meetings of the Shaw Education Trust Board/future Regional Board;
- to provide a direct link between the Academy Council and the Shaw Education Trust Board/ Regional Board.

In the event of a need to make genuinely urgent decisions between meetings on matters falling within the remit of the Academy Council, the Chair of the Academy Council (or the Vice-Chair of the Academy Council in his or her absence) in consultation with the CEO/Director of Education, and in the future, Chair of the Regional Board, shall take appropriate action on behalf of the Academy Council. The decisions taken and the reasons for urgency shall be explained fully at the next meeting of the Academy Council/ Regional Board.

b) Vice-Chair

The Vice-Chair is appointed by the Academy Council. The term of office of the Vice-Chair is two years, but the Vice-Chair is eligible for reappointment at the end of that term.

The Shaw Education Trust Board is entitled to remove the Vice-Chair from office at any time, although this would not necessarily affect the individual's position as an Academy Council.

The responsibilities of the Vice-Chair include the following:

- to deputise for the Chair in his or her absence;
- to set the agenda for meetings of the Academy Council with the Chair, if requested;
- to provide a link between the Academy Council and the Regional Board*.

In the absence of both the Chair and the Vice-Chair at a meeting, the Academy Council will elect a temporary chair from among their number.

c) Staff Academy Councillors

The teacher member of the Academy Council shall be elected by the teaching staff at the relevant Academy.

The non-teaching staff member of the Academy Council shall be elected by the non-teaching members of staff of the relevant Academy.

Their responsibilities are to represent the interests and opinions of teaching and non-teaching staff at the Academy to the Academy Council.

d) Elected Parent Academy Councillors

Parent Academy Councillors for each Academy Council shall be elected in accordance with the process set out below:

- When a vacancy arises, the Academy Council will write to all parents of pupils at the Academy seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being an Academy Councillor and their background and experience that makes them suitable for the role.
- In the event that the number of nominees equals or is less than the number of vacancies on the Academy Council, the Academy Council can choose to appoint all (or any) of those nominated.
- If there are more nominees than places available, the Academy Council will write to all parents of pupils at the Academy asking them to vote for their preferred candidate.

A Parent Academy Councillor should be a parent or carer of a registered pupil at the relevant Academy.

The responsibilities of the Parent Academy Councillor are to represent the interests and opinions of the parent body of the Academy, to the Academy Council.

e) Other responsibilities

Each Academy Council shall appoint from among its members individuals with specific responsibilities which shall include:

- an Academy Councillor with responsibility for special educational needs and inclusion;
- an Academy Councillor with responsibility for safeguarding;
- an Academy Councillor with responsibility for statutory grants (including pupil premium);
- an Academy Councillor with responsibility for health and safety;
- an Academy Councillor with responsibility for finance.

f) Clerk to the Academy Council

The Academy Council, in consultation with the Shaw Education Trust Board/Regional Board* shall appoint a Clerk to the Academy Council who must not be an Academy Councillor. In the absence of the Clerk, the Academy Council shall elect a replacement for the meeting (who may be an Academy Councillor).

The responsibilities / functions of the Clerk to the Academy Council are as follows:

- convene meetings of the Academy Council including sending notices and papers of meetings;
- attend meetings of the Academy Council and ensure minutes are produced;
- maintain a register of members of the Academy Council including their terms of office and report any vacancies to the Academy Council;
- maintain a register of business interests of Academy Council members;
- maintain a register of Academy Councillors' attendance at meetings and report on non-attendance to the Academy Council;
- report to the Academy Council as required on the discharge of the Clerk's functions; and
- perform such other functions as shall be determined by the Academy Council from time to time.

g) Ceasing to be a Academy Councillor

An Academy Councillor's term of office will be terminated if:

- any event or circumstance occurs which would disqualify him or her from the office of Trustee under the Articles were he or she to hold such office;
- he or she has, without the consent of the Academy Council, failed to attend Academy Council meetings for a continuous period of six months, beginning with the date of the first such meeting he or she failed to attend and the Chair and the Vice Chair agree that the term of office should be terminated;

- he or she resigns from office by notice to the Shaw Education Trust Board;
- he or she is removed from office by the Shaw Education Trust Board.

8 Convening meetings of the Academy Council

Meetings of the Academy Council will be held in each term.

The Clerk to the Academy Council shall give written notice of each meeting and circulate an agenda and any reports or other papers to be considered at the meeting at least seven clear days in advance of each meeting. However, where the Chair determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the Chair directs.

Any two Academy Councillors may call a meeting by giving written notice to the Clerk, which includes a summary of the business they wish to carry out. It shall be the duty of the Clerk to convene a meeting as soon as reasonably practicable.

The Academy Councillors may invite persons who are not Academy Councillors (such as a member of a committee, any employee, any pupil, any professional adviser and any experts of any kind) to attend the whole or part of any meeting for purposes connected with the meeting.

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

9 Voting at meetings of the Academy Council

The quorum for meetings of the Academy Council and for any vote on a matter at such meetings is one half of the total number of Academy Councillors in office at that time (rounded up to the nearest whole number).

A meeting shall be terminated if the number of Academy Councillors present ceases to constitute a quorum. Where a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

Any Academy Councillor shall be able to participate in, and be counted as present at for the purposes of the quorum, meetings by telephone or video conference provided that:

He/she has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and

the Academy Council has access to the appropriate equipment; and

provided that, if after all reasonable efforts it does not prove possible for that Academy Councillor to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.

Every question to be decided upon at a meeting of the Academy Councils shall be determined by a majority of the votes of Academy Councillors present and voting on the question. Votes tendered by proxy shall not be counted.

Where there is an equal division of votes, the Chair has a casting vote.

10 Personal interests of Academy Councillors

Academy Councillors shall complete a register of their business interests, which shall be reviewed annually.

Any Academy Councillor who has any duty or personal interest that conflicts or may conflict with his or her duties as an Academy Councillor shall:

- disclose that fact to the Academy Council as soon as he or she becomes aware of it. An Academy Councillor must absent himself or herself from any discussions of the Academy Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Academy and such duty or personal interest;
- withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
- not be counted in the quorum for that part of any meeting; and
- withdraw during the vote and have no vote on the matter.

11 Committees of the Academy Council

The Academy Council may establish committees to carry out certain functions of the Academy Council. The Academy Council must determine the constitution, membership and terms of reference of any committee it decides to establish and review them annually.

The establishment of any new committees other than temporary, ad hoc committees required to deal with specific issues, must be agreed in advance with the CEO.

12 Minutes

Attendance at each Academy Council meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the Chair at the next meeting of the Academy Council. The written record (once approved by the Chair of the relevant Academy Council meeting) shall be forwarded by the Clerk to the Academy Council to the Clerk to the Shaw Education Trust Board as soon as is reasonably practicable.

13 Delegation to the Academy Council

The Academy Council shall have the roles set out in this section and any other role that the Shaw Education Trust Board agree shall be carried out by the Academy Council and that is communicated in writing to the Chair of the Academy Council.

a) General

The governance of the Academy is delegated to the Academy Council who may exercise the powers of the Shaw Education Trust Board in so far as they relate to the Academy, subject to:

- any restrictions in the Companies Act which requires a decision of the Members or the Trust Board;
- the Articles;
- Policies and Procedures set by the Shaw Education Trust Board;
- a specific decision of the Shaw Education Trust Board;
- paragraphs b) to d) below; and
- the reserved matters as set out in Appendix 2.

The Shaw Education Trust Board and the Academy Council acknowledge that they each play a crucial role in the governance of the Academy and commit to working together in the best interests of the Trust and the Academies. They also acknowledge that the duties and responsibilities in relation to the operation of the Trust sit with the Shaw Education Trust Board and as such the Trust Board is entitled:

- to overrule a decision of the Academy Council; and/ or
- to remove delegated powers from an Academy Council

if (in their reasonable opinion) they consider it to be in the best interests of the Academy or the wider Academy Trust.

b) Decision Making

The relationship between the Shaw Education Trust Board/the Regional Board and the Academy Council is underpinned by the principles that there should be no duplication of governance and governance should be as close to the point of impact of decision-making as possible.

The Scheme of Delegation provides further clarity as to who the decision makers are for different levels of decisions should be read alongside the Shaw Education Trust Governance Structure document and this constitution and terms of delegation.

c) Financial matters

The Academy Council shall assess the annual budget for the subsequent financial year prepared by the Academy's Principal and senior leadership team and submit the budget to the Shaw Education Trust's Finance Committee for approval in accordance with the timeline specified by the Trust Board.

Subject to the paragraph below, the Academy Council shall have the power to expend funds of the Trust Board which relate to the Academy as it considers in the best interests of the Academy and in accordance with the Finance Manual and the Procurement Policy.

The Academy Council shall have regard to:

- the Objects of the Trust and the restrictions attached to any grant funding;
- the Academy's developmental priorities as set out in the Academy Development Plan;
- financial sustainability.

In line with their duties and responsibilities as trustees and directors, the Trustees shall be entitled to determine that a proportion of the budget in respect of the Academy be held centrally for the following reasons:

- to be allocated to the provision of central services received by the Academy;
- in pursuance of the Academy Trust's reserve policy; and/ or
- as otherwise may be determined by the Trustees acting reasonably and in the best interests of the Academy Trust.

d) Contractual authority

The Academy Council is authorised to enter into a contract on behalf of the Trust in so far as it relates to the Academy provided that:

- the contract does not exceed the value specified in the Scheme of Delegation;
- the contract has been procured in compliance with the Trust's procurement policy and in accordance with the Academies Financial Handbook;
- consideration is given as to whether the contract constitutes a 'related party transaction'; and
- the contract does not relate to the following services:
 - HR;
 - payroll;
 - accountancy;
 - audit;
 - education inspection;
 - leadership and CPD;
 - energy supplier and energy management;
 - financial management systems;
 - management information systems;
 - ICT systems and ICT hardware supplier contracts;
 - Telecommunication systems;
 - stationery and consumables supplier contracts;

- catering contracts;
- cleaning contracts;
- facilities management;
- capital works; and
- health & safety management systems,

unless:

- a) in the case of leadership and CPD support, it complements rather than duplicates the Trust offer or, in any other service area, the Director of Finance has been consulted; or
- b) the contract is of a low value and short term (in the view of the Academy Council acting reasonably).

14 Key functions of the Academy Council

The Academy Council is asked to carry out the following functions:

a) Governance

- To champion the Shaw Education Trust vision and values in the academy and to ensure the spiritual wellbeing of the pupils
- To determine the educational character, mission and ethos of the academy reflecting the wider character, mission and ethos of the Shaw Education Trust
- To ensure that the school has a medium to long-term vision for its future and a robust strategy for achieving it
- To appoint (and remove) from its number, the Chair, Vice-Chair and Academy Councillors with specific responsibilities for special educational needs and inclusion, safeguarding, statutory grants (including pupil premium), health and safety and financial matters.
- To appoint a Clerk
- To review and amend the policies of the Academy (in line with any Trust prescribed policy).
- To implement a means whereby the Academy can receive and react to pupil, parental and staff feedback.
- To establish and maintaining a relationship with the members of the local community.

b) Finance and contracts

- To appoint an Academy Councillor responsible for Finance
- To approve the annual budget for the Academy for submission to the Shaw Education Finance, Audit, Risk and Resources Committee/Regional Board

- To monitor the Academy's delegated budget and ensure that any variances are reported to the Shaw Education Trust's Finance, Audit, Risk and Resources Committee/Regional Board for approval
- To monitor income, expenditure and cash flow of the Academy
- To ensure proper financial controls are in place at the Academy
- To maintain a register of Academy Council members' business interests
- To ensure provision of free school meals to those pupils meeting the criteria
- To enter into contracts up to the limits of delegation and within an agreed budget
- To support the Shaw Education Trust Board in its monitoring and evaluation of the delivery of any central services/functions provided/procured by the Academy Trust.

c) Curriculum and standards

- To approve the curriculum proposed by the Principal (to the extent that it is consistent with the Trust-wide policy)
- To ensure effective processes are in place for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Academy.
- To monitor the KPI figures reported from the Principal relating to standards
- To develop, monitor and approve the Academy Development Plan in tandem with the Self-Evaluation Form.

d) SEN

- To appoint an Academy Councillor responsible for SEN and inclusion
- To review and maintain the Academy's SEN policy
- To provide oversight of the implementation of the policy within the Academy and compliance with the Disability Discrimination Act requirements.

e) Safeguarding

- To appoint a designated councillor for safeguarding
- To review and maintain a safeguarding and child protection policy for the Academy (consistent with the Trust-wide policy)
- To ensure the completion of the single central record.

f) Behaviour

- To review and maintain a behaviour policy for the Academy
- To convene a committee to review the exclusion of a pupil by the Principal.

g) Admissions

- To undertake consultation, publish admissions and determine arrangements as required in accordance with the School Admissions and Appeals Codes.
- To make arrangements for determining admissions and hearing admission appeals.
- To ensure effective arrangements are in place for pupil recruitment.
- To contribute to the development of the Academy prospectus.

h) Pupil related matters

- To review attendance and pupil absences (as part of the Principal's report)
- To appoint an Academy Councillor responsible for statutory grants including pupil premium
- To monitor the impact of the pupil premium in the Academy
- To monitor the impact of other ring fenced grants such as the Sports Premium.
- To adopt an Academy Complaints policy (consistent with the Trust-wide policy)
- To hear complaints at the relevant stage
- To ensure effective arrangements are in place for pupil support and representation at the Academy
- To support the Trust and the Principal in the extended school provision in the Academy.

i) Staffing

- To participate in the process to appoint the Principal as requested by the Shaw Education Trust Executive Leadership Team (acting with the delegated authority of the Trust Board). To take part in the performance management of the Principal
- To support the Principal in the development and review (from time to time) of an appropriate staffing structure for the Academy and for the appointment of Academy staff to ensure that the Academy is fully staffed in accordance with that structure
- To ensure that there is effective communication between the Principal and the Executive Leadership Team

- To ensure that the Trust's policies on all HR matters are implemented in the Academy
- To monitor the implementation of the Trust's policies at the Academy for HR matters including the appointment, induction and performance management of staff, pay review process and procedures for dealing with disciplinary matters, grievances and dismissal.

j) Information management and communication

- To ensure the effective implementation of the data protection policies and procedures in the Academy.
- To ensure systems are in place in line with the Trust's strategy at the Academy for effective communication with pupil, parents, staff and the wider community including the support of a local parent teacher association (if established).

k) Health, safety, risk and estates

- To appoint an Academy Councillor responsible for health and safety
- To review the risk register of the Academy and prepare the Risk report for the Shaw Education Trust Board/Regional Board*
- To adopt a health and safety policy for the Academy (in line with the Trust-wide policy)
- To review the implementation of the above policy and ensure that appropriate risk assessments are being carried out in the Academy
- To conduct site inspections to review any health and safety issues and the security of premises and equipment

15 Alterations

This constitution and these terms of reference may be altered by a majority resolution of the Trust Board.

16 Circulation list

This constitution and these terms of reference shall be circulated to the Shaw Education Trust Board, the Regional Boards*, all Academy Councillors, the Clerk to the Academy Council, and others at the discretion of the Chair of the Trust Board or the Chair of an Academy Council. This constitution and these terms of reference were approved and adopted by a resolution of the Shaw Education Trust Board.

Appendix 1 Academy Councillor declaration

The Trustees
[• address]

[• 00 month year]

Dear Sirs

Shaw Education Trust Academy Trust (**Academy Trust**) -
appointment as an Academy Councillor

I confirm that I wish to be an Academy Councillor in respect of [• name of academy] in accordance with the Terms of Reference for Academy Councils prescribed by the Trustees of the Academy Trust.

I confirm that I am not disqualified from becoming an Academy Councillor by reason of any provision in the Terms of Reference for Local Governing Bodies (and by extension the Articles of Association of the Academy Trust).

I also confirm that I understand that I must disclose any personal interest I may have in any matter to be discussed at a meeting of the Academy Councillors in accordance with paragraph 8 of the Constitution and Terms of Reference for Local Governing Bodies (or as prescribed by the Trustees of the Academy Trust from time to time).

Yours faithfully

Signed

Name

Date

Appendix 2 Reserved matters

The Reserved Matters are:

Members

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

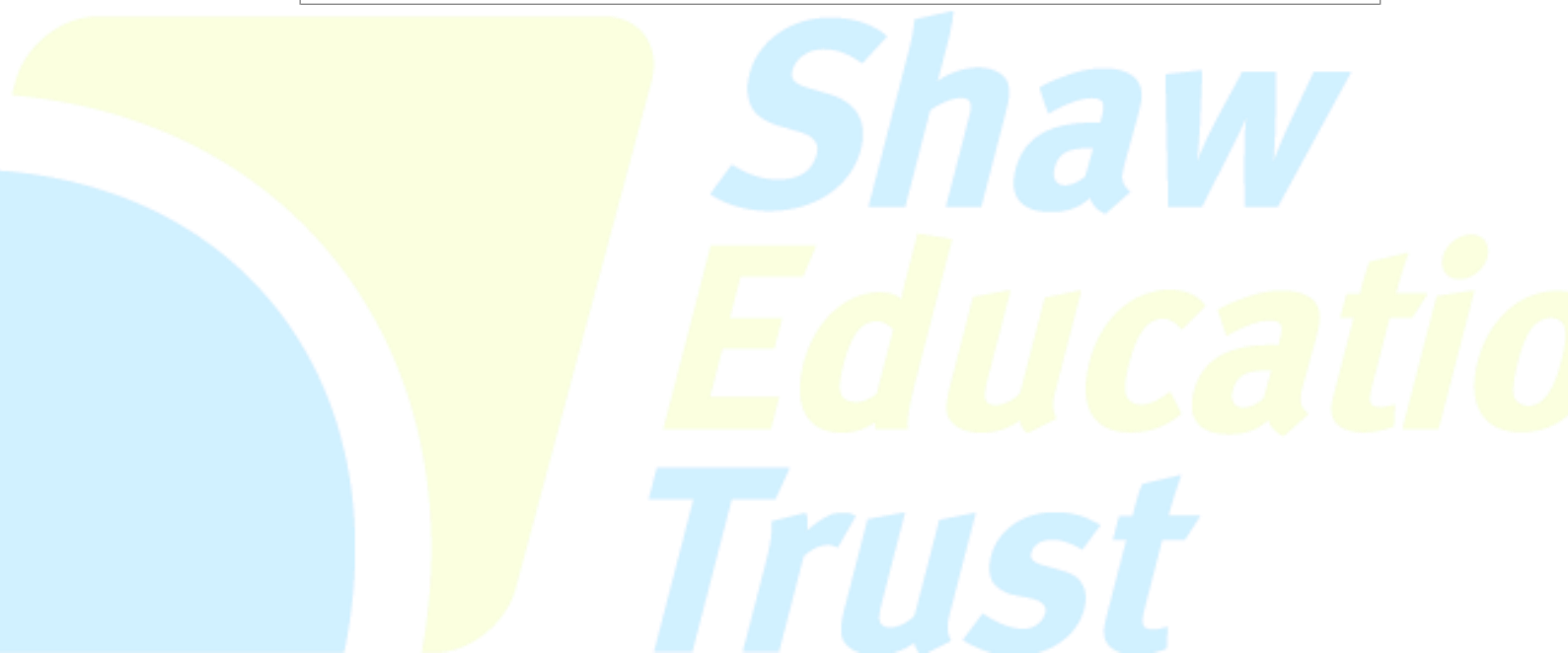
- 1 to change the name of the Academy Trust
- 2 to change the Objects (which would require Charity Commission and Secretary of State consent)
- 3 to change the structure of the Trust Board
- 4 to amend the Articles of Association
- 5 to pass a resolution to wind up the Academy Trust
- 6 to appoint the auditors (save to the extent that the Trustees may make a casual appointment)

Trustees

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

- 7 to change the name of the Academies
- 8 to determine the educational character, mission or ethos of the Academies
- 9 to adopt or alter the constitution and terms of reference of any committee of the Trust Board
- 10 to terminate a supplemental funding agreement for an Academy
- 11 to establish a trading company
- 12 to sell, purchase, mortgage or charge any land in which the Academy Trust has an interest
- 13 to approve the annual estimates of income and expenditure (budgets) and major projects;
- 14 to appoint investment advisors

- | | |
|----|--|
| 15 | to sign off the annual accounts; |
| 16 | to appoint or dismiss the Chief Executive Officer, the Finance Director, the Company Secretary or the Clerk to the Trustees; |
| 17 | to do any other act which the Funding Agreement expressly reserves to the Trust Board or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it) |
| 18 | to do any other act which the Articles expressly reserve to the Trust Board or to another body or |
| 19 | to do any other act which the Trust Board determine to be a Reserved Matter from time to time. |



TERMS OF REFERENCE FOR AN INTERVENTION BOARD

[NAME OF ACADEMY] (the “Academy”)

EFFECTIVE DATE [] REVIEW DATE []

PURPOSE

The Intervention Board has been established by the Shaw Education Trust Academy Trust Board to secure the rapid turnaround of the Academy. Whilst the Intervention Board is in place, the Scheme of Delegation for the Academy Council shall be suspended. The Intervention Board shall meet at least twice a term, more if necessary and shall report directly to the CEO and Shaw Education Trust Executive Leadership Team. Additional reporting may also be necessary to the Department for Education if any warning notices have been served under the Supplemental Funding Agreement.

The Intervention Board will ensure that the Action Plan for the Academy is being implemented and will advise on the development and review of the plan.

MEMBERSHIP

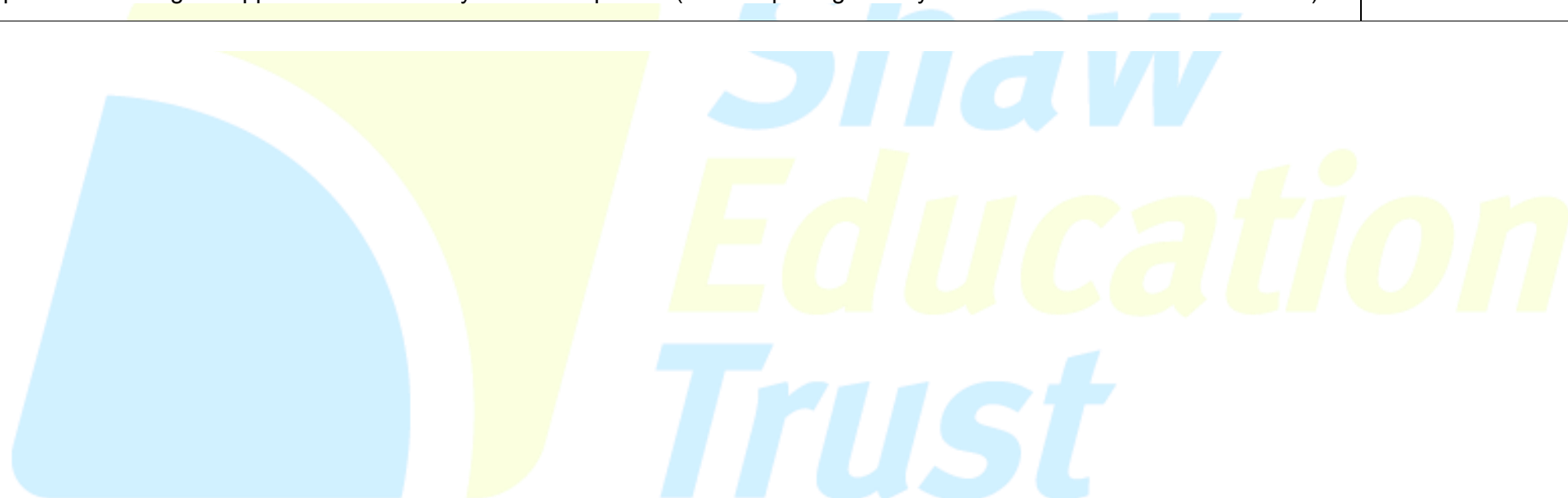
Members of the Intervention Board will have been appointed by the Shaw Education Trust Board on the recommendation of Shaw Education Trust Chief Executive Officer, who will ensure the members have both the capacity and skills to work intensively within the Academy, providing support and challenge to the Academy’s staff and building on existing links with the community. Board members must be able to demonstrate an understanding of the ethos and values of Shaw Education Trust and a commitment to fulfilling Shaw Education Trust’s mission and objectives for the Academy, drawing on specialist skills where required. Whilst there is no limit on the size of the Intervention Board, it is not anticipated that there will be more than 3 members, one of whom will be appointed by the Chief Executive Officer to chair all meetings. Others, such as the Executive Principal and the Principal or Principal Designate, may be asked to sit on the Intervention Board in an advisory capacity.

REVIEW

Operating with an Intervention Board is not intended to be a long-term arrangement and a target date has been identified for the review of the arrangement. Any initial period is not intended to be greater than 12 months.

Responsibility / Delegated Authority	Assessment
Ethos and vision	
Support the actions of the Shaw Education Trust Academy Trust Board in developing and sustaining a clear educational vision, ethos and direction for the Academy which is consistent with the vision and values of Shaw Education Trust, acknowledging at the same time the uniqueness of the Academy and the contribution it makes to the Shaw Education Trust community of schools and the wider community.	
Assist with the communication of the Shaw Education Trust vision within the Academy's community, reinforcing the Academy's identity as a school within the family of Shaw Education Trust schools.	
Leadership, Governance and Compliance	
Take the lead in the development of a 12 month Action Plan for the Academy which is consistent with Shaw Education Trust's overall strategic objectives and identifies appropriate priorities for the Academy as well as the targets for improvement and specific actions to be taken. The Action Plan will be consistent with any locally established priorities agreed by the Shaw Education Trust Board.	
Advise and report to the Shaw Education Trust Leadership and Executive Leadership Teams on the implementation of the Action Plan, identifying any further financial, educational and organisational threats and weaknesses as well as opportunities for growth and improvement.	
Review the performance of the Academy's senior leadership team, implementing any necessary staffing changes and supporting the Executive Principal who will directly line manage the Principal or Principal Designate.	

Review and if necessary establish systems and procedures in the Academy, which prioritise continuous school improvement, provide for sufficient challenge and feedback and enable support to be accessed from the Leadership and Executive Leadership Teams where available.	
Promote the re-establishment in due course of the Academy Council for the Academy, carrying out a skills and capacity audit of governors and advising the Leadership and Executive Leadership Teams of any shortages and governor training needs.	
Encourage and facilitate the coming forward of individuals who can serve on the Academy Council, supporting the training of governors and leaders as appropriate and ensuring there is sufficient diversity of skills, appropriate experience and capacity to provide meaningful support to the Academy's leadership team (whilst reporting directly to the Shaw Education Trust Board).	



Responsibility / Delegated Authority	Assessment
Have regard to the public sector equality duty in the performance of any duty.	
Act in accordance with the terms of the Shaw Education Trust Master and Supplemental Funding Agreements, the Shaw Education Trust Articles of Association and the current EFA Academy Financial Handbook in the performance of any duty.	
Ensure that at all times the Academy is meeting any legal requirements and duties.	
Finance and Risk Management	
Ensure that at all times any funds delegated to the Academy or otherwise held on behalf of the Academy are safeguarded, having regard to the duty of the Shaw Education Trust Trustees as trustees of charitable assets and as recipients of public money.	
Review and set the budget, identifying all expenditure and income of the Academy, acknowledging any amounts to be set aside for Shaw Education Trust central costs and reserves and contributing to any discussions initiated either by the Shaw Education Trust Regional Board* or the Leadership and Executive Leadership Teams in relation to the budget of the Academy and the appropriate use of all funds available to the Academy.	
Implement and introduce (if necessary) the systems of financial and risk reporting in respect of the Academy that are required by the Shaw Education Trust Trust Board, reporting as required (including to any internal audit committee or to the external auditors) and highlighting any specific risks which might jeopardise the fulfilment of the Action Plan for the Academy.	
Implement any Shaw Education Trust policy for the approval and signing of contracts (including the Shaw Education Trust Financial Procedures Policy), ensuring that all contracts to be entered into by the Academy are appropriate, have been authorised (or are within delegated authority) and do not expose the Academy, the Regional Board or the Trust Board to undue risk.	
Standards and School Improvement	
Carry out an immediate review of the standards of teaching and learning in the Academy and agree with the Shaw Education Trust Chief Executive Officer and the DOE in line with the Action Plan the specific actions to be taken to address areas of weakness, working with the Academy's leadership team and facilitating the sharing of best practice with other Shaw Education Trust Academies. These will be formalised in the Action Plan.	

Responsibility / Delegated Authority	Assessment
<p>Review the current curriculum and advise the Executive Leadership Team and the Shaw Education Trust Board on any changes to be made to the curriculum so that it meets the Academy's specific needs (and the priorities identified in the Action Plan) and has regard to:</p> <ul style="list-style-type: none"> • any nationally recognised curriculum • the obligation to provide religious education, sex education and physical education • special educational needs • national testing and attainment targets, and • any teaching objectives and priorities adopted by Regional Board* or the Trust Board for all Academies. 	
<p>Report to the CEO/DOE and the Shaw Education Trust Board on the targets for the relevant Key Stages, identifying any threats to the attainment of targets and advising on steps being taken to address poor performance measured against such targets, facilitating any intensive work required to improve immediate prospects.</p>	
Staffing	
<p>In agreement with the Shaw Education Trust Chief Executive Officer and the DOE (but having regard to the advice of the Academy's leadership team where appropriate), review the current staffing structure for the Academy, identifying:</p> <ul style="list-style-type: none"> • the optimum number of staff required to be employed at the Academy • the levels of the posts required • the role responsibilities of all staff currently employed • any changes to be made in the staffing structure, and/or • any training needed to support the teaching and learning priorities. 	

Responsibility / Delegated Authority	Assessment
Implement the staffing structure agreed with the Shaw Education Trust Chief Executive Officer, advising on the timescale and risks attached to achieving the required outcomes and otherwise, appointing all new staff to work in the Academy and supporting the Academy's leadership team in the on-going review of the performance of all existing staff to ensure that proper standards of professional performance are established and maintained.	
The Shaw Education Trust Chief Executive Officer, in consultation with the Intervention Board, shall undertake any appointment of the Principal.	
Ensure the implementation of the HR policies adopted by the Shaw Education Trust Board, including recruitment and restructuring, new pay and performance management policies put in place by the Shaw Education Trust Board for all teaching and non-teaching staff employed at the Academy, ensuring all affected staff of the Academy are kept informed and consulted as necessary.	
Implement any written policy put in place by the Shaw Education Trust Board for the appraisal of all teaching and non-teaching staff who work in the Academy, having regard to the objectives of the Academy's Action Plan and the need to secure rapid improvement and ensuring all staff of the Academy are kept informed and consulted as necessary.	
In conjunction with the CEO/DOE, carry out the performance management and appraisal of the Principal/Head of School, any deputies and other key leadership appointments in the Academy, supporting the Academy's leadership team in the performance management and appraisal of all other staff and advising the Leadership and Executive Leadership Teams of any on-going areas of weakness or concern or where additional support and/or training is required.	
Advise the Leadership and Executive Leadership Teams and the Shaw Education Trust Board on an appropriate programme for the training and professional development of all staff in the Academy, supporting and working with any overall Shaw Education Trust programme for the development of the Principals/Heads of School and other key leadership appointments.	
Implement any written policy for staff disciplinary and grievance procedures put in place by the Shaw Education Trust Board and, where appropriate, advise on and support the Academy's leadership team on the implementation of the same.	
In conjunction with the DOE, undertake any disciplinary or grievance procedure for the Principal/Head of School and other members of the Academy's leadership team, reporting to the Shaw Education Trust Chief Executive Officer and noting any right of appeal to the Shaw Education Trust Board.	
Facilitate discussion with staff representative bodies, including the unions, at both Shaw Education Trust Board level and within the Academy.	

Responsibility / Delegated Authority	Assessment
Premises And Resources	
Formulate, implement and keep under review a policy for safeguarding and health and safety at the Academy, having regard to any advice issued by the Leadership and Executive Leadership Teams from time to time.	
Provide such advice and information as may be required from time to time to enable the Shaw Education Trust Board to take out and review the level of insurance cover for the Academy and, at the request of the Leadership and Executive Leadership Teams, undertake appropriate and regular risk assessments.	
Advise and report to the Leadership and Executive Leadership Teams on any estate management strategy for the premises and facilities used by the Academy, identifying any planned maintenance and any need for substantial works to meet the strategic aims of the Academy, including considering the availability of funding or the need to secure funding. No significant capital works will be undertaken or commissioned by the Intervention Board without the express written consent of the Leadership and Executive Leadership Teams and the Shaw Education Trust Board.	
Ensure any works to the school premises are carried out by appropriately qualified workers, notifying the Shaw Education Trust insurers as appropriate.	
Ensure any use of the school premises or facilities for community or income generating purposes are carried out in compliance with any policy issued by the Shaw Education Trust Board in relation to such matters (including any prepared on the advice of the Shaw Education Trust accountants) and keeping a separate account of any income received so that this can be identified separately in the Academy's accounts.	
Delegation	
The Intervention Board may delegate any powers and responsibilities to the Principal/Head of School of the Academy, subject to any requirements of the Shaw Education Trust Board or advice given by the relevant Shaw Education Trust Regional Board*. The Intervention Board will ensure the eventual gradual transfer of responsibility to the Principal/Head of School, the Academy's leadership team and the Academy Council is done sensitively to help successfully deliver the Academy's long term strategic plan.	

TERMS OF REFERENCE FOR A TRANSITION BOARD

[NAME OF ACADEMY] (the “Academy”)

EFFECTIVE DATE [] REVIEW DATE []

PURPOSE

The Transition Board’s primary role is to support the transition of the School from a maintained school to becoming a Shaw Education Trust Academy and to facilitate the establishment of an Academy Council to whom delegated responsibility can be given. The Transition Board will have been established by Shaw Education Trust and may have been appointed before the School formally joined Shaw Education Trust in order to support the conversion of the School to become an academy. The Transition Board shall meet at least twice a term, more if necessary.

The Transition Board will ensure that the Strategic Plan for the Academy is being implemented and will advise on the development and review of the Plan, looking at four key areas of action; leadership & governance, teaching & learning, facilities & resources and finance. The Transition Board’s primary focus is achieving continuing school improvement and, if appropriate, the rapid turnaround of the Academy. The Transition Board will report to the Shaw Education Trust Board* and to the Shaw Education Trust Executive Leadership Team on progress, recommending further action as necessary. The Transition Board is accountable to the Shaw Education Trust Board for the progress of the Academy.

MEMBERSHIP

Members of the Transition Board are drawn from the local community and are appointed by Shaw Education Trust, who will ensure the members have both the capacity and skills to work intensively within the Academy, providing support and challenge to the Academy’s staff and building on existing links with the community. Board members must be able to demonstrate an understanding of the ethos and values of Shaw Education Trust and a commitment to fulfilling Shaw Education Trust’s mission and objectives for the Academy, drawing on specialist skills where required. Whilst there is no limit on the numbers expected to serve on the Board, in most cases it is not anticipated that there will be more than 3 initially, one of whom will be the DOE. The Shaw Education Trust Chief Executive will appoint the Chair of the Transition Board.

Operating with a Transition Board is not intended to be a long-term arrangement and a target date has been identified for the review of the arrangement. This will be determined by the Executive Principal and reviewed as necessary. Any initial period will not be greater than 12 months.

Responsibility / Delegated Authority	Assessment
Ethos and vision	
Support the actions of Shaw Education Trust and the Shaw Education Trust Board in developing and sustaining a clear educational vision, ethos and direction for Shaw Education Trust and the Academy, which promotes learning and the moral, social and cultural development of pupils.	
Assist with the communication of the Shaw Education Trust vision within the Academy's community, reinforcing the Academy's identity as a school within the family of Shaw Education Trust schools.	
Establish systems and procedures in the Academy, which recognise and prioritise collaborative working within Shaw Education Trust where possible.	
Support Shaw Education Trust in the formulation of policies and practices which reinforce Shaw Education Trust's overall vision and aims as well as recognise the uniqueness of the Academy and the contribution it makes to the Shaw Education Trust collective and to the community.	
Compliance and Leadership	
Take the lead in the development of a strategic plan for the Academy, which is consistent with Shaw Education Trust's overall strategic objectives and identifies appropriate priorities for the Academy, targets for improvement and specific actions to be taken.	
Advise and report to Shaw Education Trust and the Shaw Education Trust Board on the implementation of the strategic plan, identifying any financial, educational and organisational threats and weaknesses as well as opportunities for growth and improvement.	
Support the leadership team within the Academy, ensuring that there is sufficient challenge and feedback so that continuous improvements can be made and preparing the leadership team and governors for the transition to full delegated responsibility.	
Have regard to the public sector equality duty in the performance of any duty.	
Act in accordance with the terms of the Shaw Education Trust Master and Supplemental Funding Agreements, the Shaw Education Trust Articles of Association and the current EFA Academy Financial Handbook in the performance of any duty.	
Ensure that at all times the Academy is meeting any legal requirements and duties.	

Responsibility / Delegated Authority	Assessment
Establishing the Academy Council	
Establish a full governing body for the Academy, acknowledging the dissolution of the previous governing body and working with those who had been governors to understand the expectations that Shaw Education Trust has for those serving on local governing bodies.	
Assess the available skills and capacity of those willing to form a new Shaw Education Trust governing body for the Academy, explaining the role of governors by reference to the Shaw Education Trust Scheme of Delegation and emphasising the importance of working as a family of Shaw Education Trust Academies which support and promote each other.	
Encourage and facilitate the coming forward of individuals who can serve on a full governing body, supporting the training of potential governors and leaders as appropriate and ensuring there is sufficient diversity of skills, appropriate experience and capacity to provide meaningful support to the Academy's leadership team.	
Report to the DOE on the progress for establishing the Academy Council, advising on the governor skills and capacity audit undertaken and the timescale for concluding the establishment of the Academy Council.	
Recommend to Shaw Education Trust suitable candidates for the appointment of the Shaw Education Trust governors, including suitable candidates for the position of Chair of the Academy Council who must be approved by Shaw Education Trust, and facilitate the election of the parent and staff governors.	
Finance and Risk Management	
Ensure that at all times any funds delegated to the Academy or otherwise held on behalf of the Academy are safeguarded, having regard to the duty of the Shaw Education Trust Trustees as trustees of charitable assets and as recipients of public money.	
Monitor, review and control the budget, expenditure and income of the Academy, acknowledging any amounts to be set aside for central costs and reserves, contributing to any discussions initiated either by the Trust Board or the Shaw Education Trust Executive Leadership Team in relation to the budget of the Academy and the appropriate use of all funds available to the Academy.	
Support and introduce the systems of financial and risk reporting in respect of the Academy to Shaw Education Trust and the Shaw Education Trust Board, reporting as required (including to any internal audit committee or to the external auditors) highlighting any specific risks which might jeopardise the fulfilment of the strategic plan for the Academy.	

Responsibility / Delegated Authority	Assessment
Implement any Shaw Education Trust policy for the approval and signing of contracts (including the Shaw Education Trust Financial Procedures Policy), ensuring all contracts to be entered into by the Academy are appropriate, have been authorised (or are within delegated authority) and do not expose the Academy, the Regional Board* or the Shaw Education Trust Board to undue risk.	
Curriculum and Standards	
<p>Advise Shaw Education Trust Board on the development of a curriculum which meets the Academy's specific needs and has regard to:</p> <ul style="list-style-type: none"> • any nationally recognised curriculum • the obligation to provide religious education, sex education and physical education • special educational needs • national testing and attainment targets, and • any teaching objectives and priorities adopted by Shaw Education Trust and the Trust Board for all Academies. 	
Advise and report to Shaw Education Trust and the Regional Board* on the targets for relevant Key Stages in the Academy, supporting the leadership team in the Academy on action to be taken to maximise attainment and pupil progress and advising on the transition by pupils from one Key Stage to the next supporting the development of a personalised learning plan for each pupil.	
Carry out regular reviews of the standards of teaching and learning in the Academy and agree with the leadership team specific actions to be taken to address areas of weakness, facilitating the sharing of best practice and the development of a training programme for staff, which draws on the strengths of the Academy and secures additional resources which meet needs.	
Admissions, Pupil Behaviour and Attendance	
Advise the Trust Board on the Academy's admissions policy, ensuring this is consistent with any Shaw Education Trust policy on the same including in so far as it addresses appeals against admissions.	

Responsibility / Delegated Authority	Assessment
Formulate and implement a pupil behaviour policy in accordance with guidance produced by the Department for Education and as advised by Shaw Education Trust.	
Consider (rejecting or affirming as appropriate) any decision of the Principal to exclude a pupil, reconsidering any decision to exclude if required to do so by any independent appeal panel established by the Trust Board to hear appeals against exclusions.	
Staff Recruitment	
In conjunction with Shaw Education Trust and the Shaw Education Trust Regional Board* (and having regard to the advice of the Academy's leadership team), develop a staffing structure for the Academy, identifying the number of staff required to be employed at the Academy, the levels of the posts and the role responsibilities of all staff employed and supporting, where appropriate, the sharing of resources between Shaw Education Trust Academies.	
Ensure the implementation of the HR policies adopted by Shaw Education Trust.	
Having regard to any advice of the Shaw Education Trust Executive Leadership Team and on the instruction of the DOE, appoint all new staff to work in the Academy, establishing an appointments committee in respect of the appointment of a Principal and such other key leadership appointments as advised by the Shaw Education Trust Trustees which includes representatives of Shaw Education Trust and the Trust Board (the latter as deemed appropriate).	
Staff Appraisal and Performance Management	
Evaluate the standards of teaching and learning in the Academy and ensure that proper standards of professional performance are established and maintained.	
Implement any pay policy and performance management policy for all teaching and non-teaching staff employed at the Academy put in place by Shaw Education Trust, ensuring all affected staff of the Academy are kept informed and consulted as necessary.	
Implement any written policy for the appraisal of all teaching and non-teaching staff who work in the Academy put in place by Shaw Education Trust, having regard to the objectives of the Academy's strategic plan and ensuring all staff of the Academy are kept informed and consulted as necessary.	

Responsibility / Delegated Authority	Assessment
With the CEO carry out the performance management and appraisal of the Principal, any deputies and other key leadership appointments in the Academy, supporting the Academy's leadership team in the performance management of all other staff and advising the Trust Board of any areas of weakness or where additional support and/or training is required.	
Advise Shaw Education Trust and the Regional Board* on an appropriate programme for the training and professional development of all staff in the Academy, supporting and working with any Shaw Education Trust programme for the development of Principals and other key leadership appointments.	
Implement any written policy for staff disciplinary and grievance procedures put in place by Shaw Education Trust and where appropriate advise on and support the Academy's leadership team on the implementation of the same.	
Undertake any disciplinary procedure and hear any grievance made by or in respect of the Principal and other members of the Academy's leadership team, reporting to the Shaw Education Trust Board and noting an affected member of staff's right of appeal to the Trust Board.	
Facilitate discussion with staff representative bodies, including the unions, at both Trust Board level and within the Academy.	
Premises And Resources	
Formulate, implement and keep under review a policy for health and safety at the Academy, having regard to any advice issued by Shaw Education Trust from time to time.	
Provide such advice and information as may be required to enable the Trust Board to take out and review the level of insurance cover for the Academy and at the request of the Shaw Education Trust Board undertake appropriate and regular risk assessments.	
Advise and report to the Shaw Education Trust Board on any estate management strategy for the premises and facilities used by the Academy, identifying any planned maintenance and any need for substantial works to meet the strategic aims of the Academy, including considering the availability of funding or the need to secure funding.	
No significant capital works will be undertaken or commissioned by the Transition Board without the express written consent of the Shaw Education Trust Board.	
Ensure appropriately qualified workers, notifying the Shaw Education Trust insurers as appropriate, carry out any works to the premises.	

Responsibility / Delegated Authority	Assessment
Ensure any use of premises or facilities for community or income generating purposes are carried out in compliance with any policy issued by the Shaw Education Trust Board in relation to such matters (including any prepared on the advice of the Shaw Education Trust accountants) and keeping a separate account of any income received so that this can be identified separately in the Academy's accounts.	
Delegation	
The Transition Board may delegate any powers and responsibilities to the Principal of the Academy, subject to any requirements of Shaw Education Trust. The Transition Board will ensure the gradual transfer of responsibility to the Principal, the leadership team and the full governing body is done sensitively to help successfully deliver the Academy's long term strategic plan.	

