

Trust Governance

2021/22



L.E.A.D. Academy Trust
Lead • Empower • Achieve • Drive



Company Structure

The L.E.A.D. Academy Trust (MAT) is the parent company for L.E.A.D. Services Ltd and for L.E.A.D. Teaching School Hub Ltd. All academies within the Trust are governed by the MAT Board.

The subsidiary companies are governed by member agreement between the MAT and the companies. Boards of Directors govern both subsidiaries. Any profits generated from L.E.A.D. Services are retained within the MAT.

Trust Governance

The L.E.A.D. governance structure establishes clear lines of accountability, overview and scrutiny at three levels: The L.E.A.D. Academy Trust Members; the L.E.A.D. Academy Trust Board (MAT) and its Committees; and the Academy Governing Bodies (AGBs).

Members

Members of the MAT act as guardians of the organisation. Members have ultimate responsibility for the Trust achieving its charitable objectives. They sign off the articles of association and have powers to appoint and remove the trustees.

The members are as follows:

Peter Berry, Anne Frost and Deryn Harvey.

Trustees

Trustees collectively as the Board of Trustees deliver the core functions common to school governance. The trustees also ensure compliance with company and charity law and with the Trust's funding agreement with the Secretary of State.

The Trustees of the MAT Board are as follows:

Mark Blois, Angela Browne, Andy Buck, Maggie Farrar, Paul Graham, John Hobson, Helen McNamara, Diana Owen (CEO), David Williams and Nick Ydibli.

Principles of the Trust's Governance

The Trust's governance consists of the principles set out here, the Trust's articles of association and the detail set out in the schemes of delegation.

1. The MAT used the following document as part of its self-review and effectiveness of governance: 'Twenty-one Questions for Multi-academy Trust -Key questions a board should ask itself', set out by the All Party Parliamentary Group on Education Governance and Leadership.



2. The Trust does not enter into any connected party transactions with trustees on the MAT Board.
3. Governance is underpinned by a common understanding about who is responsible for providing valuable input to decision making and who has the decision-making responsibility.
4. Financial governance is compliant with the principles and regulations set out in the current edition of the Academies Financial Handbook.
5. The L.E.A.D. support charter is in place for all academies outlining support and services provide for academies within the Trust.
6. The MAT Board has overall responsibility and ultimate decision-making authority for all the operations of the in the MAT, including the establishment and maintenance of the academies.
7. Effective governance in the Trust is supported through the following tiers:
 - a) Trust Members – the guardians of the constitution.
 - b) Trust Board – the directors/trustees
 - c) Trust Board Committees
 - d) Academy Governing Bodies’ Chairs’ Forum
 - e) Academy Governing Bodies – the local academy governance.
 - f) The Executive Team - the Chief Executive Officer and the Executive Management Team.
 - g) Head Teachers’ Business Meeting and Forums – attended by Directors of Schools, Executive Heads and Head Teachers
8. The Executive Management Team is delegated authority by the Trust Board.
9. The governance for each academy is delegated by the Trust Board as part of the Scheme of Delegation.
10. Risk management is overseen by the Risk and Audit committee across the Trust.
11. Annual agenda plans are agreed and in place for the Trust Board, Trust Board Committees, AGBs and the Chairs’ Forum.



Intervention Powers

The Trust Board remains ultimately responsible for the Academy Trust and the conduct of the academies.

The operation of the various tiers of governance outlined is crucial to the success of the group. However, there will be circumstances (which should be considered to be more the exception than the norm) where the Trust Board might need to intervene and, for example, withdraw or modify delegated authority from one of the tiers of governance.

In such circumstances, the Trust Board, along with the Executive Management Team, would work closely with the academy and those involved in its governance that would be expected to promptly implement any advice or recommendations made by the Trust Board and the Executive Management Team.

The Trust Board reserves the right to review or remove any power or responsibility which it has delegated, in particular, in circumstances where serious concerns in the running of an academy (or academies) are identified.

Trust Board Committees

The four Trust Board Committees are:

- Performance and Standards Committee
- Audit and Risk Committee
- Finance and Resources Committee
- Pay Committee.

The Terms of Reference of each of these Committees, which are reviewed annually by the Trust Board, are attached.

Executive Management Team

The Executive Management Team of the Trust operates under the leadership and direction of the CEO, who is an ex officio Director (and therefore Trustee) of the Trust.

The Executive Management Team works directly with the staff in each academy and with the Trust Board and AGBs to ensure that the required outcomes are achieved in accordance with the direction and vision of the Trust.

The Executive Management Team consists of:

Diana Owen (Chief Executive and Accounting Officer)

Bobby Thandi (Deputy Chief Executive and Chief Financial Officer)

Neil Spencelayh (Deputy Chief Executive (Education))



The Executive Management Team is supported by a developing tier of Directors across education and support service areas.

Academy Governing Bodies

The terms of reference and delegated authority for the AGB of each academy are attached.

Pupil Voice

All schools have active pupil councils with representatives from each year group.

Staff Voice

Staff Voice is built into the governance structure with the election of two employees of the academy (one teacher member and one non-teaching staff member) to each AGB.

Parent Voice

Parent Voice is formally built into the governance structure with the election of a minimum of two parent governors to each AGB.



Pay Committee: Terms Of Reference

Purpose	The purpose of the Pay Committee (“the Committee”) is to assist the Trust Board to fulfil its responsibility to ensure that the remuneration policy and practices of the Trust reward fairly and responsibly, with a clear link to Trust and individual performance, having regard to statutory and regulatory requirements.
Constitution and Membership	The Committee shall comprise a minimum of three Trust Board members appointed by the Trust Board. Appointments to the Committee shall be reviewed annually by the Trust Board. Committee members shall normally be appointed for a period of one year or until the first meeting of the Trust Board held in the following Academic Year, whichever is the later.
Chair	The Committee shall appoint a Chair at the first scheduled meeting of each Academic Year. The Chair shall hold office for the remainder of the Academic Year or until the first meeting of the Trust Board held in the following Academic Year, whichever is the later. The retiring Chair of the Committee shall be eligible for re-appointment. In the absence of the Committee Chair, the meeting will not be quorate (see below).
Quorum	Three members of the Committee shall constitute a quorum.
Clerk	The Trust Head of Governance/ Clerk to the Board shall act as the Clerk to the Committee providing all necessary support to it, including liaison with advisers to the Committee as may be required, preparation of agenda, recording of Committee minutes and ensuring that the Committee receives information and papers in a timely manner to enable full and proper consideration of the relevant issues.
Meetings	Frequency The Committee shall meet at least three times each year (normally in June, September and December). The Chair may instruct the Clerk to convene additional meetings during the year the purpose of which must be set out in the agenda for the meeting. Attendance The Chief Executive, Deputy Chief Executive and Deputy Chief Executive (Education) shall normally attend meetings of the Committee and shall declare a direct personal interest and withdraw from the meeting if any item relating to their terms and conditions of service are to be discussed. At the discretion of the Chair other members of staff, e.g. EMT members, the Head of Human Resources or their nominee or external advisers may be invited to attend for all or part of any meeting of the Committee and with the consent of the Chair may address the meeting. Any other person whose terms and conditions of service or any part thereof are due to be discussed at the meeting shall declare their direct interest and where required by the Chair shall withdraw from the meeting. No member of Trust staff shall be involved in any decisions affecting their own remuneration.



	<p>Interests</p> <p>If any member of the Committee has a personal or financial interest in the business of the meeting, either directly or indirectly, that member may, provided the nature of the interest is declared at the meeting and before the business is discussed, and with the permission of the Chair, remain in the meeting but shall not be permitted to vote at the meeting.</p>
Authority and Delegated Functions	<p>The role of the Committee shall be:</p> <p>Review of Pay Policy and its implementation</p> <p>1. On a regular basis to review and, where appropriate, recommend to the Trust Board changes to Trust Pay Policy for all staff*. In doing so the Committee shall take account of trends within the academy sector, as well as the public interest, the safeguarding of public funds, the Trust's interests and the need to remain competitive in relation to staff recruitment and retention.</p> <p>2. To monitor and review the level and structure of staff remuneration in the context of the Trust's Pay Policy as a whole, pay and conditions elsewhere in the Trust and the overall cost to the Trust. In doing so the Committee shall be entitled to require from EMT reports on pay decisions affecting non-EMT staff.</p> <p>EMT pay and conditions</p> <p>3. To make recommendations to the Trust Board regarding the framework, policy and supporting procedures for remuneration and terms and conditions of EMT members, including any proposed changes to terms and conditions¹. This includes any proposed adjustment to salary of EMT members arising from the annual review of EMT performance against agreed objectives.</p> <p>4. In doing so the Committee shall take account of all factors which it deems necessary in determining the framework, policy and procedures. The objective shall be to ensure that members of the EMT are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contribution to the success of the Trust.</p> <p>Headteacher pay</p> <p>5. To approve the terms and conditions of staff and associated policies in relation to:</p>

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



	<p>i) Executive Head Support Packages; and</p> <p>ii) any scheme for payment of Headteachers above the applicable pay scale.</p> <p>Severance arrangements</p> <p>6. To ensure that any termination payments to employees which are proposed to include a non-contractual payment in excess of £10,000 are in line with sector guidance (including the Academies Financial Handbook) and to approve any such termination payments. In doing so the Committee will ensure that contractual terms on termination and any payments made are fair to the individual and to the Trust and are in accordance with legal and regulatory requirements.</p> <p>7. To approve the exit terms for EMT members.</p> <p>General</p> <p>8. To keep abreast of external remuneration trends and market conditions.</p> <p>9. To approve any major changes in remuneration, employee benefits structures and/or changes to the Trust’s job evaluation scheme proposed by EMT.</p> <p>10. To consider such other matters as are referred to the Committee by the Trust Board and in doing so to liaise as necessary with other Trust Committees.</p> <p>11. To ensure that all provisions regarding the disclosure of remuneration are fulfilled.</p> <p>12. To ensure that the selection criteria and selection process for appointing any remuneration consultants to advise the Committee conform to budgetary constraints and Trust procurement procedures set by the Trust Board from time to time;</p> <p>13. To set the terms of reference for any remuneration consultants appointed to advise the Committee.</p> <p>14. To ensure that any decision of the Committee with resource implications for which provision has <u>not</u> been made in the approved Trust budget shall be subject to recommendation to the Trust Board and to notification to Finance and Resources Committee for comment to the Board on affordability.</p> <p>15. To report formally to the Trust Board after each meeting on all matters within its terms of reference.</p>
	<p><i>These Terms of reference approved by the Trust Board (18 December 2019 - Minute 29.9 (iii))</i></p>



Audit and Risk Committee: Terms of Reference

Introduction

Good governance arrangements require establishment of a Committee to provide assurance over the suitability of, and compliance with, Trust financial systems and operational controls. The Trust has established, in accordance with DfE and ESFA good practice advice, a dedicated Audit and Risk Committee. The Committee is responsible amongst other things, for oversight of the risk management arrangements for the L.E.A.D. Trust. This includes issues relating to L.E.A.D. Services (see full remit/terms of reference below).

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



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



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



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



Glossary of Terms	<p><i>Trust Board – the group of officers and trustees responsible for the overall management of the L.E.A.D. Multi-Academy Trust</i></p> <p><i>Trust – L.E.A.D. Academy Trust including its subsidiary organisations.</i></p> <p><i>Internal Audit – professional advisors providing assurance and advice on the internal control framework and risk management arrangements.</i></p> <p><i>External Audit – the auditors appointed to provide an opinion on the annual accounts and financial statements, and to provide additional advice.</i></p> <p><i>Best practice – the Academies Financial Handbook, guidance from DfE, CIPFA and other recognised professional bodies in relation to the good governance and management of Academy Trusts.</i></p>
	<p><i>These terms of reference approved by the Trust Board 18 December 2019: Minute 24.1 (ii) refers).</i></p>



Finance and Resources Committee: Terms of Reference

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



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



Performance and Standards Committee: Terms of Reference

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



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



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



Academy Governing Bodies: Terms of Reference and Delegations

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



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



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



The Headteacher is responsible for school performance and improvement and is accountable to the AGB, Director of Schools and the Deputy Chief Executive (Education), for this.

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

Governors are asked to focus on:

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

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

Safeguarding, SEND and other vulnerable groups

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

Complaints

The AGB is not responsible for dealing with Complaints.

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

Lead (“LINK”) Governors

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

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



Human Resource and Personnel Issues

Human Resource/Staffing Matters - are operational issues for which the Head is wholly responsible and accountable to the Executive. Governors may however be called upon to participate in staff-related Panels – see below. The Headteacher will report, for information only, relevant staffing developments to the AGB. This will include arrangements for teaching.

Staff Appointments - the Headteacher has delegated authority to appoint staff within the constraints of the budget and the staffing structure agreed by the Trust.

Normally, the Chair (or the Chair's (non-staff) governor nominee) shall be invited by the Headteacher to participate in the interview process for appointments to all permanent teaching posts*. However, whilst a governor present at an interview may comment on the merits of candidates, they shall not have a vote on the appointment. All governors present at interviews shall follow agreed HR procedures.

**NB: Primary Schools only. For Secondary Academies this relates to senior teaching staff only (i.e. posts at SLT level and above and any post with TLR).*

Headteacher Appraisal – the L.E.A.D. Executive is responsible for the annual appraisal and setting of targets for the Headteacher. The Chair of the AGB is expected to contribute to the process, including attendance at the annual Appraisal Meeting. To facilitate this process, the Governance Team will provide (annually) the AGB Chair with a standard template for completion and return. The template invites comments from the Chair on the performance of the Headteacher during the academic year and is issued in advance of commencement of the formal end of year Headteacher appraisal process.

Finance, Policies, Premises, Health and Safety and other operational matters

The annual school budget is issued by the Central Finance Team following discussions with the Academy Head. The Head is responsible, within the Scheme of Delegation, for management of the academy budget and the operational decisions relating it.

The Head is also responsible for delivery of academy policies and premises and health and safety management, subject always to these being within the policies and budget set by the Trust Board. Accountability for those decisions is to the Director of Schools (not the AGB). The Annual AGB Business cycle specifies when a summary report on these issues will be brought to a formal AGB meeting. Guidance available from the Governance Team.

Finance : Pupil Specific Grants directed by the Governance Team

The Headteacher is responsible and accountable to the AGB for the administration and deployment of these grants. The AGB is responsible for ensuring that a report evidencing the deployment, cost, effectiveness and impact of the grants is provided to Governors and that grant monies are directed at the most effective activities in terms of pupil learning and benefit and value for money. The AGB is encouraged to challenge use of these funds where it is not satisfied that monies have been put to best use or have not been used for the specific purpose intended.

Note : Governors are not responsible or accountable for operational issues. In the event that Governors have concerns regarding the performance of, or operational issues at, the school these should be discussed at the formal AGB meeting for which purpose an item must be included on the agenda for the meeting. The discussion, including any actions the AGB considers may be required, shall be recorded in the minutes and brought to the attention of the Governance Team (and where appropriate to the attention of the Trust Board, through the



	<p><i>Performance and Standards Committee). Alternatively, the Chair (or individual Governors) may raise any concerns directly with the Academy Clerk and/or central Governance Team.</i></p>
Governor Panels	<p>All Governors may be called upon, subject to training, to serve on Trust Governor Panels relating to:</p> <ul style="list-style-type: none">Staff GrievancesStaff AppealsExclusionsComplaints <p>This list is not exclusive. Full training will be provided.</p>
Governor Training	<p>Governor Training is essential if AGBs are to effectively fulfill their remit. An Annual Programme of Governor Training, provided through the Governance Team with the support of the NGA on-line Governor training facility, is available. Some elements of this are mandatory. The extent of annual Governor Training will inform the yearly assessment of AGB effectiveness. AGBs are recommended to appoint a Governor Training lead as a point of liaison and support for Governors and as support for Governor Induction and maintaining up to date Governor Training records on Governor Hub. An item on Governor Training is included on the agenda for all scheduled meetings of each AGB.</p>
	<p><i>Approved by the L.E.A.D. MAT Board : 3 April 2019 (Minute 60. refers).</i></p> <p><i>Note : These Terms of Reference applicable from 1 September 2019</i></p>



Governor Panels

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

Pay Appeals Panel

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



Staff Disciplinary*

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

Staff Disciplinary Appeals*

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

Exclusions*

To consider and determine all appeals arising from pupil exclusions.

Admissions*

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

Complaints*

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

**approved by MAT Board 19 July 2017*



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

<p>Purpose</p>	<p>Under the Articles of Association (November 2018), L.E.A.D. Services is a private company limited by guarantee and not having share capital. The purpose of L.E.A.D. Services Ltd is to provide education related services to schools, colleges, local authorities, companies, corporations, trusts, associations and institutions.</p> <p>The purpose of the L.E.A.D Services Board* (“the LSB”) is to provide oversight of the management and performance of L.E.A.D. Services and to provide assurance to the L.E.A.D. Trust Board as to the effective and appropriate management and performance of the services and activities provided by L.E.A.D. Services. LSB shall do this by:</p> <ul style="list-style-type: none"> ● holding to account and constructively challenging EMT and individual Directors of the services provided by L.E.A.D. Services Ltd, as to the effectiveness, impact, management and performance of those services, including deployment of resources and the policies and practices of each service; ● review progress in relation to delivery of the Strategic Plans of each of the services and activities provided, including, where available, benchmarking data in relation to overall performance and customer satisfaction. This shall include consideration and review of termly reports on financial performance and sustainability (including performance against approved budgets) and human and other resource requirements of L.E.A.D. Services Ltd; ● maintaining and reviewing termly the LSB Risk Register in a form agreed by the LSB from time to time; ● where LSB considers appropriate, to make recommendations to the L.E.A.D. Trust Board and/or EMT in relation to the above matters; and ● reporting to the L.E.A.D. Trust Board on the business conducted by the LSB via the minutes of all LSB meetings, which shall be presented to the next available meeting of the Trust Board by the Trustee appointed by that Board. <p><i>*LSB is not a Committee of the L.E.A.D. Trust Board.</i></p>
<p>Constitution and Membership</p>	<p>Subject to compliance with the Articles of Association (Clause 5 : Membership) and with the exception of the Trustee appointed to LSB, the LSB shall from time to time review and determine its constitution and membership and shall be responsible for recruitment and appointment of LSB members.</p> <p>The LSB shall comprise a minimum of seven Board members including one Trustee appointed by the L.E.A.D. Trust Board.</p> <p>Staff of the L.E.A.D. Academy Trust shall not be eligible for appointment to the LSB.</p>



Term of Office	The term of office of LSB members shall be four years, renewable at the discretion of the LSB.
Chair	The LSB shall appoint a Chair at the first scheduled meeting of each Academic Year. The Trustee member shall not be eligible for appointment of Chair.
Quorum	Any three members of the LSB shall constitute a quorum.
Frequency of Meetings	The LSB shall meet at least three times each year (normally termly).
Attendance	The Deputy Chief Executive (PS) shall normally attend all meetings of the LSB.
Clerk	The Clerk to the L.E.A.D. Trust Board (or their nominee) shall be Clerk to the LSB.
Authority and Delegated Functions	<p>LSB does not have operational or management responsibilities for the management of L.E.A.D. Services. These responsibilities are delegated to the Deputy Chief Executive of the L.E.A.D. Trust or such other person appointed by that Trust from time to time. The Deputy Chief Executive is responsible for determining the staffing and financial arrangements of L.E.A.D. Services including the scope of delegations to L.E.A.D. services staff and the appointment, management and performance of those staff.</p> <p>LSB may make recommendations to the L.E.A.D. Trust Board and/or to EMT regarding the management, resourcing and effectiveness of the services provided by L.E.A.D. Services and their contribution to the four founding principles of L.E.A.D.</p>
Amendments	<p>Material amendments to these Terms of Reference agreed by the Board during the year shall be annotated and incorporated into this document by the Clerk to the Board.</p> <p>The Clerk to the Board is authorised to make non-material and/or minor amendments to these Terms of Reference consequent on material amendments agreed by the Board and/or minor amendments required pursuant to minor changes to procedures/ job titles or job role etc.</p>
Review	These Terms of Reference shall be reviewed annually by the Board.

These Terms of Reference agreed by LSB on 5 March 2020 (minute 20.1(vi) refers).



L.E.A.D. Academy Trust Terms of Reference and Key Principles for Members

1 The role of Members: Key Principles

- 1.1 The Trust shall operate within the framework established by the DfE/EFA and related requirements of the Regional Schools Commissioner (RSC). Company Articles are of a charitable nature and therefore the Trust shall act within the principles of the Charities Acts.
- 1.2 Members are wholly independent of the Trust and will follow the guidelines for Members issued by the NGA from time to time. Their responsibilities are to:
 - individually and collectively to be guardians of the ethos and effectiveness of the Trust with a “hands off” role. Members are obliged to ensure the effectiveness of the Trust Board by exercising their right to appoint / remove Trustees and to hold the Trust Board to account by ensuring that:

“the business of the Trust in accordance with company and charity law sits with the trustees, members should be ‘eyes on and hands off’ and avoid compromising the board’s discretion in exercising its responsibilities. However, if the governance of the Trust by the Board of Trustees becomes dysfunctional the members will have a strong interest in ensuring the board has sufficient plans to address the issues.” (Academies Financial Handbook)
 - monitor the overall conduct and performance of the Trust. (Members are not responsible for setting Trust strategy or for operational matters. They are responsible for ensuring that the Trust is fulfilling, through the MAT Board, the ethos and objectives of the Trust).
 - exercise their right to intervene in the event that there are developments or performance that Members consider may adversely impact on the Trust and/or if Trustees propose major change to the Trust that Members consider may not be in the best interests of the organisation.
 - monitor Trust performance and outcomes through:
 - reviewing agenda, minutes, reports, policies and other information posted on Governor Hub; and
 - establishing a Member Board. This shall meet termly each Academic Year.
 - recruitment and or dismissal of Trustees in accordance with procedures determined by Members from time to time;
- 1.3 As a matter of good governance, Members will from time to time consider the need (or otherwise) for them to undertake occasional skills audit and training and shall ensure that Trustees and Governors undergo annual skills audits, the outcomes from which shall be anonymised and reported to the Member Board to inform recruitment of Trustees and Governors;



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

2 The purpose of the Member Board: Terms of Reference

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

- 2.2 The Chair of the Member Board shall:

- determine the agenda for meetings of the Member Board in consultation with Members, the CEO and the Clerk. The objective is to present to the Member Board an overview of performance;
- ensure that Members have access to sufficient and appropriate information about Trust activity and performance to enable them to fulfil their role of reviewing Trust Outcomes and Performance. For this purpose, the Chair of the MAT Board and the CEO, and any other member of staff agreed by the Chair of the Member Board and the CEO, shall attend meetings of the Member Board and report/present evidence on the Performance of the Trust;
- subject to agreement of a majority of other Members, request the Clerk to convene special meetings of the Member Board;

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

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

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

- serious financial issues;
- falling standards;
- gaps in skills;
- reputational damage;
- any school falling into Special Measures or becoming Outstanding.

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

- ensure that Trust governance at all levels is fit for purpose and that appropriate structures are in place to support and deliver this;



- receive at each meeting a report on Safeguarding;
- consider actions required (if any) arising from any matter drawn to their attention in accordance with the Trust Whistle Blowing Policy;
- approve any proposal to amend the Articles (the consent of the Charity Commission/DfE to any proposed change may be needed);
- appoint or remove Trustees;
- appoint or remove External Auditors;
- receive annual audited accounts;
- exercise their right to direct the Trust Board by special resolution; and
- consider and approve a proposal to amend the company name.

2.6 The Member Board may:

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

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

These Terms of Reference agreed by Members on 15 October 2020 (minute 6.12 refers).



L.E.A.D. Teaching School Hub Ltd Board of Directors Terms of Reference and Delegations 2021-2022

<p>Purpose</p>	<p>Under the Articles of Association (L.E.A.D. Teaching School Hub Ltd (L.E.A.D. TSH Ltd) is a private company limited by guarantee and not having share capital. The purpose and role of L.E.A.D. TSH Ltd are set out fully in the L.E.A.D. TSH Ltd Partnership Board Terms of Reference. L.E.A.D. TSH Ltd comprises both the L.E.A.D. Teaching School Hub for Lincolnshire and L.E.A.D. Equate.</p> <p>The L.E.A.D. TSH Ltd Board of Directors is accountable to the sole Member of the Company, L.E.A.D. Academy Trust.</p> <p>The purpose of the L.E.A.D. TSH Ltd Board of Directors is to provide oversight of the management and performance of the company and to provide assurance to the L.E.A.D. Academy Trust Board as to the effective and appropriate management and performance of the services and activities provided by L.E.A.D. TSH Ltd. The L.E.A.D. TSH Ltd Board of Directors shall do this by:</p> <ul style="list-style-type: none">● holding to account and constructively challenging the L.E.A.D. TSH Ltd Partnership Board and the Teaching School Hub Director regarding the services provided by L.E.A.D. TSH Ltd and the effectiveness, impact, management and performance of those services, including deployment of resources and the policies and practices of each service;● reviewing progress in relation to delivery of the L.E.A.D. TSH Ltd Strategic Plan and Department for Education KPIs, including, where available, benchmarking data in relation to overall performance and customer satisfaction. This shall include consideration and review of termly reports on financial performance and sustainability (including performance against approved budgets) and human and other resource requirements of L.E.A.D. TSH Ltd;● maintaining and reviewing termly the L.E.A.D. TSH Ltd Risk Register in a form agreed by the Directors from time to time;● where Directors consider it appropriate, making recommendations to the L.E.A.D. Academy Trust Board and/or L.E.A.D. Academy Trust Executive Management Team in relation to the above matters; and● reporting to the L.E.A.D. Academy Trust Board on the business conducted by L.E.A.D. TSH Ltd via the minutes of all meetings of the L.E.A.D. TSH Ltd Directors, which shall be presented to the next available meeting of the L.E.A.D. Academy Trust Board by the Clerk.
<p>Constitution and Membership</p>	<p>Subject to compliance with the attached Articles of Association (see paragraphs 12 & 13 of the Articles) the L.E.A.D. TSH Ltd Directors shall be appointed and may be removed by the sole Member of the Company, L.E.A.D. Academy Trust.</p>



	<p>Subject to Articles and any future ordinary resolution of the Member of the Company, the L.E.A.D. TSH Ltd Board shall comprise a minimum of three Directors and a maximum of five. At all times a majority of L.E.A.D. TSH Ltd Directors shall also hold office as a Trustee of L.E.A.D. Academy Trust.</p>
Term of Office	<p>The term of office of L.E.A.D. TSH Ltd Directors shall be a maximum of four years, renewable at the discretion of the Board and subject to approval by the L.E.A.D. Academy Trust Board.</p>
Chair	<p>The Directors shall elect a Chair and Vice Chair at the first scheduled meeting of each academic year. Only those Directors who also hold office as a Trustee of L.E.A.D. Academy Trust shall be eligible to stand for election.</p>
Quorum	<p>A meeting of the Directors shall be quorate provided that:</p> <ul style="list-style-type: none">a) at least two members are present; andb) members who also hold office as a Trustee of L.E.A.D. Academy Trust form a majority of those present.
Frequency and format of Meetings	<p>The L.E.A.D. TSH Ltd Board of Directors shall meet at least three times each year, normally termly. Meetings may be held virtually provided that all provisions in these Terms of Reference regarding quoracy and eligibility are met.</p>
Attendance	<p>The Teaching School Hub Director shall normally attend all meetings of the L.E.A.D. TSH Ltd Board.</p> <p>Any member of the L.E.A.D. Academy Trust Board or of the L.E.A.D. Academy Trust Executive Management Team may attend any meeting of the L.E.A.D. TSH Ltd Board.</p>
Clerk	<p>The Clerk to the L.E.A.D. Trust Board (or their nominee) shall be Clerk to the L.E.A.D. TSH Ltd Board.</p>
Authority and Delegated Functions	<p>The L.E.A.D. TSH Ltd Board does not have operational responsibilities for the management of the company. These responsibilities are delegated to the Teaching School Hub Director or such other person appointed by L.E.A.D. Academy Trust from time to time. The Teaching School Hub Director is responsible for determining the staffing and financial arrangements of L.E.A.D. TSH Ltd, including the scope of delegations to L.E.A.D. TSH Ltd staff and the appointment, management and performance of those staff.</p> <p>The L.E.A.D. TSH Ltd Board may make recommendations to the L.E.A.D. Academy Trust Board and/or to the L.E.A.D. Academy Trust Executive Management Team regarding the management, resourcing and effectiveness of the services provided by L.E.A.D. TSH Ltd and their contribution to the four founding principles of L.E.A.D. Academy Trust.</p>



Amendments	<p>Material amendments to these Terms of Reference agreed by the L.E.A.D. TSH Ltd Board of Directors during the year shall be annotated and incorporated into this document by the Clerk to the L.E.A.D. TSH Ltd Board. All such amendments shall be subject to approval from the L.E.A.D. Academy Trust Board and shall be reported to the L.E.A.D. Academy Trust Board and the L.E.A.D. Academy Trust Executive Management Team by the Clerk.</p> <p>The Clerk to the Board is authorised to make non-material and/or minor amendments to these Terms of Reference consequent on material amendments agreed by the L.E.A.D. TSH Ltd Board and/or minor amendments required pursuant to minor changes to procedures/ job titles or job role etc.</p>
Review	These Terms of Reference shall be reviewed annually by the L.E.A.D. TSH Ltd Board.
	<p><i>These Terms of Reference approved by the L.E.A.D. TSB Ltd Board of Directors on 2 July 2021: Minute 5.3 refers.</i></p>