

# Scheme of Delegation

2025 / 2026

Reviewed and approved by the Board of Trustees

11 December 2025



**L.E.A.D. Academy Trust**

**Lead • Empower • Achieve • Drive**



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## Introduction

This scheme sets out the Scheme of Delegation for the Trust.

This Scheme shall be reviewed annually by the Board. Material amendments to the Scheme agreed by the Board during the year shall be annotated and incorporated into the Scheme by the Clerk to the Board.

The Clerk to the Board is authorised to make non-material and/or minor amendments to the Scheme consequent on material amendments agreed by the Board and / or minor amendments agreed by Committees and any change to job titles or job roles.

## Company Structure

The L.E.A.D. Academy Trust is the parent company for L.E.A.D. Services Ltd and the Teaching School Hub Ltd.

All academies within the Trust are governed by the Trust Board.

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

L.E.A.D. Teaching School Hub Ltd is governed by Articles agreed in July 2020. The Teaching School Hub Board of Directors has agreed Terms of Reference – Appendix C to this document. Any profit generated from L.E.A.D. Teaching School Ltd is donated to the Trust unless otherwise agreed by the Board of Trustees.

## The Trust

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

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

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

## The Scheme of Delegation (“the Scheme”) : Context

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

- setting strategic direction and policy governing all aspects of Trust activity. This includes strategic oversight, vision and planning for the Trust, oversight and determination of the organisational structure and of the



performance and standards of each Academy and determination and oversight of the extent of provision of central services for schools (“the Centre”); and

- governance and compliance (including the arrangements for self-evaluation of effectiveness), probity and financial management (including investment, audit and identification and management of risk), contractual relationships, management of estates and infrastructure and human resource management (as employer this includes the terms and conditions of service of all staff and related policy and procedures).

In accordance with Clause 105 of the Articles of Association of the Trust (2017), the Board has delegated the power to carry out many of these responsibilities to Committees or, through the Chief Executive, to the Executive Team, other Senior Staff and Headteachers. This document sets out the Scheme of Delegation approved by the Board (“the Scheme”).

### **General Principles of the Scheme**

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

### **Board Chair and Chairs of Committees and Academy Governing Bodies**

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



### **Principles of Delegation**

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

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

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

13. The Scheme is not intended as an exhaustive list of all aspects of Trust activity but aims to set out the salient powers.
14. All revisions to Part 1 of the Scheme shall be subject to formal report to the Board. All revisions to Part 2 of the Scheme are a matter for the Chief Executive to determine, subject to annual report to and review of the Scheme by the Board.

### **Matters Reserved for decision by the Board**

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

### **Establishment of and procedures relating to Committees**

16. The Constitution, Membership, terms of reference and delegations to all Board Committees shall be determined and reviewed annually (or such other frequency as may be agreed) by the Board.
17. Any member of the Board who is not a member of a Committee shall have the right to attend any meeting of any Committee, and at the discretion of the Chair, to speak on any matter included on the agenda.



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



## Trust Board Terms of Reference

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



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



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|                                                             | <ul style="list-style-type: none"><li>arrangements for training and evaluation of Trustees, Board and Committee members and Governors; and</li><li>appointment or dismissal of the Chief Executive and of the Clerk to the Board.</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Organisational structure                                    | <p><b><u>Approval of</u></b></p> <ul style="list-style-type: none"><li>establishment and appointment of Board Committees;</li><li>on recommendation of the Chief Executive, the overall structure and staffing of the Trust and any proposed amendments thereto;</li><li>the extent of central services provided to academies by the central Trust;</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Performance, targets and standards including Pupil outcomes | <p><b><u>Monitoring and approval of</u></b></p> <ul style="list-style-type: none"><li>performance targets and key performance indicators (KPIs) for the Trust and its academies;</li><li>the overall performance and standards of the Trust and its academies against agreed targets and KPIs and, through the reports and recommendations of the Performance and Standards Committee, the Chief Executive and/or the Deputy Chief Executive (Education), consideration and approval of actions recommended in relation to School Improvement and performance. This includes actions recommended where Academy Improvement Plans and/or improvement actions have not been implemented or have not had the desired impact in terms of improved performance and pupil outcomes;</li><li>the performance of the Chief Executive, EMT and others to whom responsibilities have been delegated. This includes holding them collectively and individually to account for the overall performance of the Trust (and/or of individual academies) against agreed targets and KPIs, the exercise of their delegated powers and delivery against the targets, plans, and budgets approved by the Board.</li></ul> |
| Policy                                                      | <p><b><u>Approval of</u></b></p> <ul style="list-style-type: none"><li>all policies and substantive amendments thereto developed by EMT for the effective management, administration and operation of the Trust and for adoption by Academies. This includes policies for Safeguarding and Child Protection, Trustee and Board confidentiality, Board, Trustee, Governor and Staff Conflict of Interest and procedures relating thereto and Trustee, Board Member and Governor expenses and remuneration.</li></ul> <p>The Board shares in the responsibility to embed equality, diversity and inclusion across all aspects of the Trust's operations, and will have regard to the Trust's EDI Policy at all times.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|                                                             | <p><i>These Terms of Reference approved by the Board of Trustees, 11 December 2025.</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |



## Pay Committee: Terms Of Reference

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| Purpose                     | <p>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.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Constitution and Membership | <p>The Committee shall comprise a minimum of three Trust Board members.</p> <p>Each member of the Committee shall be a Trustee and shall be appointed by the Trust Board.</p> <p>Appointments to the Committee shall be reviewed annually by the Trust Board and Committee members shall normally be appointed for a period of one year or until the first meeting of the Trust Board held in the following academic year, whichever is the later.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Chair                       | <p>The Committee shall appoint a Chair and Vice Chair at the first scheduled meeting of each academic year. The Chair and Vice Chair shall hold office for the remainder of the academic year or until the first meeting of the Trust Board held in the following academic year, whichever is the later. The retiring Chair of the Committee shall be eligible for re-appointment.</p> <p>In the absence of the Committee Chair, the Vice Chair shall chair the meeting.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Quorum                      | <p>Three members of the Committee shall constitute a quorum.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Clerk                       | <p>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 agendas, 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.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Meetings                    | <p><b>Frequency</b></p> <p>The Committee shall meet at least twice in each academic year (normally November and May).</p> <p>The Chair may instruct the Clerk to convene additional meetings during the year the purpose of which must be set out in the agenda for the meeting.</p> <p><b>Attendance</b></p> <p>The CEO and Deputy CEOs may be invited to attend meetings of the Committee and shall declare a direct personal interest and withdraw from the meeting if any item relating to their terms and conditions of service are to be discussed.</p> <p>At the discretion of the Chair other members of staff, e.g. EMT members, the Head of Human Resources or their nominee or external advisers may be invited to attend for all or part of any meeting of the Committee and with the consent of the Chair may address the meeting.</p> <p>Any other person whose terms and conditions of service or any part thereof are due to be discussed at the meeting shall declare their direct interest and where required by the Chair shall withdraw from the meeting.</p> <p>No member of Trust staff shall be involved in any decisions affecting their own remuneration.</p> |



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|                                   | <b>Interests</b><br><br>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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Authority and Delegated Functions | <p>The role of the Committee shall be:</p> <p><b>Review of the Executive Pay Policy and its implementation</b></p> <ol style="list-style-type: none"><li>1. On a regular basis to review and, where appropriate, recommend to the Trust Board changes to the Executive Pay Policy applying to salaries for EMT. 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.</li><li>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 receive from the EMT reports on pay decisions affecting non-EMT staff.</li><li>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 conditions). This includes any proposed adjustment to salary of EMT members arising from the annual review of EMT performance against agreed objectives.</li><li>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.</li></ol> <p><b>Headteacher pay</b></p> <ol style="list-style-type: none"><li>5. To approve the terms and conditions of staff and associated policies in relation to:<ol style="list-style-type: none"><li>i) Executive Head Support Packages; and</li><li>ii) any scheme for payment of Headteachers above the applicable pay scale.</li></ol></li></ol> <p><b>Severance arrangements</b></p> <ol style="list-style-type: none"><li>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.</li><li>7. To approve the exit terms for EMT members.</li></ol> <p><b>General</b></p> <ol style="list-style-type: none"><li>8. To keep abreast of external remuneration trends and market conditions.</li></ol> |



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|  | <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 set by the Trust Board from time to time, the Trust's procurement procedures and to set the terms of reference for any remuneration consultants appointed to advise the Committee.</p> <p>13. 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>14. To report formally to the Trust Board after each meeting on all matters within its terms of reference.</p> <p>This Committee shares in the responsibility to embed equality, diversity and inclusion across all aspects of the Trust's operations, and will have regard to the Trust's EDI Policy at all times. Any concerns about EDI issues arising from this Committee's work will be referred to the Finance &amp; Resources Committee.</p> |
|  | <p><i>These Terms of Reference reviewed by the Pay Committee, June 2025 and approved by the Board of Trustees, 11 December 2025.</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 and requirements in the Academy Trust Handbook, 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. Academy Trust. This includes issues relating to the subsidiary companies (see full remit/terms of reference below).

|                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
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| <b>Overview</b>                    | <p>The Audit and Risk Committee shall:</p> <ul style="list-style-type: none"><li>• determine and maintain oversight of, and review the arrangements for, independent checking of financial, governance, risk management and internal control systems and, transactions;</li><li>• review the risks to the internal control framework of the Trust;</li><li>• 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;</li><li>• inform the statement of internal control and, so far as is possible, provide assurance to the external auditor;</li></ul> <p><b>Recommend</b> to the Trust Board:</p> <ul style="list-style-type: none"><li>• appointment or re-appointment, dismissal and remuneration of internal and external auditors*;</li><li>• 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.</li></ul> <p><i>*requires confirmation by Members</i></p> |
| <b>Constitution and Membership</b> | <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>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Chair</b>                       | <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 the Chair of the Finance and Resources Committee shall not serve as Chair of this Committee.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |



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| <b>Quorum</b>                            | Any two members of the Committee shall constitute a quorum.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Frequency of Meetings</b>             | The Committee shall meet at least three times a year and shall in any case meet termly.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Attendance</b>                        | <p>The Chief Executive as the Accounting Officer, the Deputy Chief Executive (Business) as the Chief Financial Officer, the Deputy Chief Executive (Education) 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 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>*including for example, but not limited to, 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> |
| <b>Authority and Delegated Functions</b> | <p>The Committee is advisory with no executive powers. It is authorised by the Trust Board to:</p> <ul style="list-style-type: none"><li>investigate any activity and to request any information it requires from any employee, external audit, internal audit or other assurance provider, all employees being required to co-operate with the Committee in the conduct of its enquiries; and</li><li>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.</li></ul> <p><i>*currently £2,500</i></p>                                                                                                                                                                                                                                                                                       |
| <b>Terms of Reference</b>                | <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"><li>Audit</li><li>Governance</li><li>Risk Management and Internal Control</li><li>Ethics and Probity</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |



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|               | <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>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Duties</b> | <p>On behalf of Trustees the Committee is authorised to:</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <u>Risk</u>   | <ul style="list-style-type: none"><li>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;</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <u>Audit</u>  | <ul style="list-style-type: none"><li>examine and review all systems and methods of control both financial and otherwise including risk analysis and risk management;</li><li>review and endorse the Business Continuity Plan and Risk Management Strategy and formally review the Risk Register at least annually;</li><li>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 Academy Trust Handbook;</li><li>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;</li><li>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;</li><li>provide assurance to the Trust Board that risks are being adequately identified and managed;</li><li>advise Trustees on the adequacy and effectiveness of Trust systems of internal control and governance processes, securing economy, efficiency and effectiveness (value for money);</li><li>consider the appropriateness of executive action following internal audit and reviews and advise senior management on any additional or alternative steps to be taken;</li><li>monitor the effectiveness of auditors;</li><li>review the findings of the external auditors and agree any Action Plan arising from this;</li><li>ensure there is co-ordination between internal and external audit and any other review bodies that are relevant;</li><li>ensure that additional services undertaken by auditors are compatible with audit independence and objectivity;</li><li>consider the reports of the auditors/scrutineers and, when appropriate, advise the Trust Board of material control issues;</li></ul> |



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|                           | <ul style="list-style-type: none"><li>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;</li><li>provide minutes of all formal meetings of the Committee to Trust Board meetings for review and consideration of any recommendations;</li><li>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 ESFA Academy Trust Handbook;</li><li>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;</li><li>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;</li><li>consider the achievement of value for money and the response to any management letters;</li><li>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;</li><li>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, in accordance with mandatory Internal Audit Standards;</li><li>recommend to the Trust Board formal approval of the Annual Statement of Accounts and have oversight of the publication of an Annual Report in the most appropriate format;</li></ul> |
| <u>Governance</u>         | <ul style="list-style-type: none"><li>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;</li><li>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;</li><li>review any issue referred to it by the Trust Board or any Trust Board Committee;</li><li>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 Trust Board as required;</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <u>Ethics and Probity</u> | <ul style="list-style-type: none"><li>consider the level of compliance of the Trust with its own and other published standards and controls;</li><li>promote and maintain the highest standards of conduct by Trustees and Non-Executive</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |



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| <u>General</u>           | <p>Directors having regard to the Nolan Principles and any other recommended Code of Conduct established from time to time;</p> <ul style="list-style-type: none"><li>• review the operation of the Codes of Conduct for Governors and for staff;</li><li>• 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);</li><li>• 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.</li></ul> <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 Trust Board (via the Committee Minutes) setting out the issue and the reasons for the investigation.</i></p> <p>This Committee shares in the responsibility to embed equality, diversity and inclusion across all aspects of the Trust's operations and will have regard to the Trust's EDI Policy at all times. Any concerns about EDI issues arising from this Committee's work will be referred to the Finance &amp; Resources Committee.</p> |
| <b>Glossary of Terms</b> | <p><i>Trust Board – the group of officers and Trustees responsible for the overall management of L.E.A.D. 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 Academy Trust 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 reviewed by the Audit &amp; Risk Committee, 27 November 2025 and approved by the Board of Trustees, 11 December 2025.</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |



## Finance and Resources Committee: Terms of Reference

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| Purpose                           | <p>The purpose of this Committee is to:</p> <ul style="list-style-type: none"><li>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;</li><li>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;</li><li>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;</li><li>consider and review detailed reports on the financial sustainability, infrastructure, human resource and estate management performance, practices and resources of the Trust ; and</li><li>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.</li></ul> |
| Constitution and Membership       | <p>The Committee shall comprise a minimum of three Trust Board members.</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><b><i>The Chair of this Committee is not eligible for appointment to Audit and Risk Committee.</i></b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Quorum                            | Any two members of the Committee shall constitute a quorum.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Frequency of Meetings             | The Committee shall meet at least three times each year (normally termly).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Attendance                        | The Deputy Chief Executive (Business) shall normally attend all meetings of the Committee.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Authority and Delegated Functions | <p><b>Finance</b></p> <p><u>To make recommendations to the Trust Board on:</u></p> <ul style="list-style-type: none"><li>the approval of the annual budget for the Trust as recommended by the CFO;</li><li>any other financial matter referred to the Committee by the Trust Board;</li><li>all expenditure recommended by a Committee and/or by the Executive that is not included in the approved budget.</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |



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|  | <p><u>To approve:</u></p> <ul style="list-style-type: none"><li>• the financial management and investment policies of the Trust (and any proposed amendment thereto);</li><li>• the procurement policy; and</li><li>• financial regulations, delegations and proposed amendments thereto.</li></ul> <p><u>To monitor and provide assurance to the Trust Board as to:</u></p> <ul style="list-style-type: none"><li>• the overall financial performance and sustainability and resource requirements/use of the Trust (including performance against approved budgets) through consideration of:</li><li>• 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</li><li>• the monitoring of financial efficiencies and economies of scale;</li></ul> <p><b>Human Resources</b></p> <p>To consider, keep under review and where the Committee consider necessary make recommendations to the Trust Board on:</p> <ul style="list-style-type: none"><li>• the impact and implementation of any Trust-wide strategies and policies for human resources and organisational development;</li><li>• the effectiveness of the measures in place to ensure compliance with and promote equality and diversity in employment. This Committee will accept referrals from the Board and/or other Committees on EDI issues;</li><li>• the details of proposed Trust restructuring proposals;</li><li>• 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.</li><li>• the list of Trust salaries over £100K.</li></ul> <p><b>Estates</b></p> <ul style="list-style-type: none"><li>• to consider and make recommendations to the Trust Board regarding the strategic development and maintenance of the Trust estate.</li></ul> |
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|  | <p><b>Safeguarding</b></p> <ul style="list-style-type: none"><li>• to take into account and, where the Committee considers necessary, to make recommendations to the Trust Board on the safeguarding implications (if any) of all issues within the remit of the Committee.</li></ul> |
|  | <p><i>These Terms of Reference reviewed by the Finance &amp; Resources Committee, 18 November 2025 and approved by the Board of Trustees, 11 December 2025.</i></p>                                                                                                                   |



## Performance and Standards Committee: Terms of Reference

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| Purpose                           | <p>The Committee is responsible for providing assurance to the Trust Board in respect of:</p> <ul style="list-style-type: none"><li>• the standards and performance of all Academies within the Trust;</li><li>• the effectiveness of the Trust Quality Assurance process;</li><li>• ensuring that each school is promoting and upholding L.E.A.D. Vision, Values and ethos; and</li><li>• the effectiveness of each Academy Governing Body (AGB). This includes considering and responding to feedback and reports from individual AGBs.</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 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                             | The Committee shall appoint a Chair at the first scheduled meeting of each academic year.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Quorum                            | The quorum of the Committee shall be a minimum of two members.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Frequency of Meetings             | The Committee shall meet at least three times each year.<br>Meetings shall normally be scheduled to take place towards the beginning of each term.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Attendance                        | The Deputy Chief Executive (Education) and the Executive Safeguarding Compliance Lead shall normally attend all meetings of the Committee. The Committee shall reserve the right to invite the Directors of Schools to meetings to discuss specific themes or concerns.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Authority and Delegated Functions | <p>The Committee is required by the Board to achieve its delegated functions for all schools within the Trust through:</p> <ul style="list-style-type: none"><li>• constructively challenging the appropriate Director of Schools as to the effectiveness and impact of the Quality Assurance (QA) process and related school improvement work;</li><li>• reviewing the overall performance of the Trust in comparison to regional and national standards and to other comparable Trusts, noting that reviewing benchmarking data in relation to individual schools shall be the responsibility of AGBs;</li><li>• 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);</li><li>• drawing the attention of the Trust Board to any concerns arising from:<ul style="list-style-type: none"><li>– the standards and performance of schools* and/or the QA process;</li></ul></li></ul> |



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|                             | <p>– the effectiveness of AGBs as assessed and reported by the Governance Team; and</p> <p>– 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> <p><b>Safeguarding</b></p> <ul style="list-style-type: none"><li>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.</li></ul> <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>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Reporting Procedures</b> | <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 or Trust Lead.</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"><li>- a strategic overview commentary on standards, performance (including pupil performance) and quality assurance of the schools within the Trust;</li><li>- an Exceptions Report, categorised by school;</li><li>- 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;</li><li>- regional and national comparators of pupil outcomes and other relevant data;</li><li>- a summary of schools or issues of concern that the Committee may wish to draw to the attention of the Trust Board; and</li><li>- Safeguarding (including online safety), Welfare, Behaviour, Exclusions, Complaints, Attendance, Staff/Pupil ratios and related matters.</li></ul> |



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|  | <p>The Committee may also receive, or request, occasional reports (to be provided as data/information becomes available) setting out key statistics including:</p> <ul style="list-style-type: none"><li>• demography and characteristic of schools and pupils within the Trust;</li><li>• pupil outcomes, attainment and progress (Analyse School Performance data);</li><li>• comparisons with other comparable Trusts and with regional and national trends; and</li><li>• annual financial benchmarking.</li></ul> <p>Members of the Committee and other Trustees are to have access to all QA reports and other AGB papers via GovernorHub for all schools within the Trust.</p> <p><i>Note: the Trust Board has agreed that whilst there must be no duplication of reporting between the Performance and Standards Committee and the Trust 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>This Committee shares in the responsibility to embed equality, diversity and inclusion across all aspects of the Trust's operations, and will have regard to the Trust's EDI Policy at all times. Any concerns about EDI issues arising from this Committee's work will be referred to the Finance &amp; Resources Committee.</p> |
|  | <p><i>These Terms of Reference reviewed by the Performance and Standards Committee, 9 October 2025 and approved by the Board of Trustees, 11 December 2025.</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |



## Academy Governing Bodies: Terms of Reference and Delegations

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| Purpose                     | <p>The Trust Board is legally responsible for the performance of each academy. However, the Board requires the active support of the Academy Governing Bodies (AGBs), and the Governors that make up the AGBs, to ensure effective local governance.</p> <p>The formal line of accountability flows from each academy, through the Trust senior leaders to the Board. The role of AGBs is to offer constructive support and challenge for each academy, drawing on their unique local perspective.</p> <p>Specifically, the remit of each AGB is to:</p> <ul style="list-style-type: none"><li>• Take responsibility for ensuring the needs and concerns of all local stakeholders are considered in strategic decision-making within the academy and acting as a mouthpiece for local interests at Trust level when appropriate.</li><li>• Provide senior leaders within each academy a local perspective on how the quality of education and performance of each school is consistent with the educational objectives and vision of the Trust.</li><li>• When necessary, advise the Trust Board of any concerns or emerging trends in relation to which AGB representatives consider they have not received satisfactory assurance.</li><li>• Contribute to how senior leadership within the Trust holds school leaders to account for the quality of education and educational performance of each school.</li><li>• Contribute to other key elements of strategic decision-making when required, such as Headteacher appointments and panel hearings.</li></ul> <p><i>Notes:</i></p> <p><i>The draft agenda for formal termly meetings of the AGB will be issued to AGB Chairs by the Governance Team. The agenda format and content is aligned with the remit of the AGB and is designed to enable Governors* to evidence that, through discussion of the issues listed on the agenda, including the challenges to and questions of the Headteacher (which will be captured in the minutes of the meeting) the AGB is fulfilling its' remit and actively engaging with the Academy. (See formal meeting section below).</i></p> <p><i>Governors are expected to have a good understanding* of the issues set out in the agenda and, through their knowledge of the school, parents and carers, pupils and the local community, be well placed to assess the quality of education and the educational performance of the Academy and the impact of Academy performance on learning.</i></p> <p><i>*an AGB Toolkit, Training and prompt sheets are provided for Governors to support them in this important role.</i></p> |
| Constitution and Membership | <p>Academy Governing Bodies shall comprise:</p> <ul style="list-style-type: none"><li>• a minimum of one Community Member, appointment subject to approval by the Trust Board;</li><li>• a minimum of two elected parent Members;</li><li>• the Headteacher or Head of School (ex-officio) and the Executive Head where one is appointed;</li><li>• up to two Staff Members (one member of teaching staff and one member of support staff); and</li><li>• up to two co-optees, appointment subject to approval of the Trust Board.</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |



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|                            | <p>Additionally, AGBs may appoint Associate Governors (see below) who are not counted for the purposes of the above.</p> <p>Minimum number of Governors: 7. Maximum number of Governors: 9 (unless in the event of an Executive Head being appointed or otherwise by specific Trust Board approval).</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> <p>Trust Governor eligibility criteria;</p> <p>Enhanced DBS check (to be carried out by the academy);</p> <p>The L.E.A.D. Governor election and/or appointment process;</p> <p>Annual acceptance of and compliance with the L.E.A.D. Governor Code of Conduct;</p> <p>Annual declaration of interests; and</p> <p>Active participation in the Governor Training Programme and completion of those training courses designated as mandatory.</p> <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                     | Any three governors shall constitute a quorum, provided always that Staff Members (including the Headteacher) do not form the majority of those present.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Frequency of Meetings      | <p><u>Formal Meetings</u></p> <p>These shall be held termly, usually in the second part of term. This will normally ensure that the AGB receives the most recent QA report. The dates for all formal AGB meetings shall be set annually by the central Governance Team in consultation with the Chair of each Academy.</p> <p>All formal meetings of the AGB shall be minuted by the Governance Professional who shall attend the meeting and advise the Chair and Governors throughout the meeting. Occasionally the Governance Professional will present items to the meeting.</p>                                                                                                                                                                                                                                                                                  |
| Agenda for formal meetings | 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 Governance Professional. It is for the Chair to liaise with the Headteacher on the draft and to make suggestions to the Governance Professional 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.                                                                                                                                                             |



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| Informal Meetings                 | <p><u>Engagement Meetings</u></p> <p>Each AGB shall meet informally at least once each term, or more frequently if Governors so wish (“Engagement Meetings”). These meetings will not be formally clerked but should be noted and reported to the next formal meeting.</p> <p>A Guidance Note on Engagement Meetings is available from the Governance Team. The meetings provide an opportunity for Governors to focus on a specific topic(s) of their choice relating to the quality of education and educational performance and development of the Academy. The Chair should lead the selection of topics for the meetings in consultation with colleague Governors and the Headteacher.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Attendance                        | <p>The Headteacher 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 Governance Professional 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 Governance Professional who 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 Headteacher) <b>must</b> (unless otherwise directed by the Chair or requested by the Head with the consent of the Chair) withdraw from any AGB meeting at which any confidential staffing matter is discussed. Refusal to do so will be regarded as a breach of the Governor Code of Conduct.</p>                                                                                                                                                                                                                                                          |
| Termly Reports                    | <p>Each term, two key reports will be brought to the AGB for information, discussion, assurance and challenge:</p> <p><i>The QA Report</i> – the QA process is evaluative. It is based on the evidence the academy provides through completion of the QA template before the termly QA visit and the evidence seen and evaluated by the Director of Schools during the visit. The termly QA assessment is based on the evidence of impact of the education provision provided by school leaders.</p> <p>The template presents school performance and improvement data supported by narrative commentary and responses thereto provided by the Director of Schools and Headteacher. The report also reflects Ofsted inspection criteria (i.e. Quality of Education and Curriculum Intent, pupil Behaviour and Attitudes, Personal Development, Leadership and Management and Pupil Outcomes). The role of the AGB is to challenge and hold the Headteacher to account for the trends, educational performance, and progress against the improvement priorities identified in the report. (Governor training is provided to support this – see Appendix 2 of the AGB toolkit).</p> <p><i>The Report of the Headteacher</i> – a standard template has been developed for this, the purpose of which is to brief Governors on current and projected educational performance, developments subsequent to the previous QA report (if these are not already covered in the QA report) and to provide an update on the other issues within the remit of the AGB, as listed in the Authority and Delegated Function Section below.</p> |
| Authority and Delegated Functions | 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |



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|  | <p>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><b><u>School Performance and Improvement</u></b></p> <p>The Headteacher is responsible for school performance and improvement and is accountable to the AGB, Director of Schools and the Deputy Chief Executive (Education), for this.</p> <p>School performance and progress towards improvement targets is assessed by the Director of Schools through the termly Quality Assurance (QA) process. Governors must use the AGB Toolkit and the QA report to effect their oversight and challenge. This is a key aspect of the role of the AGB.</p> <p>Governors are asked to focus on:</p> <ul style="list-style-type: none"><li>• constructive challenge to the Headteacher and Academy leadership to account for the actions and outcomes listed in the Toolkit;</li><li>• 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;</li><li>• understanding the issues facing the school, the parents and carers of children attending the school and the local community; and</li><li>• 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.</li></ul> <p>The AGB is asked also to take oversight, provide assurance and hold the Headteacher to account for:</p> <p><b><u>Safeguarding, SEND and other vulnerable groups</u></b></p> <p>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.</p> <p><b><u>Complaints</u></b></p> <p>The AGB as a body is not responsible for dealing with Complaints.</p> <p>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 Headteacher (or to the Chair if the complaint relates to the Headteacher). 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 Headteacher to follow established procedures.</p> <p><b><u>Lead (“LINK”) Governors</u></b></p> <p>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</p> |
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|  | <p>the central Governance Team in order to ensure that it does not encroach on the operational/delegated authority of the Headteacher. Role descriptions for each “LINK” Governor will be developed by the Governance Team.</p> <p>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.</p> <p><u>Human Resource and Personnel Issues</u></p> <p><i>Human Resource/Staffing Matters</i> - are operational issues for which the Headteacher 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.</p> <p><i>Staff Appointments</i> - the Headteacher has delegated authority to appoint staff within the constraints of the budget and the staffing structure agreed by the Trust.</p> <p>Normally, the Chair (or the Chair’s (non-staff) governor nominee) shall be invited by the Headteacher to participate in the interview process for appointments to all permanent teaching posts*. However, whilst a governor present at an interview may comment on the merits of candidates, they shall not have a vote on the appointment. All governors present at interviews shall follow agreed HR procedures.</p> <p><i>*NB: Primary Schools only. For Secondary Academies this relates to senior teaching staff only (i.e. posts at SLT level and above and any post with TLR).</i></p> <p><i>Headteacher Appraisal</i> – the L.E.A.D. Executive is responsible for the annual appraisal and setting of targets for the Headteacher. The Chair of the AGB is expected to contribute to the process, including attendance at the annual Appraisal Meeting. To facilitate this process, the Governance Team will provide (annually) the AGB Chair with a standard template for completion and return. The template invites comments from the Chair on the performance of the Headteacher during the academic year and is issued in advance of commencement of the formal end of year Headteacher appraisal process.</p> <p><u>Finance, Policies, Premises, Health and Safety and other operational matters</u></p> <p>The annual school budget is issued by the Central Finance Team following discussions with the Academy Headteacher. The Headteacher is responsible, within the Scheme of Delegation, for management of the academy budget and the operational decisions relating it.</p> <p>The Headteacher is also responsible for delivery of academy policies and premises and health and safety management, subject always to these being within the policies and budget set by the Trust Board. Accountability for those decisions is to the Director of Schools (not the AGB). The Annual AGB Business cycle specifies when a summary report on these issues will be brought to a formal AGB meeting. Guidance available from the Governance Team.</p> <p><u>Finance: Pupil Specific Grants directed by the Governance Team</u></p> <p>The Headteacher is responsible and accountable to the AGB for the administration and deployment of these grants. The AGB is responsible for ensuring that a report evidencing the deployment, cost, effectiveness and impact of the grants is provided to Governors and that grant monies are directed at the most effective activities in terms of pupil learning and benefit and value for money. The AGB is encouraged to challenge use of these funds where it is not satisfied that monies have been put to best use or have not been used for the specific purpose intended.</p> |
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|                     | <p><i>Note : Governors are not responsible or accountable for operational issues. In the event that Governors have concerns regarding the performance of, or operational issues at, the school these should be discussed at the formal AGB meeting, for which purpose an item must be included on the agenda for the meeting. The discussion, including any actions the AGB considers may be required, shall be recorded in the minutes and brought to the attention of the Governance Team (and where appropriate to the attention of the Trust Board, through the Performance and Standards Committee). Alternatively, the Chair (or individual Governors) may raise any concerns directly with the Academy Governance Professional 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> <p>Staff Grievances<br/>Staff Appeals<br/>Exclusions<br/>Complaints</p> <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 online 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>                                                                                                                                                                                                                                                                                                                                                                                                                                |
| EDI                 | <p>AGBs share in the responsibility to embed equality, diversity and inclusion across all aspects of the Trust's operations, and will have regard to the Trust's EDI Policy at all times. Any concerns about EDI issues arising from the AGB's work will be referred via the Governance Professional to the Finance &amp; Resources Committee.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Associate Governors | <p>AGBs may appoint Associate Governors (AGs) whose function is to assist AGBs to meet their responsibilities to do with panel work, both statutory and non-statutory. Although AGs will be linked to individual AGBs, they may serve on panel work at any academy within the Trust.</p> <p>AGs will not be expected to attend formal or informal AGB meetings, though they may do so if they wish and with the agreement of the Chair and Headteacher. They will not be expected to take on link roles. AGs shall not have voting rights at any meeting.</p> <p>AGs will not count towards the AGB quorum at any meeting, nor will they be eligible to stand for Chair or Vice Chair.</p> <p>AGs must meet the same eligibility requirements as Governors and will be appointed (and, if necessary, removed) under the same procedures and terms of office as Community Governors. For clarity, the AG role is not an elected one.</p> <p>AGs will be subject to the Governor Code of Conduct.</p> <p>AGs must meet the same requirements as Governors with regard to DBS checks, safeguarding training and annual review of KCSiE.</p> |



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|  | <p>AGs appointments will be declared in the same way as Governors on the academy website and on GIAS.</p> <p>AGs will be expected to undergo appropriate training before undertaking any panel work.</p> |
|  | <p><i>These Terms of Reference approved in principle by the Board of Trustees on 10 July 2025; further reviewed and approved by the Board of Trustees on 11 December 2025.</i></p>                       |



### Governor Panels

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

#### Pay Appeals Panel

|                                  |                                                                                                                                                                                                                                                                                                                                                                                            |
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| Purpose                          | The purpose of the Panel is to consider and determine any appeal arising from decisions of the Executive in relation to the annual PRP awards of Headteachers.                                                                                                                                                                                                                             |
| Constitution and Membership      | <p>The Panel shall comprise a minimum of three Academy Governing Body (AGB) members selected at random (subject to availability) by the Clerk to the Board by reference to the list of eligible AGB* Governors.</p> <p>* eligibility subject to current membership of a Trust AGB and prior training in the appeals and PRP process.</p>                                                   |
| Quorum                           | A minimum of three Governors shall constitute a quorum.                                                                                                                                                                                                                                                                                                                                    |
| Frequency of Meetings            | The Panel shall meet as and when required.                                                                                                                                                                                                                                                                                                                                                 |
| Attendance                       | <p>Any member of the Executive Management Team appropriate to the nature of the business to be transacted.</p> <p>A Human Resources adviser (agreed by EMT).</p> <p>The appellant and a named representative or supporter subject to a minimum seven days' notice of the name and position of that person (including their relationship to the appellant) being provided to the Clerk.</p> |
| Authority and Delegated Function | <p>The Panel is authorised to consider and determine all appeals arising from decisions of the Executive in relation to the annual PRP awards of Headteachers.</p> <p>The decision of the Panel shall be final.</p>                                                                                                                                                                        |
|                                  | <i>These Terms of Reference approved by the Board of Trustees, 11 December 2025.</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.



#### **Suspensions & Permanent exclusions**

To review Headteacher decisions on all permanent exclusions and certain suspensions (fixed-term exclusions), according to Statutory Guidance.

#### **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 Policy).

#### *Note regarding Associate Governors (AGs)*

Any panel may comprise both Governors and AGs. AGs will be eligible to chair any panel.



## APPENDIX A L.E.A.D. Services Board: Terms of Reference

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| Purpose                     | <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"><li>• 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;</li><li>• 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;</li><li>• maintaining and reviewing termly the LSB Risk Register in a form agreed by the LSB from time to time;</li><li>• 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</li><li>• 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.</li></ul> <p><i>*LSB is not a Committee of the L.E.A.D. Trust Board.</i></p> |
| Constitution and Membership | <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 three Board members including one Trustee appointed by the L.E.A.D. Trust Board.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Term of Office              | The term of office of LSB members shall be four years, renewable at the discretion of the LSB (applies to LSB Members appointed after 1 April 2020).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Chair                       | The LSB shall appoint a Chair at the first scheduled meeting of each academic year.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Quorum                      | Any two 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, the Director of IT Services and the Head of Operations shall normally attend all meetings of the LSB.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |



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| 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

*Note as at December 2025: These Terms of Reference currently under review pending redrafting and approval of the LSB Articles of Association.*



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## Appendix B Members 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;

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).

1.5 Members have noted the DfE preference to have five Members but would only wish to appoint candidates with relevant expertise. The Member Board will remain at three until such time as suitable candidates are identified.



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.<br><br>The Clerk to the Board is authorised to make non-material and/or minor amendments to these Terms of Reference consequent on material amendments agreed by the Board and/or minor amendments required pursuant to minor changes to procedures/ job titles or job role etc. |
| Review     | These Terms of Reference shall be reviewed annually by the Board.                                                                                                                                                                                                                                                                                                                                                                                      |
|            | <i>These Terms of Reference reviewed and approved by Members on 17 December 2024 and noted by the Board of Trustees on 11 December 2025.</i>                                                                                                                                                                                                                                                                                                           |



## Appendix C L.E.A.D. Teaching School Hub Ltd Terms of Reference and Delegations

|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|-----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Purpose                     | <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. TSH Ltd comprises both the L.E.A.D. Teaching School Hub, the Witham St Hughs English Hub, contracts assigned by the DfE or a Local Authority, a wider CPD offer and L.E.A.D. Equate which services L.E.A.D. Academy Trust.</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"><li>• holding to account and constructively challenging 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;</li><li>• 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;</li><li>• maintaining and reviewing termly the L.E.A.D. TSH Ltd Risk Register in a form agreed by the Directors from time to time;</li><li>• 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</li><li>• 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.</li></ul> |
| Constitution and Membership | <p>Subject to compliance with the attached Articles of Association (see paragraphs 12 &amp; 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              | 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Chair                       | The Directors shall elect a Chair and Vice Chair at the first scheduled meeting of each academic year.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |



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|-----------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                   | Only those Directors who also hold office as a Trustee of L.E.A.D. Academy Trust shall be eligible to stand for election.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Quorum                            | A meeting of the Directors shall be quorate provided that:<br>a) at least two members are present; and<br>b) 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  | 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Attendance                        | The Teaching School Hub Director shall normally attend all meetings of the L.E.A.D. TSH Ltd Board.<br>Any member of the L.E.A.D. Academy Trust Board or of the L.E.A.D. Academy Trust Executive Management Team may be invited to attend any meeting of the L.E.A.D. TSH Ltd Board.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Clerk                             | 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Authority and Delegated Functions | 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.<br><br>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. |
| Amendments                        | 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.<br><br>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.                                                                                                                               |
| Review                            | These Terms of Reference shall be reviewed annually by the L.E.A.D. TSH Ltd Board.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|                                   | <i>These Terms of Reference reviewed and approved by the L.E.A.D. TSH Ltd Board of Directors on 26 September 2025 and noted by the Board of Trustees on 11 December 2025.</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

