



Davies Lane Primary School, Davies Lane, Leytonstone, London, E11 3DR. Company Number: 10234376

*Arbor Academy Trust strives for excellence across its schools and provides an inclusive curriculum that celebrates the social and cultural diversity of students. The Trust's ethos for positive behaviour is based on the five Cs – care, courtesy, commitment, consideration and co-operation. Trust schools will deliver on these values by:*

- *Raising the standard of every school to Outstanding;*
- *Expecting pupils to meet or exceed their potential; and*
- *Deliver a best model for governance for each school that joins the Trust.*

## **Governance Arrangements for 2016-17**

September 2016

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## 1. About Arbor Academy Trust

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1.1 The Arbor Academy Trust was established in September 2016 by the Companies Act of 2006 to meet the charitable object as so defined. In summary, this is:

*“to advance, for the public benefit, education in the United Kingdom by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum.”*

1.2 Full details are set out in the Certificate of Incorporation which includes the Articles of Association which set out how the Trust is governed. This is attached as Appendix A to this document.

1.3 The Trust currently consists of two primary schools:

- Davies Lane Primary (rated Outstanding by Ofsted in 2014), with approximately 1,000 pupils aged 2-11 and located in Leytonstone;
- Selwyn Primary (Rated Good by Ofsted in 2014), with approximately 750 pupils aged 2-11 and located in Chingford.

Both schools have significantly outperformed the national average, in Key Stage 2 results for 2016. Both schools are now oversubscribed in the reception year.

Davies Lane Primary is also a Teaching School and leads the Teaching School Alliance in Waltham Forest.

More information on the two schools can be found on their websites, [www.davieslane.co.uk](http://www.davieslane.co.uk) and [www.selwynprimarywaltham.co.uk](http://www.selwynprimarywaltham.co.uk).

1.4 Arbor Academy Trust currently manages Arcacia Nursery School and Snowberry Children’s Centre on behalf of the local authority.

1.5 Prior to the forming of the Arbor Academy Trust, the two schools had been governed through a Hard Federated Governing Body since September 2013. The governors determined that conversion to academy status and the formation of a Multi- Academy Trust would protect the ethos and culture of the two schools and enable the development of the role of a Teaching School as both schools had a growing and successful record of supporting other schools.

### TRUST ETHOS & VALUES

1.6 We aim to provide an inclusive curriculum, which celebrates the social and cultural diversity of our school. We have high expectations for our children academically and take equal care to develop their all-round abilities and personal confidence through a rich and exciting curriculum and a wide range of sporting and creative activities. Parents and carers are an integral part of our school family and we strive to work with them to make positive contributions to our local community. Parents will figure significantly in the local governance arrangements at school level. We are proud of our long history and this continues to provide

inspiration for us and sits alongside our absolute commitment to provide the best for our community. We promote an ethos towards positive behaviour through the five Cs – Care, Courtesy, Commitment, Consideration and Co-operation.

- 1.7 Our fundamental approach is about striving for excellence in all our schools. We will raise the standards in every school to outstanding. We will expect our pupils to meet or exceed their potential. For us, school leadership is pivotal for the improvement to schools. We will consider for every school joining the Trust the best model of governance, senior leaders and middle leaders which will achieve this.

#### PLANS FOR THE FUTURE

- 1.8 Our initial focus is the development of the Teaching School Alliance with other local schools, approved in March 2016. Through the teaching school, we aim to support failing schools and build alliance with successful schools as well as developing maths and our next generation of local leaders.
- 1.9 We envisage that by 2020 primary schools in our Trust will collectively have around 30 forms of entry (some 8,000 pupils aged 2 -11). We will consider both schools that need support and also those that are good and outstanding schools that wish to convert to become academies who share our ethos and culture and commitment to partnership working. The latter schools will add to our capacity to support schools requiring improvement.
- 1.10 We will carry out due diligence on all schools that seek to join the Trust or are referred to us by the Regional Schools Commissioner. We are prepared to consider an element of risk but there has to be a firm commitment from such schools and the community they serve to become an integral part of our family of schools.

#### GOVERNANCE ARRANGEMENTS

- 1.11 Existing Members and Trustees are drawn from our successful hard federated governing body which was rated outstanding by Ofsted. However, in order to strengthen our corporate skills for managing a larger organisation we have actively recruited additional Members and Trustees who bring with them relevant experience of corporate governance, change management, growth management, risk management and branding / marketing skills.
- 1.12 The Trust Board at its meeting on 21<sup>st</sup> September 2016 agreed our governance arrangements, executive team structure and that 5% top slice of individual school budgets should be applied to cover the activities of supporting all schools within the Trust.

## 2. Governance Structure

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### MEMBERS

- 2.1 The formation of the Trust requires the role of Member be defined – who are likened to act as the “shareholders” of the Trust and are responsible for the performance of the Trustees and the Board for meeting this charitable objective and the ethos and values of the Trust at all times.
- 2.2 Although this ethos and values may change over the course of time, the role of Members is to safeguard these founding principles and to act as a bulwark against the short-term or individual agendas that may arise from time to time that seek to radically alter the purpose of the Trust in a manner which is contrary to these tenets. Members are traditionally non-executive participants in the running of the organisation with a tightly defined role and set of obligations.
- 2.3 The Terms of Reference for Members (see section 4) sets out the role of the Members, how this relates to the wider governance layers that support the delivery of the charitable objects and how the Trust has been established to draw on the time and expertise of Members on a structured basis.
- 2.4 Arbor Academy Trust will have 5 Members; three drawn from the hard federated governing body and two external appointments to bring fresh insight and add challenge.

### TRUSTEES

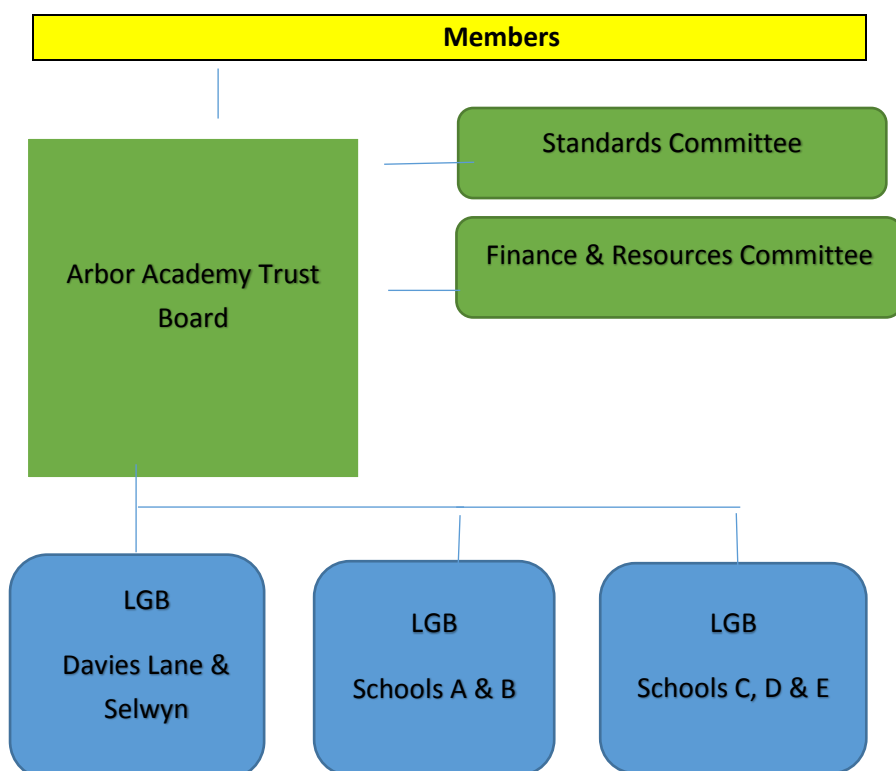
- 2.5 Both Members and Trustees work to deliver the Trust’s ethos and values, however the Trustees are focussed on the delivery of strategic plans, holding the executive to account and ensuring that the annual performance of the Trust meets or exceeds the performance targets agreed as well as compliance with all statutory and regulatory requirements.
- 2.6 Within the governance structure of the Arbor Academy Trust, as a multi-academy trust, the Trustees’ performance is reviewed annually by the Members and by how well they have met both the obligations under Companies Law (in terms of their fiduciary duties as defined in the Companies Act of 2006) and those applicable to the Trust as registered, exempt charity.
- 2.7 Trustees are usually a blend of executive (i.e. employed by the organisation to work on a regular basis) or non-executive (i.e. unpaid volunteers) participants in the running of the organisation with a tightly defined role and set of obligations. Section 5 of this document sets out the role of the Trustees, how this relates to the wider governance layers that support the delivery of the charitable objects and how the Trust has been established to draw on the time and expertise of Trustees on a regular, structured basis – both through the formation and functioning of the main Trust Board, but also the formation of committees of the Board which have specific duties and specialist focal areas.

- 2.8 Trustees will set the vision, values, ethos and work programmes for all schools under its designation. It will also set the scheme of delegation for each school within the Trust and will appoint all governors on any local governing body that exists to govern the separate schools within the Trust. The degree of delegation will be dependent upon the strength of the Local Governing Body (LGB) and the previous performance of each school served by the LGB. Trustees will be appointed for a four-year period and the Chair and Vice-chair of the Trust Board will be appointed for 2 years to give continuity. Through experience gained by serving on a LGB and/or a Trust Committee, the Trust will develop a sustainable programme of recruiting trustees committed to the original ethos and culture of the Trust determined by the founding members.
- 2.9 Arbor Academy Trust will have up to 9 Trustees; five drawn from the hard federated governing body and two external appointments strengthening our corporate management skills. Two further appointments will be made as the Trust grows in size. There is scope for the Trust Board to co-opt a further 3 trustees.

## COMMITTEES

- 2.10 Initially, the Trust Board will have three main committees, each chaired by a Trustee who will report back to the Board. These three committees will be:
- Standards Committee
  - Finance and Resources Committee
  - Local Governing Body for Davies Lane and Selwyn primary schools
- 2.11 The Standards Committee recommends and monitors:
- Quality standards and targets for each Academy
  - Curriculum teaching and assessment policies
  - Training and Development for staff in Trust
- 2.12 The Finance and Resources Committee recommends and monitors:
- The finances of the Trust
  - The budget for each Academy
  - Capital and building works
  - Procurement of all service contracts and goods
  - Human resource policies and procedures
- 2.13 The Local Governing Body for Davies Lane and Selwyn primary schools will:
- Monitor and evaluate education performance against criteria set by the Trust
  - Monitor and evaluate safeguarding and wellbeing of pupils and staff
  - Develop and maintain good relationships with the local community
  - Report to Standards Committee on meeting performance targets
  - Report to Finance and Resources Committee on financial management

- 2.14 Initially, there will be one LGB for Davies Lane and Selwyn Primary Schools. It is intended that the LGBs will cover more than one school so as to reduce the number of LGBs reporting to the Board. Schools will be grouped together on a location basis under the leadership of an Executive Principal who will report directly to the Chief Executive. The Trust believes in close working between schools and will implement matrix management models for groups of schools as they join the Trust. This is best supported by LGBs covering more than one school. LGBs will therefore reflect the vision, values and ethos of the Trust. The Trust will retain the power to remove delegated powers to an LGB should the need arise. We would expect parents to make up 50% of the membership of each LGB.
- 2.15 The Trust structure can be summarised as follows:



- 2.16 The termly cycle of meetings is set out in Appendix B to this document and enables a flow of information and decision making between the Trust Board and its committees. The provisional meeting dates for the year are set out in Appendix C.
- 2.17 The Arbor Academy Trust Governance Matrix – which is attached as Appendix D to this document sets out and clarifies the roles at each layer as well as how decisions flow through from the Trust to each Academy.
- 2.18 The proposed structure of the Executive Team is set out in Appendix E to this document. This structure incorporates the role of the Teaching School Alliance and the management of Acacia Nursery School and Snowberry Children’s Centre. All posts within the structure are Trust appointments. As new schools join the Trust, additional Executive Principals will be appointed for each cluster of schools.

### 3 *Current Membership*

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#### *Members*

- Marcia Douet
- Michael Russell
- Helen Wagner (Until October 2016)
- Jenni Walsh (From October 2016)
- Paul Lyons (From October 2016)

#### *Trustees*

- Marcia Douet (Chair)
- Bobby Friedman
- Graham Moss (Vice-Chair)
- Maureen Okoye (Chief Executive)
- Michael Russell
- Helen Wagner (From October 2016)
- Jaqueline Westaway (From October 2016)

#### *Governors*

- Sarah Falola (Parent)
- Martha Kilner (Parent)
- Tamie Kyriakou (Parent)
- Fiona Sinclair (Parent)
- Kristy Barter (Trustee appointment)
- John Cottrill (Trustee appointment) (Also a Parent)
- Imran Patel (Trustee appointment)
- Lesley Pikesley (Trustee appointment)
- Helen Wagner (Trustee appointment) (Also a Parent)
- Jenni Walsh (Trustee appointment) (Also a Parent)
- Margaret Skeete (Staff appointment)
- Lisa Bogle (Head of School)
- Bronwen Chalmers (Head of School)



## 4. *Terms of Reference for Members*

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### *ROLE OF MEMBERS*

- 4.1 The formation of the Trust requires the role of Member be defined – who are likened to act as the “shareholders” of the Trust and are responsible for the performance of the Trustees and the Board for meeting this charitable objective and the ethos and values of the Trust at all times (set out in section 1).
- 4.2 Although the ethos and values may change over the course of time, the role of Members is to safeguard these founding principles and to act as a bulwark against the short-term or individual agendas that may arise from time to time that seek to radically alter the purpose of the Trust in a manner which is contrary to these tenets.
- 4.3 Members are traditionally non-executive participants in the running of the organisation with a tightly defined role and set of obligations. This document sets out the role of the Members, how this relates to the wider governance layers that support the delivery of the charitable objects and how the Trust has been established to draw on the time and expertise of Members on a structured basis. This is made further clarified by contrasting this to the roles and duties of Trustees and the Board - who have responsibility to:
- Act within their powers;
  - Promote the success of the company;
  - Exercise independent judgement;
  - Exercise reasonable care, skill and diligence;
  - Avoid conflicts of interest;
  - Not accept benefits from 3<sup>rd</sup> parties; as defined in the Academies Financial Handbook para 3.5; and
  - Declare interest in proposed transactions or arrangements
- 4.4 Members are responsible for two key functions:
- the appointment of the founding Trustees who form the Board; and
  - undertaking an annual review of how the Board is performing in delivering against the ethos and values that have been defined.
- 4.5 Through these key roles, Members have the ability to challenge the Board of Trustees over any strategic or operational direction of travel that the Trust may be undertaking. Should, in the view of the Members, this be deviating in any significant and meaningful way from the founding ethos and values of the Trust, the Members can intervene. In exercising their rights, as defined in the Academy Articles of Association, this may lead to Members executing their ultimate sanction – the dissolution of the Board and the reformation of this to secure the Trust’s alignment with the charitable objects and the ethos and values of the Trust.

- 4.6 Beyond these statutory functions, Members in the Arbor Academy Trust will also be requested to support the development and promotion of the Trust's brand as an education service provider of choice and to champion the work of the Trust as deemed necessary.
- 4.7 At all times, the Trust is required to have a minimum of three active and current Members. The Trust will seek to have five Members in place at all times to provide the capacity and support for the wider governance oversight required. All Members who accept the role of Member shall be required to sign a written consent to become a Member and to sign the register of Members, which is publicly available. In fulfilling this role, Members are advised that they cannot exercise their rights and powers stemming from the Articles of Association that would cause the Arbor Academy Trust to contravene its charitable objects.

#### GOVERNANCE STRUCTURE

- 4.8 The governance structure of the Trust is geared towards an efficient, transparent and wholly accountable approach whereby the allocation of public funds and the decision making process within the Trust are open for review by appropriate bodies. Members sit as the founding body of the Trust who appoint the initial Trustees (the Board) and who then review and monitor the performance of the layers through to individual academies. Appended to this document is the Arbor Trust Governance Matrix – which further sets out and clarifies the roles at each layer as well as how decisions flow through from the Trust to each Academy.
- 4.9 The basis for this structure is geared around being able to positively address the key questions for any Multi-Academy Trust Board by the All Party Parliamentary Group on Education Governance and Leadership and published by the National Governors Association, which relate to Vision, Ethos and Governance:

1. Does the Trustee Board have a clear vision and strategic priorities for the next three to five years, to which all academies contribute and which is understood by each of its academies?

*Yes, the Arbor Trust Board has a clear vision of initially consolidating the two schools and nursery that converted in September 2016 to form the Trust, along with the leadership and expansion of the Teaching School Alliance. The Trust has a clear strategy for growth via either brokered converting schools, free school applications or applications for Academy Orders for schools voluntarily seeking to join the Trust.*

2. How effectively do these strategic priorities drive the governance structure, activities and agenda setting at all levels of the Trust?

*The oversight of how the Trust will meet these objectives and how these correlate directly to the charitable objects defined in the Articles of Association is firstly through the adoption of proven governance models and the creation of clear and transparent*

*roles and responsibilities for each layer of the model and secondly through the invitation to suitably qualified, skilled and driven individuals to join the Trust at this foundation stage to further drive the agenda forward along with the existing Members and Trustees in place.*

3. What vision does the Trustee Board have for the size of the Trust and how does the strategy ensure that there is the capacity to support any additional academies well?

*The ethos and values of the Trust set out a challenging vision for how all schools under aegis of the Trust will be outstanding and how the lives of each pupil in a Trust school will be supported to achieve or exceed their potential. Against this, the Trust is taking a measured and considered approach to growth and will work to ensure that the standards achieved in our current schools is never compromised or risked through dilution of focus or effort and the on-going recruitment of quality teams through the Teaching School is key to how this capacity risk will be addressed throughout the lifetime of the Trust's expansion plans.*

4. Is the structure of the Trust from its members to academy level governance conducive to effective working, ensuring check and balances but avoiding duplication at different levels, and delivering good two-way communications?

*Yes – the adoption of proven governance models and the consolidation of local governance agendas and structures ensures that duplication is eliminated. The creation of two dedicated committees of the Board to oversee Standards, Finance and Resources will ensure that the work of the Board is undertaken against a pre-define calendar and with clear lines of accountability throughout the structure.*

5. How does the Trustee Board ensure that its governance structure is clear, in keeping with its Articles of Association, and that those at regional, cluster and academy level understand their roles and responsibilities compared to those of the Trustee Board?

*The Board have appointed qualified and experience agents to act on their behalf to firstly define the Terms of Reference, Schemes of Delegation and Codes of Conduct for each discrete layer of governance, and secondly to implement a holistic and robust clerking service to provide a central repository for all declarations, documents and papers relating to meetings and participants. The Trust also plans to continue to invest in governance training for all levels of the Trust structures and to ensure that the publication of the governance structure, meeting calendar and key participants is kept current and updated on the Trust website at all times.*

6. a) Does the Trustee Board have a scheme of delegation, is it published on its website and those of its academies, and does the scheme make clear where the following key governance functions are exercised:

- Determining each individual academy's vision, ethos and strategic direction?
- Recruiting each academy's Principal/Head of school?
- Performance management of each academy's Principal/Head of school?
- Determination of Human Resources policy and practice?
- Oversight of each academy's budget?
- Assessment of the risks for each academy?

Yes, this is set out in the Terms of Reference for the Local Governing Body of Davies Lane and Selwyn Primary Schools. This will be published on the website in October 2016.

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

*This is an issue the Trust will resolve and further define as the growth of the Trust mandates this.*

## TERMS OF REFERENCE FOR MEMBERS

### 4.10 Purpose

To fulfil the role of “Member” as defined in the Articles of Association and meet the statutory and functional roles as described therein.

### 4.11 Scope

- a. To assess the performance of the Trustees and Board of Trustees over the preceding twelve month period, against the following criteria:
  - Delivery of the executive functions and strategic plans as measured against the defined ethos and values of the Trust;
  - Achieving compliance with the defined charitable objects and the adherence to the terms and structures as defined in the Articles of Association; and
  - How well the medium-to-long term prospects of the Trust have been assessed and planned for.
- b. To formally approve (or not) the current constitution of the Trust as set out in the charitable objects on an annual basis;
- c. To formally approve (or not) the current Board of Trustee composition and mandate to function on behalf of the Trust;
- d. To formally approve (or not) the appointed auditors for the Trust;
- e. To formally appoint or terminate membership of Members to / from this group;
- f. To formally report on the decision and views of Members in a timely manner and contribute to the overall governance of the Trust through clear and rigorous delivery of these duties; and
- g. To promote and support the charitable objects of the Trust at all times and where ever deemed appropriate and commensurate with the role of Member.

### 4.12 Membership

The Members are appointed in line with Clause 12 of the Articles of Association and on-going holding of this office is contingent on meeting the terms and strictures of this document at all times. Members are required to retain a current and working knowledge of the Articles of Association, the defined Schemes of Delegation for the Board, committees of the Board and the local governance structures at all times.

### 4.13 Quorum

At least three Members shall be required to be present – either in person, via an approved proxy or by agreed teleconferencing or videoconferencing facilities for any meeting of Members to be quorate.

4.14 Voting

Only Members may vote at any duly constituted meeting and decisions shall be made by a **simple majority** in all cases where **ordinary resolutions** are passed or by **75% majority** where **extraordinary resolutions** are passed.

4.15 Frequency of Meetings

Annually or by agreed special meetings called to pass extraordinary resolutions.

4.15 Reporting

Any meeting convened by Members will be supported by the Arbor Academy Trust's appointed clerking service and will be fully minuted and recorded. All minutes will be approved and published within fourteen days of the meeting (subject to appropriate deductions) to the agreed recipients – which are likely to include:

- All Members;
- the Chairperson of the Arbor Academy Trust Board; and
- the Chief Executive Officer.

A copy of these minutes will be stored centrally and will be made available on request to interested parties.

## 5. Terms of Reference for Trustees

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### ROLE OF TRUSTEES

- 5.1 Trustees are focussed on the delivery of strategic plans, holding the executive to account and ensuring that the annual performance of the Trust meets or exceeds the performance targets agreed as well as compliance with all statutory and regulatory requirements.
- 5.2 Within the governance structure of the Arbor Academy Trust, as a multi-academy trust, the Trustees' performance is reviewed annually by the Members by reference to how well they have met both the obligations under Companies Law (in terms of their fiduciary duties as defined in the Companies Act of 2006) and those applicable to the Trust as registered, exempt charity. Although this can sound daunting, these are largely in line with the role of traditional local governing bodies, but acting at an aggregated level across any number of academies that form the Trust.
- 5.3 Trustees are usually a blend of executive (i.e. employed by the organisation to work on a regular basis) or non-executive (i.e. unpaid volunteers) participants in the running of the organisation with a tightly defined role and set of obligations. In this document, the Arbor Academy Trust sets out the role of the Trustees, how this relates to the wider governance layers that support the delivery of the charitable objects and how the Trust has been established to draw on the time and expertise of Trustees on a regular, structured basis – both through the formation and functioning of the main Trust Board, but also the formation of key committees of the Board which have specific duties and specialist focal areas. The Trustees must:
- Act within their powers;
  - Promote the success of the company;
  - Exercise independent judgement;
  - Exercise reasonable care, skill and diligence;
  - Avoid conflicts of interest;
  - Not accept benefits from 3<sup>rd</sup> parties as defined in the Academies Financial Handbook para 3.5; and
  - Declare interest in proposed transactions or arrangements
- 5.4 The Trustees, in accordance with the Articles of Association, shall not number less than three and may be expanded to meet the needs of the organisation to any size. However, the composition of the body of Trustees must reflect the following structures:
- Up to nine appointed by ordinary resolution;
  - The Chief Executive Officer, if appointed as a Trustee; and
  - A minimum of two Parent Trustees elected or appointed to serve in this role if there is not a local governing body
  - Provision for three co-opted Trustees
- 5.5 Trustees should at all times have the skills and abilities to:
- Constantly focus on what's best for the Academies and pupils by challenging in a constructive manner, asking probing questions and visualising the strategic picture, in terms of both the MAT and the Academies within it;

- Understand and effectively carry out their roles, responsibilities and accountabilities, with the ability to take risks and consider dynamic and innovative options;
- Measure and lead school improvement and drive the necessary changes;
- Understand the financial and the business elements of leading a MAT, as well as the legal aspects of the role and how the Arbor Academy Trust and the business work;
- Work as part of a team and accept shared responsibility and accountability, as well as undertaking frequent self-evaluation in order to remain effective;
- Act with a strong moral purpose, integrity and honesty, and as an advocate for the MAT's values, ethos and philosophy;
- Express disagreement in a rational and professional manner;
- Adopt an entrepreneurial mind-set in order to see and make the most of opportunities that are outside the day-to-day practices of the Arbor Academy Trust;
- Be innovative, creative and open-minded by engaging in futures thinking and 'horizon scanning'; and
- Ensure that they have the commitment and stamina to drive forward the Arbor Academy Trust, as well as the will to abandon the 'good' in order to find the 'outstanding'.

#### GOVERNANCE STRUCTURE

5.6 The governance structure of the Trust is geared towards an efficient, transparent and wholly accountable approach whereby the allocation of public funds and the decision making process within the Trust are open for review by appropriate bodies. The Trustees act as the responsible body for the performance of the Trust and all Academies therein and are accountable for the delivery of the annual plans. Appended to this document is the Arbor Trust Governance Matrix – which further sets out and clarifies the roles at each layer as well as how decisions flow through from the Trust to each Academy.

5.7 The basis for this structure is geared around being able to positively address the key questions for any Multi-Academy Trust Board by the All Party Parliamentary Group on Education Governance and Leadership and published by the National Governors Association, which relate to Vision, Ethos and Governance:

1. Does the Trustee Board have a clear vision and strategic priorities for the next three to five years, to which all academies contribute and which is understood by each of its academies?

*Yes, the Arbor Trust Board has a clear vision of initially consolidating the two schools and nursery that converted in September 2016 to form the Trust, along with the leadership and expansion of the Teaching School Alliance. The Trust has a clear strategy for growth via either brokered converting schools, free school applications or applications for Academy Orders for schools voluntarily seeking to join the Trust.*

2. How effectively do these strategic priorities drive the governance structure, activities and agenda setting at all levels of the Trust?

*The oversight of how the Trust will meet these objectives and how these correlate directly to the charitable objects defined in the Articles of Association is firstly through the adoption of proven governance models and the creation of clear and transparent roles and responsibilities for each layer of the model and secondly through the invitation to suitably qualified, skilled and driven individuals to join the Trust at this foundation stage to further drive the agenda forward along with the existing Trustees and Trustees in place.*

3. What vision does the Trustee Board have for the size of the Trust and how does the strategy ensure that there is the capacity to support any additional academies well?

*The ethos and values of the Trust set out a challenging vision for how all schools under aegis of the Trust will be outstanding and how the lives of each pupil in a Trust school will be supported to achieve or exceed their potential. Against this, the Trust is taking a measured and considered approach to growth and will work to ensure that the standards achieved in our current schools is never compromised or risked through dilution of focus or effort and the on-going recruitment of quality teams through the Teaching School is key to how this capacity risk will be addressed throughout the lifetime of the Trust's expansion plans.*

4. Is the structure of the Trust from its Trustees to academy level governance conducive to effective working, ensuring check and balances but avoiding duplication at different levels, and delivering good two-way communications?

*Yes – the adoption of proven governance models and the consolidation of local governance agendas and structures ensures that duplication is eliminated. The creation of two dedicated sub-committees of the Board to oversee Standards, Finance and Resources will ensure that the work of the Board is undertaken against a pre-define calendar and with clear lines of accountability throughout the structure.*

5. How does the Trustee Board ensure that its governance structure is clear, in keeping with its Articles of Association, and that those at regional, cluster and academy level understand their roles and responsibilities compared to those of the Trustee Board?

*The Board have appointed qualified and experience agents to act on their behalf to firstly define the Terms of Reference, Schemes of Delegation and Codes of Conduct for each discrete layer of governance, and secondly to implement a holistic and robust clerking service to provide a central repository for all declarations, documents and papers relating to meetings and participants. The Trust also plans to continue to invest in governance training for all levels of the Trust structures and to ensure that the publication of the governance structure, meeting calendar and key participants is kept current and updated on the Trust website at all times.*

- a) Does the Trustee Board have a scheme of delegation, is it published on its website and those of its academies, and does the scheme make clear where the following key governance functions are exercised:

- Determining each individual academy's vision, ethos and strategic direction?
- Recruiting each academy's Principal/Head of school?
- Performance management of each academy's Principal/Head of school?
- Determination of Human Resources policy and practice?
- Oversight of each academy's budget?
- Assessment of the risks for each academy?

Yes, this is set out in the Terms of Reference for the Local Governing Body of Davies Lane and Selwyn primary schools. This will be published on the website by 1<sup>st</sup> October 2016.

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



*This is an issue the Trust will resolve and further define as the growth of the Trust mandates this.*

## TERMS OF REFERENCE FOR TRUSTEES

### 5.8 Purpose

To fulfil the role of “Trustee” as defined in the Articles of Association and meet the statutory and functional roles as described therein.

### 5.9 Scope

#### a) *Setting the strategic direction*

- to ensure that the sponsor’s vision and values underpin the way in which the Arbor Academy Trust works and the relationships within the Trust;
- to determine the targets for educational, financial and operational outcomes on an annual basis;
- to approve the Arbor Academy Trust and individual academies annual and three year strategic plans; and
- aspire to have all schools as outstanding schools.

#### b) *Ensuring high standards of achievement and improved performance*

- to ensure that all academies in the Trust are effectively challenged and supported to maximise outcomes of children and young people who attend;
- to receive reports from the relevant sub-committee(s) of the Board at every duly constituted Trust Board meeting in order to review regularly outcomes and impact against key performance indicators as identified in the Arbor Academy Trust’s strategic plan; and
- to challenge and support the Trust’s senior officers and academy leaders to achieve best value in terms of impact, outcomes, quality and cost.

#### c) *Ensuring strong and robust governance*

- to ensure compliance with the Arbor Academy Trust’s duties under company law and charity law and agreements made with the Department for Education (DfE) including Master Funding Agreement and Supplemental Funding Agreements;
- to ensure the continued charitable status of the Trust;
- to approve the Trust Board’s terms of reference and keep them under annual review;
- to approve the Trust’s accountability framework and keep it under annual review;
- to approve the terms of reference for all sub-committees of the Board and any local governing structures and keep them under regular review;
- to approve the Arbor Academy Trust’s policy framework that identifies responsibilities for approving specific policies and keeping this fully compliant with all statutory and regulatory requirements at all times;
- to take timely action to address decisions for which there is a legal requirement for Trust Board approval;
- to ensure effective consultation and communication with all constituent parts of the Trust and key external stakeholders;
- to review its own effectiveness regularly and agree appropriate actions to improve its

performance – including ensuring annually that all transactions of a commercial or financial nature represent the most economically advantageous outcome for the Trust and associated Academies.

d) *Ensuring sound financial practices*

- to approve the Arbor Academy Trust’s annual budget and keep it under regular review by receiving a report from the finance and resources committee at every board meeting;
- to approve each component Academy’s bottom line annual budget, review annually and endorse plans to address identified over or underspends;
- to agree the scheme of financial delegation to Arbor Academy Trust Academies and review this annually; and
- to receive the annual report from the Trust’s auditors and take the appropriate actions to respond positively to any recommendations.

e) *Ensuring the Trust is deemed an employer of choice*

- to approve trust wide employment policies for all trust employees;
- to appoint the chief executive, executive principal, academy heads of school and endorse the appointment of all other staff made by the chief executive or executive principal;
- to annually assess staff views on the Trust as an employer and act to address Trust-wide themes or issues that are identified.

f) *Ensuring a secure health and safety environment*

- to approve the Arbor Academy Trust’s health and safety policy and review its implementation annually – ensuring that all sites, at all times, are fully compliant with the relevant legislation around the workplace; and
- to ensure that the Trust meets all obligations and responsibilities as the “corporate landlord” with regards to the build environment and all sites under the Trust’s domain.

g) *Ensuring effective child protection and safeguarding*

- to approve the Arbor Academy Trust’s safeguarding policy and keep it under regular review; and
- to receive an annual report on the effectiveness of safeguarding practices in all the component academies and within the Trust itself – highlighting all issues and actions arising from these.

#### 5.10 Membership

The Trustees are appointed in line with the relevant clauses of the Articles of Association and on-going holding of this office is contingent on meeting the terms and strictures of this document at all times. Trustees are required to retain a current and working knowledge of the Articles of Association, the defined Schemes of Delegation for the Board, committees of the Board and the local governance structures at all times.

#### 5.11 Quorum

Three Trustees are required to be present.

#### 5.12 Voting

Only Trustees may vote at any duly constituted meeting and decisions shall be made by a **simple majority** in all cases where **ordinary resolutions** are passed or by **two-thirds (rounded up to a whole number) y** where **extraordinary resolutions** are passed. All Trustees have a single vote.

#### 5.13 Frequency of Meetings

The Trust Board will meet at least once termly – three (3No.) meetings annually with any extraordinary meetings called within the parameters defined by the Articles of Association.

#### 5.14 Reporting

Any meeting convened by Trustees will be supported by the Arbor Academy Trust's appointed clerking service and will be fully minuted and recorded. All minutes will be approved and published within fourteen days of the meeting (subject to appropriate deductions) to the agreed recipients – which are likely to include:

- All Trustees;
- the Chairperson of the Arbor Trust Board; and
- the Chief Executive Officer.

A copy of these minutes will be stored centrally and will be made available on request to interested parties.

## 6. Terms of Reference – Local Governing Body

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### ROLE OF GOVERNORS

- 6.1 The Arbor Academy Trust has adopted an approach that two or three academies share a LGB. In this way, as the number of academies in the Trust grows, the Trust Board will be able to manage relationships with each individual LGB. A member of the Trust Board will be linked to each LGB.
- 6.2 The LGB essentially performs an advisory role. Recommendations from an LGB will be considered by the Trust Board or one of its committees and either approved, with or without modifications, or rejected.
- 6.3 There will be between 10-14 members of an LGB. The size is dependent on the number of schools served by the LGB. A minimum of 50% of the membership will be parents. All members are appointed by the Trust Board. The Trust Board expects that all members will be active participants, making time to visit the academies, prepare for and attend LGB meetings and play a challenging but supporting role.
- 6.4 The **Scheme of Delegation** sets out the responsibilities that the Trust Board have delegated to a LGB. The powers reflect the Articles of Association signed by the members when the Arbor Education Trust was established. It may differ between LGBs depending upon whether academies served by the LGB were sponsored or not when joining the Trust. Therefore, each LGB will have its own Scheme of Delegation.
- 6.5 The **Terms of Reference:** describes what the a LGB needs to accomplish on an annual basis. It is a common document across all LGBs. It focuses on an agenda and programme of work for the responsibilities that have been delegated to it by the Trust Board. Key amongst these are the monitoring of the quality of teaching and learning taking place in each Academy, the safeguarding of all pupils and staff and relationships with local communities.
- 6.6 The **Code of Conduct:** sets out the high expectation that the Trust Board has on all those who volunteer to serve on an LGB. The Trust expects the highest standards of professionalism, courtesy, respect and adherence to standards of behaviour. The Trust reserves the right to remove any member of an LGB who is judged to have not met those standards.

### CONSTITUTION

- 6.7 All members of the Local Governing Body are appointed by the Trust Board. The Local Governing Body for Davies Lane and Selwyn primary schools shall have the following members:
- (a) One Staff Governor (see paragraph 6.11 below)
  - (b) The Head of School for each Academy served by the LGB
  - (c) Two parent governors for each Academy served by the LGB, elected or appointed by the Trust Board (see paragraphs 6.12 and 6.13 below)
  - (d) Up to 6 Board Governors appointed by the Trust Board, one of which shall be a member of the Trust Board.

- 6.8 The LGB may also recommend to the Trust Board the appointment of up to 3 non-voting co-opted members.
- 6.9 Any member of the Trust Board or Trust Executive Team shall be entitled to attend any meeting of the Local Governing Body. Any Trustee attending a meeting of the Local Governing Board with the consent and the direction of the Trust Board shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Local Governing Body.
- 6.10 All persons elected or appointed to the Local Governing Body shall sign a written undertaking to the Trust Board to uphold the Vision, Values and Objectives of Arbor Academy Trust and abide by the Code of Conduct as drawn up by the Trust Board.
- 6.11 The election of the Staff Governor will follow a process determined by the Trust Board. All staff employed in the Academies served by the LGB (e.g. teaching or non-teaching) will have the right to stand for election and to vote. As Heads of School will be treated for all purposes as an ex-officio member of the LGB, they are not eligible to be a Staff Governor.
- 6.12 Parent Governors shall be elected by parents with registered pupils at the Academy and must be parents of a pupil at that Academy when elected. Except where required by the Trust Board, any matters relating to the election of Parent Governors, including any question of whether a person is a parent of a registered pupil at the school will be determined by the Local Governing Board.
- 6.13 If the number of parents standing for election is fewer than the number of vacancies, the Local Governing Board will recommend to the Trust Board a person who is the parent of a registered pupil at the Academy, or if that is not practical, a person who is the parent of a child of compulsory school age.
- 6.14 The Trust Board may appoint up to 3 persons to be Co-opted Governor, as recommended by the LGB. A Co-opted Governor is a person who will serve on the LGB who has not been appointed or elected to serve on the LGB. The Trust Board may not co-opt a person who is employed at one of the Academies if the number of employees serving on the Local Governing Board (including any Head of School) would exceed one-third of the total number of persons serving on the Local Governing Board, including any Co-opted Governors.
- 6.15 The term of office for any person serving on the Local Governing Board shall be four years, save that this time limit shall not apply to
- (i) A Head of School who will serve for as long as he or she remains in office;
  - (ii) Persons who serve as Co-opted Governors who shall serve for 1 year only; and
  - (iii) Trustees.

- 6.16 Subject to remaining eligible to be a particular type of member of the Local Governing Body, any person can be re-appointed, re-elected or co-opted again.
- 6.17 The Trust Board has an absolute right to remove any person from the LGB, if at the discretion of the Trust Board, this is deemed appropriate or necessary for the continued good governance of the Trust.
- 6.18 A person serving on the LGB, or any Committee of the LGB, shall cease to hold office if he or she breaches the agreed Code of Conduct or any policies or procedures which apply to members of the LGB including any breaches of confidentiality.

#### SCHEME OF DELEGATION

- 6.19 The LGB may exercise the powers delegated to it by the Trust Board as set out in this Scheme of Delegation. The Trust Board reserves the right to amend any Scheme of Delegation in accordance with the provisions of the Companies Act 2006, the Articles of Association and any special resolution agreed by the Trust Board.
- 6.20 The Trust Board will determine all policies and procedures which it considers are strategic issues that affect the company and any of its Academies. For each LGB, the Trust Board is free to decide what constitutes a Strategic Issue having regard to all the circumstances. The following are deemed to be Strategic Issues for all Academies:
- (i) Appointment of members of the Executive Team, including Heads of School
  - (ii) The structure and functions of any local teams supporting Academies
  - (iii) Financial Management of the Trust and budget setting for each Academy
  - (iv) Procurement of all service contracts and goods
  - (v) Building and capital works
  - (vi) Training and development of staff employed by the Trust
  - (vii) Determination of curriculum, teaching and assessment policies and frameworks and quality standards and targets for each Academy
  - (viii) Matters falling within the power of any other sub-committee of the Trust Board
  - (ix) Any other matter notified by the Trust Board as being a Strategic Issue.
- 6.21 The LGB will have the following delegated powers:
- (i) Monitor and evaluate the education performance of any Academy served by the LGB against the defined criteria established by the Trust Board;
  - (ii) Monitor and evaluate the safeguarding and wellbeing of pupils, staff and any visitors to each Academy in line with the Health and Safety and operating policies agreed by the Trust Board;

- (iii) Develop and maintain good relationships with the local communities, especially parents, for each Academy;
- (iv) Raise with the Trust Board for further investigation, consideration or request for additional resources to be allocated to address local issues in order to further enhance the quality of teaching and learning and standards achieved in any Academy.

6.22 These powers are explained in more detail in the following paragraphs.

6.23 *Ethos and Values:* The ethos and mission statement for every Academy in the Trust shall be the sole responsibility of the Members of the Trust. The LGB responsibility is to ensure that each Academy is conducted in accordance with the defined ethos and values in a consistent and rigorous manner.

6.24 *Finance:* The Trust Board has the power to withhold a percentage of the funds to each Academy provided by the Secretary of State to meet certain costs in undertaking their functions and meeting their responsibilities. This is known as the Top-slice and has been set at 5% for 2016-17. The creation and administration of the accounts for each Academy shall be the sole responsibility of the Trust Board. The LGB must ensure that no actions or activities contravene the requirements of the Academies Financial Handbook. The Trust Board will determine the restrictions of any in-year virement between cost centre headings. The LGB has no power to exceed the revenue budget for the school and must stay within the restriction on borrowing as set out in the Master Funding Agreement for the Trust. The LGB has the right to raise voluntary funds for an Academy but oversight and management will rest with the Trust Board as proper accounts have to be kept by the Company.

6.25 *Educational Performance:* The LGB must have regard at all times to application and adherence to the teaching and learning strategies and policies determined by the Trust Board for each Academy. The LGB will hold the Head of School and Academy staff to account for meeting the standards defined for the Academy in line with the Trust objectives and strategic ambitions for educational performance. The LGB must report to the Standards Committee of the Trust Board the reasons for and actions to address any deviation from the standards set by the Trust Board and must follow the advice and recommendations issued by the Trust Board in respect of raising standards. The LGB and Trust Board will work together to ensure that the progress made by every pupil in each academy is optimised and that each Academy is working to achieve an "Outstanding" Ofsted Judgement and once achieved, to maintain and improve upon this performance.

6.26 *Premises:* The Trust Board will determine the capital programme for each Academy, but the LGB can put forward recommendations on priority work. The Trust Board will have the responsibility of insuring the land and buildings and taking any decisions concerning the disposal or acquisitions of land to be used by an Academy. The Trust Board will determine any changes to the capacity of the Academy in respect of pre-statutory and statutory age pupils, having consulted with the LGB. The prime function of the LGB will be the safety of the users of

the buildings and facilities. In this respect the LGB will actively monitor and oversee the application of all safeguarding policies and practices at each Academy. This to include participating and reporting back on link visits and required training.

6.27 *Human Resources Management*: The Trust Board is responsible for the appointment of the Head of School. The Chief Executive or her named representative has the power to attend any appointment to the senior leadership team of an Academy and has the right to veto any appointment if she is not satisfied that an applicant is suitable for the post concerned. The Trust Board will determine through the job description such powers and functions as are required by the Head of School for the internal organisation, management and control of each Academy. Policies relating to Pay, Terms and Conditions of Employment, Performance Management, Recruitment, Capability, Disciplinary and Complaints procedures will be determined by the Trust Board and the LGB is expected to rigorously implement them. The LGB shall be responsible for the appointment and management of all other staff to be employed at each Academy. This to include procedures for the performance management and professional and personal development of all staff other than those with senior leadership responsibilities.

6.28 *Extended Schools Agenda*: The LGB shall be responsible for undertaking any activities as part of the Academy's "extended schools agenda" or any other activity that generates income for the Academy. However, in doing so the LGB must act in a manner which is consistent with any policy set by the Trust Board, having regard to the viability of such activities and any financial implications that could impact negatively on the core objective of raising standards.

6.29 *Intervention and Removal of Delegated Responsibility*: The Trust Board and the LGB acknowledge the value of maintaining a good working relationship in order to achieve the best possible educational outcomes for all pupils and to focus on achieving this at all times. Following a review of performance, standards, operational effectiveness or the behaviour and conduct of the LGB or threatened intervention by the Secretary of State, the Trust Board reserves the unfettered right to intervene and review or remove any power or responsibility conferred on the LGB under this Scheme of Delegation. This could include the immediate dissolution of the LGB and the replacement by an Interim Executive Board whose membership would be determined by the Trust Board. Both the Trust Board and LGB agree to discuss openly any situation that may arise and use their best endeavours to agree measures to resolve any concerns in a timely and effective manner. This may include clear advice and recommendations from the Trust Board which the LGB would be expected to implement in full.

#### TERMS OF REFERENCE

6.30 The LGB is a committee of Arbor Academy Trust. Its prime function is to assist the Trust Board and the Standards Committee in achieving the objectives and delivering the policies and



procedures in relation to curriculum provision, safeguarding performance, standards, communication and parental and local community engagement.

6.31 Purpose: The implementation and monitoring of the Trust Board's

- (i) Teaching and Learning Strategies (including IT)
- (ii) Development Plan for the Academy which impacts directly in standards and raising achievement.
- (iii) Policy and provisions for Daily Collective Worship and Religious Education Policy matters in relation to the curriculum
- (iv) Policy and Provisions for Sex and Relationship Education
- (v) Communication Policy and protocols
- (vi) Policy in relation to Behaviour and Ethos
- (vii) Policy in relation to staff development and appraisal
- (viii) Delegation of responsibility for Safeguarding, Health & Safety, Pastoral Care, Attendance, Safer Recruitment, Spiritual, Moral, Social and Cultural Development and Extended Services.

6.32 Scope:

- (i) Monitor and review the impact of curriculum development and the Academy action plans such as the School Improvement Plan and Ofsted Action Plan.
- (ii) Monitor and review the implementation of Sex Education and Collective Worship Policies
- (iii) Agree and make recommendations to the Standards Committee of the Trust Board for the annual statutory and non-statutory pupil performance targets and monitor and review progress.
- (iv) Monitor and review information on performance of each Academy for the School Profile.
- (v) Review reports to parents on pupil progress and ensure that statutory requirements are met.
- (vi) Seek the views of parents about the Academy, present these views for comment and action at LGB meetings and report back to parents through defined structures and media for gathering views.
- (vii) Review ways in which home-school links can be improved.
- (viii) Implement and keep under review policies relating to the community use of the Academy and partnership arrangements with community groups.
- (ix) Review and monitor the impact and effectiveness of any parent association.
- (x) Monitor and review parent engagement activities and training.
- (xi) Review and monitor the impact of the wider curriculum activities including booster classes, Saturday schools and any additional intervention.
- (xii) Monitor and review the implementation of the extended offer to pupils e.g. after school clubs, school performances, competitive sports and school journeys. Ensure that liaison with local children centres and outside agencies is robust and for purpose.

- (xiii) Monitor and review all Safeguarding, Health & Safety, Inclusion, Behaviour, Attendance and Extended Services to ensure their effectiveness in meeting the needs of pupils in the Academy
- (xiv) Implement and monitor the Safeguarding policy and procedures to ensure they meet the All London Child Protection Procedures and the Local Safeguarding Children Board procedures. Ensure there is a designated link lead member for Safeguarding.
- (xv) Monitor and review the effectiveness of the implementation of Trust Board Equality Policies e.g. behaviour, anti-bullying, race and gender equality and whistleblowing, ensuring that all staff and parents are familiar with them.
- (xvi) Monitor and evaluate the effectiveness of inclusion management and provision in relation to pastoral care, SEN, EAL, FSM/Pupil Premium, G&T, looked after children and vulnerable groups against OFSTED outstanding judgements and ensure value for money for funding.
- (xvii) Monitor and evaluate the effectiveness of the Spiritual, Moral, Social and Cultural provision on offer to pupils and engage with the school council for their views.
- (xviii) Implement and monitor Trust Board policies relating to Site Security and Safer Recruitment and Vetting so that each Academy provides a safe environment.
- (xix) Monitor and evaluate pre-school provision both in terms of effectiveness in meeting objectives and value for money.
- (xx) Provide feedback on monitoring and evaluation on any of the above to the Trust Board in a timely manner, making recommendations where appropriate for consideration by the Trust Board.

### 6.33 Operational Matters:

- (i) The LGB will meet twice termly with one meeting dedicated to Teaching and Learning and standards. A report on progress towards agreed action plans and targets set by the Trust, using a standard template will be completed and forwarded along with the draft minutes of the meeting within 7 working days. To the Trust Board. Copies of approved minutes shall be forwarded to the Trust Board as soon as possible after approval.
- (ii) Members of the LGB at their first meeting each school year will elect a chair and vice-chair.; except ion the first year of an LGB, the Trust Board will appoint the Chair. Persons employed by the Company or a Trustee of the Company shall not be eligible to be elected as chair or vice-chair. The Trustee shall act as chair during any part of the meeting at which the chair is elected. Any contested election shall be by secret ballot.
- (iii) Any member of the LGB who has or can have a direct or indirect duty or personal interest which conflicts or may conflict with their duty as a member of the LGB shall disclose that fact to the LGB and absent themselves from any discussion where there is a possibility that the conflict will arise.

- (iv) Any conflict between members of the LGB, including any members of any sub-committee of the LGB and the Head of School shall be referred to the Trust Board for their determination.
- (v) The LGB may establish sub-committees, but the constitution, membership and proceedings are subject to approval by the Trust Board and reviewed annually. Additional persons who are not members of the LGB can be co-opted onto a sub-committee as an associate member. However, the majority of the members of any such sub-committee must be members of the LGB or Trust Board.
- (vi) The quorum for any vote will be one-third rounded up to a whole number of the total number of persons holding office on the LGB at the date of the meeting. At least one Trustee must be present for a quorum.
- (vii) The quorum shall be two-thirds rounded up to a whole number of the total number of persons holding office on the LGB at the date of the meeting for the purpose of appointing a Parent Governor, a vote to remove a person from the LGB or to remove the Chair of the LGB. At least one Trustee must be present for a quorum.
- (viii) Any member of the LGB shall be able to participate in meetings of LGB by telephone or video conference provided that at least 24 hours' notice prior to the meeting has been given. A member may also vote by proxy through another member provided there is written confirmation at least 24 hours before the meeting.
- (ix) Any decisions taken by a vote shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the LGB shall have one vote. Where there is an equal division of votes, the chair of the meeting shall have a casting vote in addition to any other vote they may have.

## CODE OF CONDUCT

6.34 The Local Governing Board exists to assist Arbor Academy Trust Board in ensuring the successful delivery of the Trust's objectives in all the Academies served by the LGB. As such, the LGB is accountable to the Trust for the conduct of those Academies and for promoting high standards. The Trust Board expects all governors to:

- (i) promote best practice in governance;
- (ii) ensure that all members promote and uphold high standards of conduct, probity and ethics; and
- (iii) Act in accordance with the Trust's Articles of Association, the scheme of delegation and this code of conduct.

6.35 To this end, the LGB is expected to use “The Good Governance Standard for Public Services” as its guide to good governance and also as a tool to regularly assess the strengths and weaknesses of the local governance arrangements. In addition, all members of the LGB will uphold the seven principles of public life as identified by the Nolan Committee on Standards in Public Life.

6.36 Therefore, this means in practice that all members of the LGB will:

- (i) fulfil their responsibilities and duties in good faith and
  - In the best interests of all the Academies served by the LGB;
  - Secure the proper and effective use of the Academy’s property;
  - Act personally in all respects;
  - Act within the scope of any authority given to them by the Trust Board or LGB by law, by regulations or by the Articles of Association; and
  - Use the reasonable skill and care when making decisions.
- (ii) act in accordance with the Articles of Association.
- (iii) commit to Arbor Academy Trust’s vision, values and objectives, contribute to and share responsibility for decisions taken by the LGB, read LGB agenda papers and attend meetings, training sessions and other relevant events.
- (iv) declare all interests they may have in accordance with the Articles of Association, governance and general law and to comply with any rules requiring withdrawal from a meeting, where required, because of that interest.
- (v) respect the confidentiality of information that they have access to as a member of the LGB and to keep such matters confidential, until instructed otherwise.
- (vi) accept that as an individual member of the LGB, they have no powers to act on behalf of the LGB, unless the LGB have delegated such powers to them and in the case of staff and parent governors this includes consultation on and feedback to staff and parents respectively on matters which are being considered by the LGB.

6.37 Every member of the LGB is under a duty to report any breach of the Code of Conduct or any grounds for believing a breach in the Code of Conduct has occurred to the LGB Chair (or the Vice-Chair if the allegation is about the Chair). Failing to report a breach of the code is in itself a breach of the Code of Conduct. Any breach will be investigated with rigor and may result in suspension or removal from the LGB. In signing up to be a member of a LGB, each member agrees to participate fully in any investigation carried out and to abide by any sanction that may be imposed on them by the LGB or Trust Board.

## 7. Terms of Reference for Standards Committee

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### ROLE OF STANDARDS COMMITTEE

- 7.1 The Standards Committee operates under a Scheme of Delegation from the Trust Board. It must at all times adhere to its Terms of Reference. Its deliberations and actions should include proper planning, monitoring, probity and business professionalism in overseeing its management of standards within all Academies within the Trust.
- 7.2 The Standards Committee will make recommendations to the Arbor Academy Trust Board for consideration and ratification. This to include the overarching standards and delivery of performance targets for Academies within the Trust.

### CONSTITUTION

- 7.3 The membership of the Committee will consist of:
- The Chief Executive
  - Three other Trustees
  - Two independent Education Advisers
- 7.4 Other persons may also be invited to attend for all or part of any meeting, as appropriate. This includes the Chair of the Local Governing Body and members of the Executive Team e.g. Heads of School when needed.
- 7.5 A Trustee, other than the Chief Executive, Chair or Vice-chair of the Trust Board will be appointed as Chair of the Standards Committee and will lead on feedback on recommendations for consideration by the Trust Board.

### SCHEME OF DELEGATION

- 7.6 All matters within the scope of standards within individual Academies and policies and strategies that relate to it.
- 7.7 The key areas of delegation cover:
- Determination of curriculum, teaching and learning policies across all Academies in the Trust
  - Setting quality standards and targets for each Academy
  - Approving training and development programmes for all staff in the Trust
  - Ensuring the appropriate level of skills for all local governors
- 7.8 Scope

- (i) Annually set, monitor and review the standards and performance targets for each Academy in the Trust and recommend to the Finance and Resources Committee the level of resources required to deliver those standards and performance targets.
- (ii) Agree the School Development Plan for each Academy and monitor and review on a termly basis the progress made by the Head of School and Local Governing Body in delivering those standards and performance targets.
- (iii) Consider and agree any recommendations from the Chief Executive and the Local Governing Body on the level of support required by an Academy from the Trust to achieve those standards and performance targets.
- (iv) Recommend to the Finance and Resources Committee the level of resources required within the Executive Team and/or external assistance required to ensure that targets within individual Academy School Development Plans are delivered in a timely and efficient manner.
- (v) Monitor and review all curriculum, teaching and learning policies that effectively deliver the unique ethos and values of the Arbor Academy Trust.
- (vi) Monitor the effectiveness of these policies in delivering the required standards and performance targets within each Academy within the Trust., including feedback from Local Governing Bodies. To recommend appropriate action to the Trust Board where Local Governing Bodies have been identified as not implementing Trust policies.
- (vii) Where a Local Governing Body has been identified as being ineffective in supporting the Chief Executive and Head of School in raising standards to invite the Chair and Vic-chair of the Local Governing Body to a meeting of the Standards Committee to reach agreement on a positive course of action to address the concerns.
- (viii) Recommend to the Trust Board appropriate action to address this concern where the Local Governing Body is unable or unwilling to agree a course of action determined by the Trust Board to address standards and performance within an Academy.
- (ix) Monitor and review the annual skills audit carried out by each Local Governing Body and consider any actions required to strengthen the skills of local governors including challenging the senior leadership on standards and performance targets, the review of implementation of Trust policies on curriculum, teaching and learning and membership of committees established to address HR issues within the Academy.
- (x) Monitor and review staffing and staff development programmes across the Trust as a whole and in individual Academies to ensure that staff have the skills to achieve the standards and performance targets that have been set. To recommend to Finance and

Resources Committee any changes to the resources required to ensure that training and development meet needs across the Trust.

- (xi) Monitor and review the management of sickness absence across the Trust and identify the impact on achieving Trust objectives.

### 7.9 Operational matters

- (i) The Standards Committee should normally meet termly after the meeting of the Local Governing Body and before Trust Board.
- (ii) A special meeting may be called if there is a significant Standards issue requiring a recommendation to be made to the Trust Board. A special meeting can be called by the Chief Executive or Chair of the Committee.
- (iii) Quorum for a meeting will be two Trustees (including the Chief Executive).
- (iv) Only Trustees on the committee have the right to vote. Decisions taken on a vote will be carried by a simple majority. If the vote is tied, the Chair will have a casting vote.
- (v) Any Trustee has the right to attend a meeting of the Committee and participate in the discussion. However, a Trustee who is not a member of the Committee does not have the right to vote.
- (vi) The Chair of a Local Governing Body has the right to ask to attend a meeting of the Committee if there is an item that will impact upon an Academy for which the Local Governing Body has responsibility. It is for the Chair of the Committee in consultation with the Chief Executive to determine whether or not that request is agreed.
- (vii) The Chief Executive has the right to invite any member of the Executive Team to attend a meeting of the Committee unless they have a pecuniary interest in matters being discussed.
- (viii) Any meeting of the Standards Committee will be supported by the Arbor Academy Trust's appointed clerking service and will be fully minuted and recorded. All minutes will be approved and published within fourteen days of the meeting (subject to appropriate deductions) to the agreed recipients – which are likely to include:
  - All Trustees;
  - the Chairperson of the Arbor Trust Board; and
  - the Chief Executive Officer.

- (ix) A copy of these minutes will be stored centrally and will be made available on request to interested parties.



## 8. *Terms of Reference for Finance and Resources Committee*

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### ROLE OF FINANCE AND RESOURCES COMMITTEE

- 8.1 The Finance and Resources Committee operates under a Scheme of Delegation from the Trust Board. It must at all times adhere to its Terms of Reference. Its deliberations and actions should include proper planning, monitoring, probity and business professionalism in overseeing sound management of both the Trust and individual Academies finance and resource management.
- 8.2 The Finance and Resources Committee will make recommendations to the Arbor Academy Trust Board for consideration and ratification. This to include the strategic and operational direction of the Trust as a whole in respect of financial, operational, staffing and use of other resources to meet priorities set by the Trust Board.

### CONSTITUTION

- 8.3 The membership of the Committee will consist of:
- The Chief Executive
  - Three other Trustees
  - The Finance Director
  - An Independent Accountant
- 8.4 Other persons may also be invited to attend for all or part of any meeting, as appropriate. This includes external auditors and the Chair of the Local Governing Body and Heads of School when needed.
- 8.5 A Trustee, other than the Chief Executive, Chair or Vice-chair of the Trust Board will be appointed as Chair of the Finance and Resources Committee and will lead on feedback on recommendations for consideration by the Trust Board.

### SCHEME OF DELEGATION

- 8.6 All matters within the scope of Finance (as set out in the EFA Financial Handbook), Human Resources and other Resources as delegated by the Arbor Academy Trust. This to include any other matters which are outside of the remit of other committees which the Arbor Trust Board may ask the Finance and Resources Committee to consider and recommend appropriate action.
- 8.7 The key areas of delegation cover:
- Financial management of the Trust
  - Setting the budget for each Academy in the Trust
  - Determination of capital and building works
  - Procuring all service contracts and goods
  - Establishing HR policies for the Trust and all Academies
  - Appointments to the Executive Team
  - Due diligence for potential schools joining the Arbor Trust

## 8.8 Scope

### Finance

- (i) Ensure that the Trust has in place all the financial policies and procedures required of a Multi-Academy Trust as laid out in the EFA Financial Handbook and to report to the Trust Board on any actions required to address any failure to meet those obligations.
- (ii) Review finance policies and procedures, including the application of proper financial controls and make recommendations for further improvement for consideration and adoption by the Trust Board.
- (iii) Ensure that risk assessment of all activities of the Trust are regularly carried out and report to the Trust Board any concerns arising from the risk assessment and such risks should be mitigated.
- (iv) Prepare the annual accounts of the Trust, setting out income and expenditure for both revenue and capital for approval by the Trust Board.
- (v) Ensure that internal and external auditing of the accounts of the Trust meet requirements laid out in the EFA Financial Handbook and to consider any recommendations made by the external auditors.
- (vi) Recommend to the Trust Board the annual top-slice of funding withheld from Academies within the Trust to cover responsibilities of the Trust. This to include maintaining adequate reserves and identification of funding for projects prioritised by the Trust Board
- (vii) Recommend to the Trust Board the funding to be delegated to each Academy in the Trust and draft income and expenditure for consideration and comment by the Local Governing Body.
- (viii) Consider any recommendations from the Chief Executive, Standards Committee and Local Governing Bodies where these may have implications for the agreed budget.
- (ix) Recommend to the Trust Board levels of delegated authority, including virement, to the Chief Executive, Finance Director, individual Academies and Heads of School.
- (x) Monitor and review monthly expenditure and virements in line with the Financial Scheme of Delegation.

- (xi) Monitor and review the impact of the use of grant funding on standards and achievement in relation to performance targets set across the Trust and for individual Academies.
- (xii) Monitor and review all revenue and capital expenditure in relation to school premises, maintenance, infrastructure and ICT and ensure value for money within the allocated budget.
- (xiii) Monitor and review all agreed Service Level Agreements and contracts made on behalf of the Trust and its Academies.
- (xiv) Monitor and review lettings and charging policies and ensure that Academies strike the right balance between meeting the local community needs and coverage of additional costs.
- (xv) Recommend to the Trust Board the viability of new Academy sponsorships and setting up of any free schools. This to include all due diligence and financial and risk assessments on any converting educational facility.
- (xvi) Undertake any other matter not falling within the remit of any other Committee.

#### Human Resources

- (xvii) Work with the Standards Committee to ensure that resources allocated to meet the overall Trust and individual Academy School Development Plans are adequately funded and supported to be successfully delivered.
- (xviii) Monitor and review implementation of all Trust Human Resource Policies (including Disciplinary, Capability, Grievance, Appraisal & Performance Management, Recruitment, Pay and Conditions, Adoption, Maternity Leave & Paternity Leave and Whistleblowing) within the constraints of national and local agreements.
- (xix) Work with the Chief Executive to establish a procedure for nominating representatives of the Trust Board to serve on any committees relating to Human Resource issues.
- (xx) Work with the Chief Executive to monitor and review staffing structure for all Trust Board appointments and their pay and conditions of service, including performance management arrangements.
- (xxi) Monitor and review the management of recruitment and retention for all staff employed by the Trust within the context of Trust HR policies and develop effective

strategies to ensure that the Trust and individual Academies are able to recruit and retain staff.

- (xxii) Work with the Standards Committee to ensure that the staffing structure for each Academy is appropriate to meet the needs of the Academy as set out in the School Development Plan.

#### 8.9 Operational matters

9. The Finance and Resources Committee should normally meet termly after the meeting of the Local Governing Body and before Trust Board.
10. A special meeting may be called if there is a significant Finance or Resource issue requiring a recommendation to be made to the Trust Board. A special meeting can be called by the Chief Executive or Chair of the Committee.
11. Quorum for a meeting will be two Trustees (including the Chief Executive)
12. Only Trustees on the committee have the right to vote. Decisions taken on a vote will be carried by a simple majority. If the vote is tied, the Chair will have a casting vote.
13. Any Trustee has the right to attend a meeting of the Committee and participate in the discussion. However, a Trustee who is not a member of the Committee does not have the right to vote.
14. The Chair of a Local Governing Body has the right to ask to attend a meeting of the Committee if there is an item that will impact upon an Academy for which the Local Governing Body has responsibility. It is for the Chair of the Committee in consultation with the Chief Executive to determine whether or not that request is agreed.
15. The Chief Executive has the right to invite any member of the Executive Team to attend a meeting of the Committee unless they have a pecuniary interest in matters being discussed.
16. Any meeting of the Finance and Resources Committee will be supported by the Arbor Academy Trust's appointed clerking service and will be fully minuted and recorded. All minutes will be approved and published within fourteen days of the meeting (subject to appropriate deductions) to the agreed recipients – which are likely to include:
  - All Trustees;
  - the Chairperson of the Arbor Trust Board; and
  - the Chief Executive Officer.

17. A copy of these minutes will be stored centrally and will be made available on request to interested parties.

