



## Scheme of Delegation

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“Learning together, to be the best we can be”

With thanks to the National Governance Association. This Scheme of Delegation has been developed, drawing on their model SoD Version II with our own amendments made.

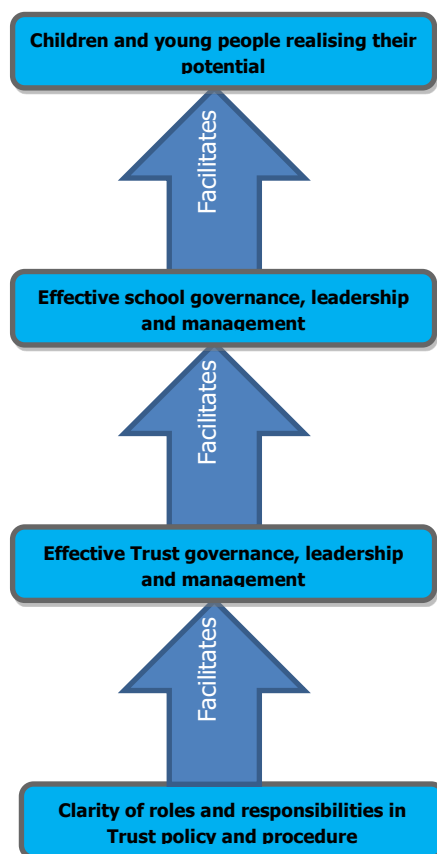
<https://www.nga.org.uk/Guidance/School-structures-and-constitution/Academies-and-free-schools/New-Model-Schemes-of-Delegation.aspx>

# 1. Introduction

- 1.1. The Board of Directors (the Board) is accountable in law for all major decisions about the Trust and its constituent academies. The Board delegates specific functions and responsibilities, as there are potential benefits in doing so, to individuals, such as the Chief Executive Officer (CEO), to Board committees, and school-level committees known as Local Governing Bodies (LGBs) or Academy Councils.
- 1.2. The decision to delegate a function is made by the full Board and is recorded. Without such delegation, the individual or committee has no power to act.
- 1.3. In considering delegation, the Board is influenced by a range of factors including the size of the MAT, both in terms of number of academies and number of pupils, the way its Trust leadership is structured, and the geographical spread and context of our academies.
- 1.4. This Scheme of Delegation (SoD) defines where responsibilities lie and clarifies the Trust lines of accountability. It is designed to ensure clarity about roles and responsibilities for members, Directors, the board and its committees, local governance, executive management and Headteachers. This overarching SoD for all decision making in the Trust should not be confused with the written scheme of delegation of financial powers referred to in the Academy Trust Handbook.
- 1.5. The SoD is intended to:
  - 1.5.1. Promote a culture of openness as well as clarity of responsibilities, lines of accountability and reporting;
  - 1.5.2. Ensure all parties are clear about which responsibilities and decisions the Board retains and delegates;
  - 1.5.3. Identify responsibility for the appointment and performance management of the CEO/executive leaders and academy Headteachers;
  - 1.5.4. Ensure that the role of executive leadership is fully understood throughout the MAT;
  - 1.5.5. Identify responsibility for policy and practice;
  - 1.5.6. Identify responsibility for oversight of educational performance;
  - 1.5.7. Identify responsibility for financial oversight;

1.5.8. Identify responsibility for assessment of risk in each academy and across the Trust.

1.6. Nexus MAT was founded on the belief that governance should be focused on supporting a child as best it can, adopting a “servant leadership” philosophy, as we pursue our vision of **“Learning together, to be the best we can be”**. This is best reflected structurally as follows:



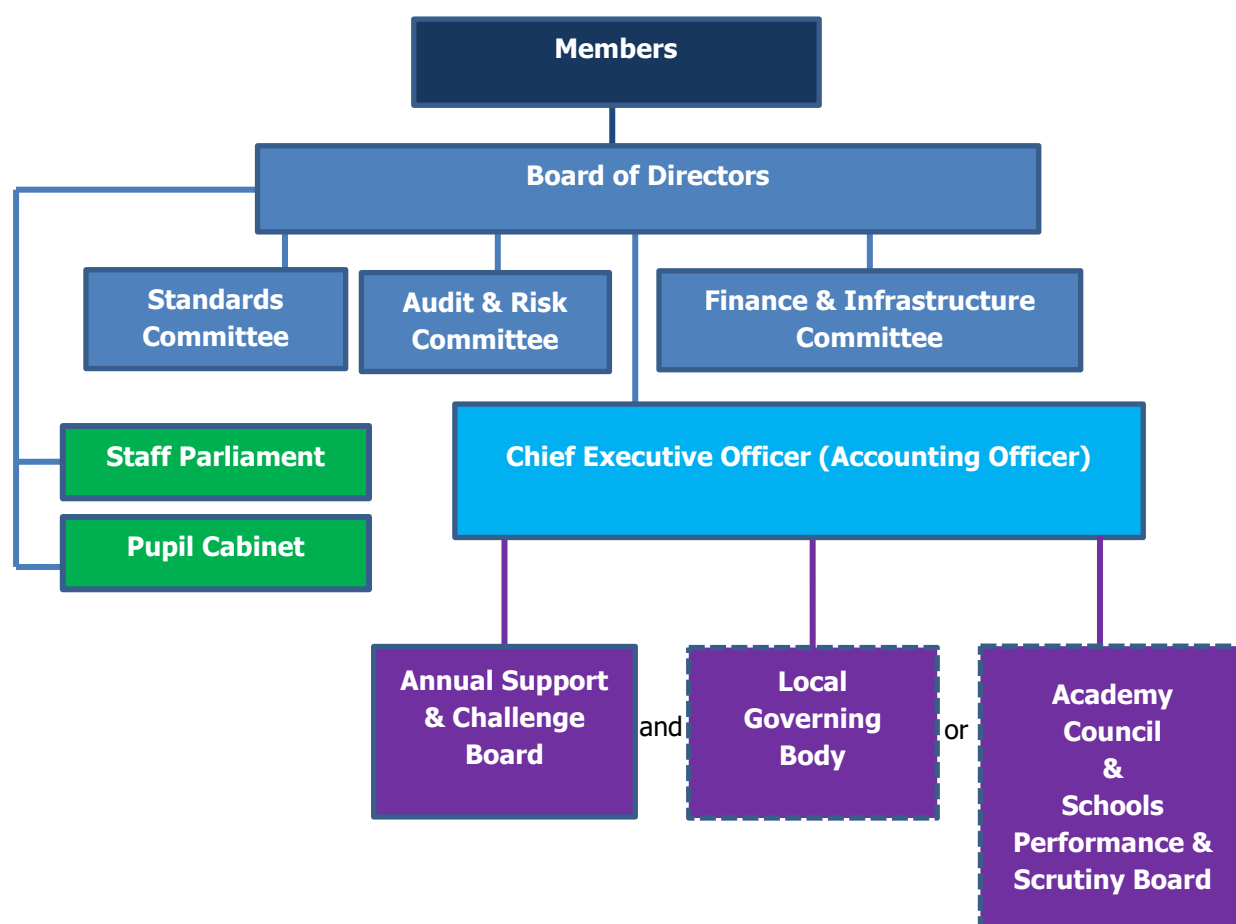
1.7. This document should be read in conjunction with the job descriptions of employees, the Trust’s Governance Handbook and the Trust’s Delegated Financial Powers Manual.

1.8. The Trust Board is responsible for the strategic direction of the Trust and this will inform the strategic direction of the individual academies that form the MAT.

1.9. Although decisions may be delegated, the Trust Board as a whole remains accountable for any decision made under delegation.

- 1.10. The Trust Board has established three committees with delegated powers: the Audit & Risk Committee, the Finance & Infrastructure Committee, and the Standards Committee. These committees have terms of reference, and are appointed to with a majority of Trust Directors.
- 1.11. Whilst the Department for Education uses the term “Local Governing Board” for individual academy/school governance boards, Nexus uses the terms “Local Governing Body” or “Academy Council” dependent on the arrangements in place.
- 1.12. The Chief Executive Officer and the Headteachers are responsible for internal organisation, management and control of the schools and are accountable to the Trust Board.
- 1.13. As part of its responsibilities, the Trust Board will ensure that this document is reviewed at least annually.
- 1.14. This scheme of delegation is reflective of “business as usual” for the Trust. The Trust Board reserves the right to vary the delegation of powers in particular circumstances (such as the suspension of an officer employed by the Trust) or where an academy requires intervention, in line with the Trust policy for academies causing concern or sponsored academies.
- 1.15. The Trust Board cannot revise those powers held by Members. Only members can amend these.

## 2. Model of governance delegation



- 2.1. The Board appoints the CEO, to whom it delegates responsibility for delivery of its vision and strategy, and will hold the CEO to account for the conduct and performance of the Trust, including the performance of the academies within the Trust, and for its overall financial management.
- 2.2. In turn, the CEO has management accountability for all other senior executives and the academies' Headteachers.
- 2.3. The Board requires that the CEO delegates some school level functions to Local Governing Bodies (LGBs) or Academy Councils. The Board seeks to promote LGBs and Academy Councils as a key conduit for overview, scrutiny (with LGBs) and stakeholder voice. Directors will not typically sit at local governance.
- 2.4. The local governance forum (i.e. whether it is an LGB or an Academy Council) will be determined by the context of the school and arrangements in place for governance upon the point of an academy opening within the Trust. Whilst the difference in delegated responsibilities are outlined in section 4 of this document, the main difference is that LGBs hold delegated

responsibilities for a broader range of areas than an Academy Council, and therefore LGBs meet more regularly (usually 6 times per year, whereas an Academy Council usually has 3 formal meetings per year).

- 2.5. Where responsibilities delegated to an LGB are not included in the delegated responsibilities of an Academy Council, these will be held by the CEO directly who will report to Directors (either at Board or via a Committee) to provide information and assurance. The Directors have stipulated what arrangements should be in place to ensure adequate scrutiny is exercised, by constituting school support, challenge, performance and scrutiny boards.
- 2.6. The Board constitutes committees for Audit & Risk, Finance & Infrastructure and Standards; these look in detail at resources and progress across the Trust.
- 2.7. The Trust also has two fora to harness pupil and staff voice and ensure these are reported directly to the Board: these are the Pupil Cabinet and the Staff Parliament.
- 2.8. The terms of reference for all of these fora are included as appendices to this document.

## 3. Roles & responsibilities

### 3.1. The role of the members

- 3.1.1. The Members of the Trust are guardians of the governance of the Trust and as such have a different status to Directors. Originally they will have been the signatories to the memorandum of association and will have agreed the trust's first articles of association (the legal document which outlines the governance structure and how the trust will operate). The articles of association describe how members are recruited and replaced, and how many of the Directors the members can appoint to the Trust Board. The members appoint Directors to ensure that the trust's charitable object is carried out and so must be able to remove Directors if they fail to fulfil this responsibility. Accordingly, the Trust Board reports at least on the performance of the trust to the members at the Annual General Meeting (AGM). Members are also responsible for approving any amendments made to the trust's articles of association.
- 3.1.2. Nexus has five members, and while members are permitted to be appointed as Directors, only the Chair of the Trust Board is a member.

Members are not permitted to be employees of the academy trust, and the role is wholly voluntary. During times of Trust Board transition, where in the Chair of Trust Board is stepping down, the prospective Chair of Trust Board can serve as Member.

### 3.2. The role of the Directors

3.2.1. Nexus MAT is a charitable company and so Directors are both charity Directors (within the terms of section 177(1) of the Charities Act 2011) and company directors. Because Directors are bound by both charity and company law, the terms 'Directors' and 'directors' are often used interchangeably.

3.2.2. The Directors are responsible for the general control and management of the administration of the trust, and in accordance with the provisions set out in the memorandum and articles of association and its funding agreement, it is legally responsible and accountable for all statutory functions, for the performance of all schools within the trust, and must approve a written scheme of delegation of financial powers that maintains robust internal control arrangements.

3.2.3. The Board has the right to review and adapt its governance structure at any time which includes removing delegation.

### 3.3. The role of Trust Board Committees

3.3.1. The Directors may establish committees to carry out some of its governance functions which may include making decisions, although any decisions made will be deemed decisions of the Trust Board. The membership (there must be at least three Directors) and responsibilities of board committees are set out in the committee's terms of reference. It is usual for the Trust Board to appoint board committee chairs and committee members according to their skills.

3.3.2. The Academy Trust Handbook makes it clear that the Board of Directors 'should have a finance committee to which the Board delegates financial scrutiny and oversight'. In trusts with income above a certain level, this must be a separate from an audit & risk committee.

### 3.4. The role of the Chief Executive Officer (CEO)



- 3.4.1. The CEO has the delegated responsibility for the operation of the Trust including the performance of the Trust's academies and academy principals.
- 3.4.2. The CEO is the accounting officer so has overall responsibility for the operation of the Trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability; avoiding waste and securing value for money.
- 3.4.3. The CEO leads the executive management team of the Trust. The CEO will delegate executive management functions to the executive management team but remains accountable to the Trust Board for the performance of the Trust.
- 3.4.4. The Chartered Institute of Public Finance and Accountancy (CIPFA) has issued a briefing paper on the role of the accounting officer in a MAT, which states the following:

"The accounting officer must assure the trust board of the academy's compliance with the requirements of the Academies Financial Handbook the central government issues, its funding agreement and all relevant aspects of company and charitable law. This means that they must ensure that trust board and governing body members receive the information that they need to perform their roles effectively. The accounting officer is responsible for the day-to-day organisation, staffing and management of the academy trust. The accounting officer must undertake a leadership role, including setting high standards of financial probity and financial management, and ensuring that these are communicated to staff...;

"...In practice, the accounting officer is the key individual who links the accountability and governance structures of the academy. He or she is a member of the [Trust Board] and must ensure that the academy acts within its powers and that its policies reflect legislative requirements, national policies and local requirements. At the same time, he or she must ensure that the academy trust's operating capacity is aligned with these requirements including its staffing, financial management and control environment. In all its actions, the accounting officer must ensure the academy trust acts in the public interest"

### 3.5. The role of local governance

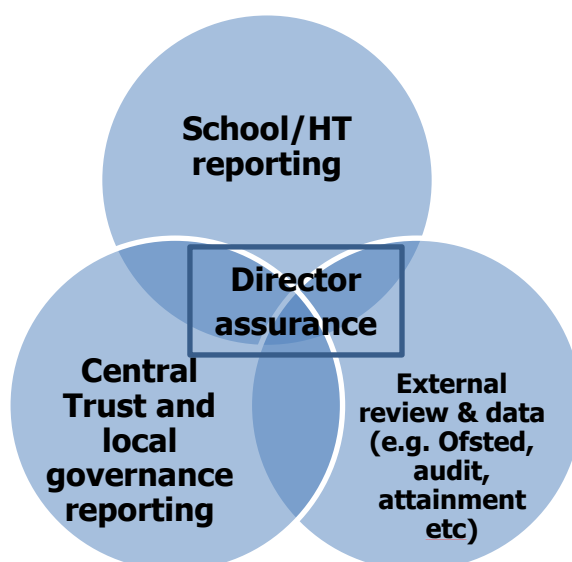
- 3.5.1. The Directors may establish LGBs or an Academy Council to provide overview, scrutiny (in the case of LGBs) and stakeholder voice. Directors are not required to sit on local governance fora, but may choose to. Directors will appoint the Chair of local governance, and ensure that at least two parents are appointed.
- 3.5.2. Members of either an LGB or Academy Council are referred to as “local governors”, as both bodies discharge the function of local governance.
- 3.5.3. In fulfilling the remit of providing overview, scrutiny (in the case of LGBs) and stakeholder voice, typically, functions of local governance may include:
- Building an understanding of how the school is led and managed;
  - Ensuring the vision and values of the school resonate with the diversity of the community it serves;
  - Challenge how paid officers/employees of the school – and by extension, the Trust – utilise public money and resources effectively;
  - Engaging with stakeholders;
  - Being a point of consultation and representation to ensure the Trust fulfils its objects, specifically ensuring the academy activities promote the benefits of the inhabitants of the area it is situated.
- 3.5.4. The responsibility for ensuring LGBs and Academy Councils are in place and functional is delegated by the Board to the CEO, who – independent of the day-to-day management of the school, as this is delegated to the Headteacher – ensures local governance is in place and effective, reporting on this directly to the Board of Directors. **The separation of responsibility between the CEO and the Headteacher allows for the CEO to occupy a corporate governance/strategic oversight function. Therefore, the CEO should not be the named Headteacher for a school.**

### 3.6. The role of the Headteacher

- 3.7. The Headteacher is responsible for the day to day management of the academy and is managed by the CEO or their nominated subordinate in the executive team.

## 4. Delegation of Responsibilities Table

- 4.1. The following grid is intended to simplify and visualise what is delegated to whom. In any MAT, the role of the CEO/accounting officer is distinct and should be independent of the operational day-to-day management of schools. If a clear separation of responsibilities is in place, structurally, then the CEO can and should provide independent assessment and judgement on the performance of a school and this will be informed by the views and opinions of those undertaking local governance roles.
- 4.2. However, the Trust Board of Directors will also seek external verification of a Headteacher's judgement. The Trust Board's triangulating governance assurance system is therefore best represented as follows:



- 4.3. Directors have access to all Headteacher reporting to LGBs and Academy Councils, and also to the minutes of all local governance meetings. The CEO is required to report regularly on the overall effectiveness of the academies and the Trust overall, via the Trust dashboard. Directors also expect the CEO to commission, on their behalf, external audit activity and review work, as outlined in the Collaborative School Improvement Framework, to provide external verification of the robustness, accuracy and validity of internal and arms-length reporting.

## Key

Column 1: Members

Column 2: Board of Directors (Trust Board)

Column 3: Trust Board Audit & Risk Committee (A&R)

Column 4: Trust Board Finance & Infrastructure Committee (F&I)

Column 4: Trust Board Standards Committee (S)

Column 5: Chief Executive Officer (CEO)

Column 6: Local Governing Body (LGB)

Column 7: Academy Council (AC)

Column 8: Headteacher (HT)

✓ Action to be undertaken at this level

✓ Action to be undertaken at this level

**A** Provide advice and support to those responsible for decision making

<> Direction of advice and support

Area	Decision	Delegation								
		Members	Trust Board	A&R	F&I	S	CEO	LGB	AC	HT
People										
People	Members: Appoint/Remove	✓								
	Directors: Appoint/Remove	✓	✓							
	Agree role descriptions for Members	✓								
	Agree Role descriptions for Directors/chair/ specific roles/committee/LGB members.		✓				<A			
	Appoint local governors (LGB and Council)						A>	✓	✓	
	Board committee chairs: appoint and remove		✓				<A			
	Academy Council & LGB chairs: appoint and remove		✓				<A			
	Governance clerks: appoint and remove						✓			
	Advisors to Trust Board		✓							
Systems & Structures										
Systems & Structures	Articles of association: review and agree	✓	<A				<A			
	Governance structure (committees) for the trust: establish and agree annually		✓				<A			
	Terms of reference for board committees and scheme of delegation agree annually		✓				<A			

Area	Decision	Delegation								
		Members	Trust Board	A&R	F&I	S	CEO	LGB	AC	HT
	Annual self-review of effectiveness		✓				<A>	✓	✓	A
	Succession plan		✓				<A>	✓	✓	A
	Annual schedule of business for Governance agree		✓				<A			
	Annual schedule of business for academy council or LGB: agree						✓	<A		A
	Provide pupils and family voice.							✓	✓	<A
Reporting										
Reporting	Publication on trust and schools' websites of all required details on governance arrangements: ensure						✓			
	Publish and submit all Trust-wide statutory returns and accounts.						✓			
	Submit all school specific census and other statutory returns.									✓

Area	Decision	Delegation								
		Members	Trust Board	A&R	F&I	S	CEO	LGB	AC	HT
Being Strategic										
Being Strategic	Develop trust wide policies which comply with relevant statutory requirements and reflect the trust's ethos and values (facilitating discussions with unions where appropriate)						✓			
	Approve trust wide policies		✓				<A			
	Approve school level policies which reflect the trust's ethos and values (facilitating discussions with unions where appropriate)						✓			<A
	MAT top slice: agree		✓				<A			
	Management of risk: establish register, review and monitor		✓	<A		<A	<A			
	Engagement with stakeholders		✓				✓	✓	✓	✓
	Determine and publish the Trust's strategic plan, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured		✓				<A			
	Schools vision and strategy: determine						A>	✓	✓	<A

Area	Decision	Delegation								
		Members	Trust Board	A&R	F&I	S	CEO	LGB	AC	HT
	Agree to/approve the incorporation of schools into the Trust		✓				<A			
	Chief Executive Officer: appoint and dismiss		✓							
	Chief Finance Officer: appoint and dismiss		✓				<A			
	Human Resources Manager: appoint and dismiss		✓				<A			
	Academy Headteacher : appoint and dismiss						✓	<A	<A	
	Approve the Trust annual and 3 year budget		✓		<A		<A			
	Central Trust staffing structure: annual review		✓				<A			
	School staffing structure: annual review						✓	<A	<A	<A
	Provide pupils and family voice							✓	✓	<A
Holding to account										



Area	Decision	Delegation								
		Members	Trust Board	A&R	F&I	S	CEO	LGB	AC	HT
Holding to account	Auditing and reporting arrangements for matters of compliance (e.g. safeguarding, H&S, employment): agree		✓	✓		✓	<A			
	Reporting arrangements for progress on key priorities: agree		✓	<A	<A	<A	<A			
	Performance management of the Chief Executive Officer: undertake		✓							
	Performance management of the Chief Finance Officer: undertake		✓				✓			
	Performance management of academy Headteacher : undertake						✓	<A	<A	
	Academy Council and LGB monitoring: agree arrangements		✓				<A			
	Monitoring of school performance					✓	✓	✓	✓	<A
	Oversee monitoring of pupil and family voice.							✓	✓	<A
Ensuring financial probity										

Area	Decision	Delegation								
		Members	Trust Board	A&R	F&I	S	CEO	LGB	AC	HT
Ensuring financial probity	Chief Finance Officer: appoint		✓	<A	<A		<A			
	Trust's financial delegated powers: approve and review.		✓		<A		<A			
	External Auditor - appoint	✓	✓	<A			<A			
	Internal Auditor - appoint			✓			<A			
	External and internal auditors' report: receive and respond		✓	✓			✓			✓
	Executive pay scale: establish and review		✓							
	Academy Headteacher pay award: agree						✓			
	Teaching staff appraisal procedure and pay progression: review and agree						✓	<A	<A	A
	Benchmarking and trust wide value for money: ensure robustness				✓		✓			

Area	Decision	Delegation								
		Members	Trust Board	A&R	F&I	S	CEO	LGB	AC	HT
	Develop trust wide procurement strategies and efficiency savings programme						✓			
	Agree any use of the Trust name or logo in sponsorship or other commercial endeavours.		✓				<A			

## 5. Terms of Reference

### Nexus Multi Academy Trust Board

#### 5.1 Membership

5.1.1 Up to 11 Directors. Additional directors can be co-opted in accordance with the Articles of Association.

#### 5.2 Board Configuration

Role on Nexus MAT Board	Other governance role requirements
1. Chair & Director	Member
2. Vice Chair & Director	None
3. Director	None
4. Director	None
5. Director	None
6. Director	None
7. Director	None
8. Director	None
9. Director	None
10. Director	None
11. Director	None

#### 5.3 Meetings

5.3.1 Members meet when required, and at least annually.

5.3.2 The Trust Board of Directors (Board) meet at least six times per year.

#### 5.4 Quorum

5.4.1 The Trust Board will require a quorum of four Directors, who should include the Chair **or** Vice Chair of the Trust Board.

5.4.2 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.

5.4.3 The quorum shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Directors entitled to vote on those matters for the purposes of:

5.4.3.1 any vote on the removal of a Director; and

5.4.3.2 any vote on the removal of the Chair of the Directors;

## **5.5 Term of Office**

5.5.1 The term of office for any Director (other than Co-opted/Associate Directors) shall be four years. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected by the Trust Board.

5.5.2 The appointment of Chair and Vice Chair shall be for a 4-year period, unless this period of time would unnaturally extend the 4-year term of office of a Director. In instances such as this, the term of office of either the Chair or the Vice Chair will only be for the duration of their term of office as a Director. However, if they commence a subsequent, uninterrupted term of office their appointment as chair or vice chair will “carry forward” to the new term, for the remainder of the 4-year period.

## **5.6 Purpose**

5.6.1 In line with its articles of association Nexus MAT is required:

- to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum (“the mainstream Academies”) or educational institutions which are principally concerned with providing full-time or part-time education for children of compulsory school age who, by reason of illness,

exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them ("the alternative provision Academies") or 16 to 19 Academies offering a curriculum appropriate to the needs of its students ("the 16 to 19 Academies") or schools specially organised to make special educational provision for pupils with Special Educational Needs ("the Special Academies"), and;

- to promote for the benefit of the inhabitants of the areas in which the Academies are situated the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.

**5.6.2** The purpose of the Nexus Multi Academy Trust is to promote the best possible outcomes for children young people and families by adhering to the Trust vision, values and ethos. In striving to meet these, the Trust Board will be required to scrutinise decisions made by the Accounting officer and Trust executives, Local Governing Bodies, Headteachers and Senior Leadership Teams (SLT), acting as a critical friend to ensure the efficient and effective strategic management of the Academies that comprise the Trust.

**5.6.3** The Trust Board has a duty to ensure high standards of support for all teaching and learning within its educational establishments.

## **5.7 Responsibilities**

**5.7.1** The Company Members are the signatories to the Company Memorandum.

**5.7.2** The Chair of each Local Governing Body shall be appointed by the Directors of the Company as someone other than the Headteacher.

### **5.7.3 Skills Audit and Training**

**5.7.3.1** The Trust Board will every year undertake a self-assessment of their knowledge and skills.

#### **5.7.4 Safeguarding**

**5.7.4.1** All new Directors will be subject to an enhanced disclosure and barring record check, with the certificate numbers recorded by the clerk to the Trust Board.

**5.7.4.2** The Trust will appoint a designated Director for Safeguarding.

#### **5.7.5 Clerking**

**5.7.5.1** Each meeting must be called, managed and minuted according to the articles. The clerk will keep a register of business interests for all directors.

#### **5.7.6 Meetings**

**5.7.6.1** The Directors shall hold at least six meetings in every school year. Meetings of the Directors shall be convened by the Clerk.

**5.7.6.2** Each meeting of the Trust Board should consider:

**5.7.6.2.1** a report of the financial position of the Trust, including its income and expenditure and financial commitments;

**5.7.6.2.2** details of any significant matters affecting the Trust's staff;

**5.7.6.2.3** details of any significant matters affecting the pupils' welfare or education;

**5.7.6.2.4** details of any significant matters affecting the academies assets e.g. buildings etc.;

#### **5.7.7 Delegations**

**5.7.8** Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company.

**5.7.9** The Directors may delegate to any Director, committee (including local governance or any other holder of an executive office), such of their powers or functions as they consider desirable to be exercised by them. Any such delegation shall be made subject to any conditions the Directors may impose and may be revoked or altered.

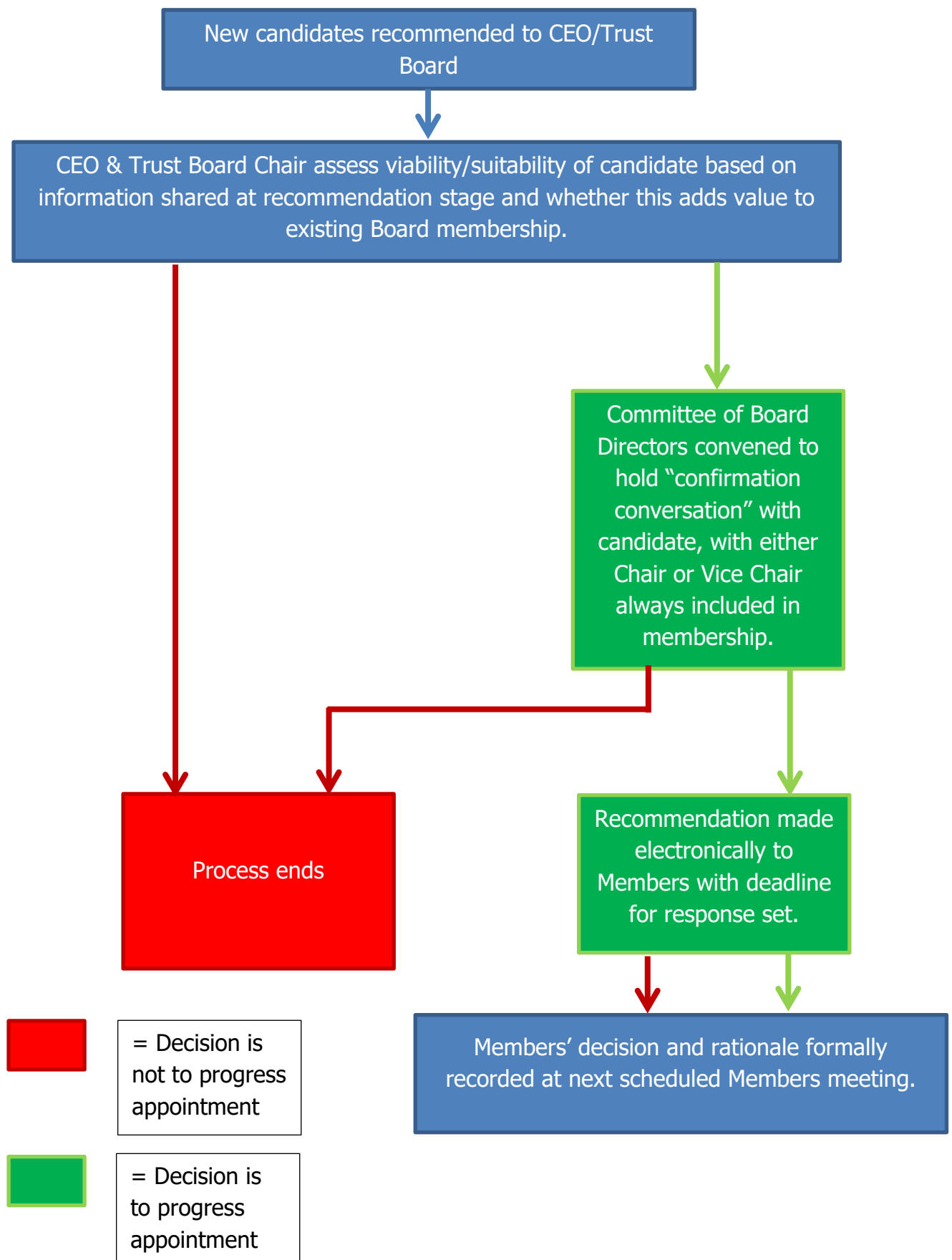
- 5.7.10 The details of all powers and responsibilities delegated are set out in the MAT Scheme of Delegation and the Delegated Financial Powers Handbook.

## **5.8 Appointment of Chair, Vice Chair and Committee Chairs**

- 5.8.1 The Chair and the Vice Chair of the Board shall be elected by Directors for a four-year term. Committee chairs shall be appointed annually. Only a serving Director may stand to be Chair, Vice Chair or a Committee Chair. Whilst Directors may appoint the Vice Chair and Committee chairs, they only have the power to recommend the appointment (or removal) of the Chair to Members. Members must ultimately make the decision on any change in the Chair of the Board of Directors, given this individual must also be a named Member of the Trust.
- 5.8.2 The process for appointing a Chair and Vice Chair of the Board will be a secret ballot, where all Directors are formally notified of the need for an election to be held. Those Directors interested in putting themselves forward for consideration should self-nominate in writing to the Company Secretary or Clerk to the Board, by a specified deadline. Following receipt of all self-nominations, all Directors will be formally written to, to ask them to register their vote for a candidate. No details of voting will be shared, other than the overall result of a vote.
- 5.8.3 Any Director appointed to the role of Chair or Vice Chair must receive a majority of votes supporting their candidacy. Where there is only one candidate and less than half of Directors vote for them, this may trigger a re-election. Where a term of office ends and no replacement office holder can be elected, acting arrangements should be agreed on an interim, time limited basis through a simple majority vote whilst a full election process is held.
- 5.8.4 Committee chairs are appointed annually by the Board. Directors have discretion to choose whether or not to utilise a secret ballot for these appointments.



## Process Map for Recruitment of new Directors



## 6. Terms of Reference

### Audit & Risk Committee

#### 1. Constitution

- 1.1. The Nexus Multi Academy Trust Board of Directors has resolved to establish an Audit & Risk Committee to advise the Board on matters relating to the Trust's audit arrangements, systems of internal control, and to advise and aid the Board's responsibility to ensure sound risk management.
- 1.2. The Audit & Risk Committee reports to the Trust Board.
- 1.3. The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.

#### 2. Authority

- 2.1. The Committee will report to the Board on any decision taken in accordance with the Scheme of Delegation and delegated powers.
- 2.2. The Audit & Risk Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any Director, governor, employee, external audit, internal audit or other assurance provider.
- 2.3. The Audit & Risk Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Chief Executive Officer and/or Chair of the Trust Board.

#### 3. Main Duties

- 3.1. The duties of the Audit & Risk Committee are to:
  - 3.1.1. fulfil its responsibilities as set out in these Terms of Reference in line with the Academy Trust Handbook, the Trust's Financial Regulations and in compliance with the Funding Agreement with the Secretary of State of Education.

- 3.1.2. ensure sound management of the Trust's audit arrangements, including proper planning, monitoring, probity and value for money.
- 3.1.3. advise the Board and Chief Executive Officer (CEO) on the adequacy and effectiveness of the Trust's governance, risk management, internal control and value for money systems and frameworks, including compliance with statutory returns;
- 3.1.4. advise the Board on the appointment, re-appointment, dismissal and remuneration of the external auditor;
- 3.1.5. advise the Board on the need for and then, where appropriate, the appointment, reappointment, dismissal and remuneration of an internal auditor or other assurance provider(s).

## 4. Detailed Responsibilities

### 4.1 Audit

- 4.1.1. ensure that where a full internal audit service is commissioned the service provider complies with the standards set by the Chartered Institute of Internal Auditors. This will mean the internal audit provider must conform to the Public Sector Internal Audit Standards;
- 4.1.2. review the external auditor's annual planning document and approve the planned audit approach;
- 4.1.3. receive reports (assignment reports, annual reports, management letters etc.) from the external auditor, internal auditor and other bodies and consider any issues raised, the associated management response and action plans. Where deemed appropriate, reports should be referred to the Board or other committee for information or action;
- 4.1.4. regularly monitor outstanding audit recommendations from whatever source and ensure any delays to agreed implementation dates are reasonable;
- 4.1.5. Monitor Key Performance Indicators with regard to the performance of the external auditor, internal auditor or other assurance provider;
- 4.1.6. Receive reports on the Trust's response to any incidents of fraud, in line with the Trust's Fraud Policy;
- 4.1.7. consider any additional services delivered by the external auditor, internal auditor or other assurance provider and ensure appropriate independence is maintained;

- 4.1.8. ensure appropriate cooperation and coordination of the work of the external auditor and internal auditor;
- 4.1.9. meet with the external auditor and internal auditor or other assurance provider, without management present, at least annually.

## 4.2 Risk Management

- 4.2.1 Regularly review the MAT's risk register, seeking assurance from the Chief Executive Officer on the robustness of risk management arrangements across the Trust – both centrally and within its constituent academies;
- 4.2.2 Receive reports from external audit partners on the effectiveness of risk management practices across the Trust, overseeing responsive action taken by the Chief Executive Officer where recommendations are made;
- 4.2.3 Receive reports from the Trust's named "Competent Person" on the effectiveness of Health & Safety arrangements in the MAT's academies.

## 5. Administration

- 5.1 The Audit & Risk Committee will meet at least once per term. The Chair or any two members may call a meeting.
- 5.2 The Audit & Risk Committee will consist of at least three members of the Board. Additionally, up to two external co-opted members with particular expertise may also be appointed who are not members of the Board. The Board may not co-opt an employee of the Academy Trust if the result would be that the number of Committee members who are employees of the Trust (including the CEO) would exceed one third of the Committee. Co-opted members of the Committee will have full participation rights. At least one of the members should have relevant financial experience. The Chair of the Trust Board cannot be a member of the Audit & Risk Committee.
- 5.3 Other Board members shall also have right of attendance and may fully participate in meetings, though the Committee may wish to exclude Employee Directors.
- 5.4 The CEO will be an attending officer of the Audit & Risk Committee.

- 5.5 Other employees of the Trust's may be invited to attend meetings but will have no voting rights.
- 5.6 The Chair of the Audit & Risk Committee will be appointed by and from the Board annually. If the Chair is absent from a meeting the committee shall choose another Board Director to act as Chair for that meeting.
- 5.7 The Audit & Risk Committee will be quorate if at least two members (or at least one third if greater) of those members eligible to vote are present. In addition, at least 50% of those member's present are required to be Board members [in the event of there being co-optees on the Committee] and no more than 50% may be employees of the Trust.
- 5.8 The CFO and other members of the Trust's staff may be invited to attend, but will have no voting rights.
- 5.9 Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
- 5.10 Administrative support will be provided by the Clerk to the Board. However, the Clerk can be requested to withdraw from that part of any meeting where information of a highly sensitive or confidential nature is being discussed, with one of the committee members will act as a temporary Clerk to minute the proceedings of the committee or a deputy may attend.
- 5.11 Agendas will be agreed in advance by the Chair of Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.
- 5.12 Minutes of meetings will be agreed by the committee and shared with the Nexus MAT Board.
- 5.13 The Audit & Risk Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the Terms of Reference, submitting any proposed changes to the Board for approval.

- 5.14 The members of the Committee shall hold office from the date of their appointment until the resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall first happen).
- 5.15 The Board must not add to these terms of reference responsibilities that require the Audit & Risk Committee to adopt an executive role, or its members to offer professional advice to the Board. The Audit & Risk Committee should seek formal professional opinions from the internal audit service, financial statements auditor or other professional advisers to the Board. Advice should only be given in Committee members' capacity as Governors and co-optees and only within their terms of reference.

## 7. Terms of Reference

### Finance & Infrastructure Committee

#### 1. Constitution

- 1.1. The Nexus Multi Academy Trust Board of Directors has resolved to establish a Finance & Infrastructure Committee to advise the Board on matters relating to the Trust's finance and infrastructure arrangements, systems of internal control and to advise and aid the Board's responsibility to ensure sound management of the Trust's finances and resources, including proper planning, monitoring and probity.
- 1.2. The Finance & Infrastructure reports to the Trust Board.
- 1.3. The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.

#### 2. Authority

- 2.1. The Committee will report to the Board on any decision taken in accordance with the Scheme of Delegation and delegated powers, including the academies' assets, depreciation and removal of such items from the asset register.
- 2.2. The Finance & Infrastructure Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any Director, governor, employee, external audit, internal audit or other assurance provider.
- 2.3. The Finance & Infrastructure Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the Chief Executive Officer and/or Chair of the Trust Board.

#### 3. Main Duties

- 3.1. The duties of the Finance & Infrastructure Committee are to:

- 3.1.1. fulfil its responsibilities as set out in these Terms of Reference in line with the Academy Trust Handbook, the Trust's Financial Regulations and in compliance with the Funding Agreement with the Secretary of State of Education;
- 3.1.2. ensure sound management of the Trust's finances and infrastructure, including proper planning, monitoring, probity and value for money;
- 3.1.3. advise the Board and Chief Executive Officer (CEO) on the adequacy and effectiveness of the Trust's governance, risk management, internal control and value for money systems and frameworks, including compliance with all statutory returns.

## 4. Detailed Responsibilities

### 4.1 Finance

- 4.1.1 Subject to the detailed requirements of the Academy Trust Handbook, Funding Agreement and the Financial Regulations of the Trust, the Committee shall consider and advise the Trust Board on the following specific matters:
  - 4.1.1.1 The annual estimates of income and expenditure and financial forecast for the Trust and its Academies;
  - 4.1.1.2 Monitoring of revenue finances of the Trust and its Academies and advising the Trust Board on progress to achieving its financial objectives;
  - 4.1.1.3 Monitoring of policies relating to finance, staffing and buildings, including Health and Safety, capitalisation, depreciation, treasury management, investment and borrowing;
  - 4.1.1.4 The acquisition or disposal of land to be used by the Academies;
  - 4.1.1.5 The financial elements of the Risk Management Policy including Health and Safety, buildings and insurance;
  - 4.1.1.6 The management accounts of the Trust, and to advise the Trust Board on the year end accounts;
  - 4.1.1.7 Strategic matters with financial implications concerning sponsorship of Academies;
  - 4.1.1.8 The Financial Regulations, to be reviewed on an annual basis;



- 4.1.1.9 To consider any relevant legal and contractual documentation operating within the Articles of Association, Scheme of Delegation, Funding Agreement and Financial Regulations;
- 4.1.1.10 To monitor the deployment of non-financial resources, including personnel and property, with a view to advising the Trust Board on the effectiveness of such resources.

## 4.2 Infrastructure

- 4.2.1 Receive regular updates on the implementation of the MAT's Infrastructure Strategy, covering all areas of assets and digital technology;
- 4.2.2 Agree an annual Infrastructure business plan and receive regular updates on progress made, challenging the Chief Executive Officer and/or local governors on the effectiveness of performance management in this area.

## 5 Administration

- 5.1 The Finance & Infrastructure Committee will meet at least once per term. The Chair or any two members may call a meeting.
- 5.2 The Finance & Infrastructure Committee will consist of at least three members of the Board. Additionally, up to two external co-opted members with particular expertise may also be appointed who are not members of the Board. The Board may not co-opt an employee of the Academy Trust if the result would be that the number of Committee members who are employees of the Trust (including the CEO) would exceed one third of the Committee. Co-opted members of the Committee will have full participation rights. At least one of the members should have relevant financial experience.
- 5.3 Other Board members shall also have right of attendance and may fully participate in meetings, though the Committee may wish to exclude Employee Directors.
- 5.4 The CEO will be an attending officer of the Finance & Infrastructure Committee.

- 5.5 Other employees of the Trust's may be invited to attend meetings but will have no voting rights.
- 5.6 The Chair of the Finance & Infrastructure Committee will be appointed by and from the Board annually. If the Chair is absent from a meeting the committee shall choose another Board Director to act as Chair for that meeting.
- 5.7 The Finance & Infrastructure Committee will be quorate if at least two members (or at least one third if greater) of those members eligible to vote are present. In addition, at least 50% of those member's present are required to be Board members [in the event of there being co-optees on the Committee] and no more than 50% may be employees of the Trust.
- 5.8 The CFO and other members of the Trust's staff may be invited to attend, but will have no voting rights.
- 5.9 Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
- 5.10 Administrative support will be provided by the Clerk to the Board. However, the Clerk can be requested to withdraw from that part of any meeting where information of a highly sensitive or confidential nature is being discussed, with one of the committee members will act as a temporary Clerk to minute the proceedings of the committee or a deputy may attend.
- 5.11 Agendas will be agreed in advance by the Chair of Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.
- 5.12 Minutes of meetings will be agreed by the committee and shared with the Nexus MAT Board.
- 5.13 The Finance & Infrastructure Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review

the Terms of Reference, submitting any proposed changes to the Board for approval.

- 5.14 The members of the Committee shall hold office from the date of their appointment until the resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall first happen).
- 5.15 The Board must not add to these terms of reference responsibilities that require the Finance & Infrastructure Committee to adopt an executive role, or its members to offer professional advice to the Board. The Finance & Infrastructure Committee should seek formal professional opinions from the internal audit service, financial statements auditor or other professional advisers to the Board. Advice should only be given in Committee members' capacity as Governors and co-optees and only within their terms of reference.

## 8. Terms of Reference

### Standards Committee

#### 1. Constitution

- 1.1. The Nexus Multi Academy Trust Board of Directors has resolved to establish a Standards Committee to advise the Board on matters relating to the Trust's curriculum, quality and standards.
- 1.2. The Committee reports to the Trust Board.
- 1.3. The Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.

#### 2. Authority

- 2.1. The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee of the Trust and all employees are directed to co-operate with any request made by the Committee.
- 2.2. The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary.

#### 3. Main Duties

- 3.1. To monitor and advise the Trust Board on the following:
  - 3.1.1. Data on progress and achievement for all of the Trust's academies;
  - 3.1.2. School improvement work and leadership;
  - 3.1.3. Overall performance of each of the academies;
  - 3.1.4. Leadership standards;
  - 3.1.5. Governance effectiveness.
- 3.2. To monitor and advise the Board on:
  - 3.2.1. The Trust quality improvement and intervention strategies and plans;
  - 3.2.2. Special Educational Needs (SEN) and inclusion;

- 3.2.3. Partnership working;
- 3.2.4. Admissions;
- 3.2.5. Safeguarding arrangements;
- 3.2.6. Community engagement.

3.3. The Committee may use exception reporting in relation to receiving performance information to fulfil its detailed responsibilities. The Committee will receive a summary of positive performance to accompany exception reports.

## 4. Detailed Responsibilities

### 4.1. Curriculum and Quality

- 4.1.1. The Academies' statutory requirements in relation to the curriculum offer and other curriculum issues such as spiritual, moral, social and cultural learning;
- 4.1.2. Extra-curricular activities;
- 4.1.3. The educational needs of the pupils attending the Trust's Academies;
- 4.1.4. The Trust's policies in relation to its Curriculum Statement;
- 4.1.5. To determine and update relevant strategies relating to the above.

### 4.2. Performance and Standards

- 4.2.1. To monitor and review the achievement of strategic objectives, in particular the overview of performance against quantitative and qualitative benchmarks for key indicators/outcomes and the Ofsted framework, providing challenge and recommending remedial actions where required in line with the School Improvement Plan.

### 4.3. Self-Assessment and Review

- 4.3.1. To receive information on curriculum and quality issues for all the Trust's Academies;
- 4.3.2. To receive progress reports on the implementation of post-Ofsted action plans and any other formal evaluation reports related to the quality and achievement of learning across the Trust, to further inform and develop the Trust's Quality Improvement Plans and strategies;

- 4.3.3. To review outcomes, identifying significant changes in performance, emerging trends and risks in relation to the future performance of each Academy.

#### 4.4. Administration

- 4.4.1. The Standards Committee will meet at least once per term. The Committee's Chair or any two Committee members may call a meeting.
- 4.4.2. The Standards Committee will consist of a minimum of three Directors of the Board. Members of the Committee are appointed annually. The Chair of the Board may be an ex officio member of the Committee.
- 4.4.3. Additionally, up to two external co-opted members with particular expertise may be appointed to the Committee by the Board of Directors. The Board may not co-opt an employee of the Academy Trust if the result would be that the number of Committee members who are employees of the Trust would exceed one third of the Committee. Co-opted members of the Committee will have full participation rights.
- 4.4.4. Other Board members shall also have right of attendance and may fully participate in meetings, though the Committee may wish to exclude Employee Directors.
- 4.4.5. The CEO will be an ex attending officer of the Standards Committee as will the MAT School Improvement Lead.
- 4.4.6. Other employees and local governors of the Trust may be invited to attend meetings but will have no voting rights.
- 4.4.7. The Chair of the Standards Committee will be appointed by and from the Board annually. The Head Teacher of an Academy may not act as Chair of the Committee. Any other employees of the Trust may also not act as Chair, other than in exceptional circumstances agreed by the Board. If the Chair is absent from a meeting the Board shall choose another Director to act as Chair for that meeting.
- 4.4.8. The Standards Committee will be quorate if at least three members (or at least one third if greater) of those members eligible to vote are present. In addition, at least 50% of those members present are required to be Board members [in the event of there being co-optees on the Committee] and no more than 50% may be employees of the Trust.
- 4.4.9. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

- 4.4.10. Administrative support will be provided by the Clerk to the Board.
- 4.4.11. Agendas will be agreed in advance by the Chair of the Standards Committee (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.
- 4.4.12. Minutes of meetings will agreed by the committee and shared with the Nexus MAT Board.
- 4.4.13. The members of the Committee shall hold office from the date of their appointment until their resignation or their omission from membership of the Committee on subsequent consideration by the Board (whichever shall happen first).

## 9. Terms of Reference

### Statutory Posts Appraisal Committee

#### 1. Constitution

- 1.1. Nexus Multi Academy Trust has resolved to establish an Executive Leadership Appraisal Committee within the Trust to advise the Trust Board on matters relating to the Appraisal and Pay Review of the Executive Leadership Team.
- 1.2. The statutory posts in the Trust are that of the Chief Executive Officer and the Chief Finance Officer. One committee per post shall be convened.
- 1.3. The Chair of the Board or the Vice Chair must always chair the CEO appraisal committee.
- 1.4. The Chair of Audit & Risk Committee or the Finance & Infrastructure Committee should be a member of the CFO appraisal committee, and this will be chaired by the CEO.
- 1.5. The Statutory Posts Appraisal Committee will ensure that there is sound management and implementation of the Trust's agreed Appraisal and Capability Policy. Changes to the pay for the Chief Executive Officer and Chief Finance Officer will be made by the committee and reported to the Trust Board, in conjunction with the Nexus MAT Scheme of Delegation
- 1.6. The Committee's Terms of Reference are adopted by the Trust Board and may only be amended with the approval of the Trust Board.

#### 2. Authority

- 2.1. The Committee will report to the Trust Board on any decision taken in accordance with the Scheme of Delegation and delegated powers.
- 2.2. The Statutory Posts Appraisal Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, in consultation with the Chief Executive Officer as the responsible budget holder.



### 3. Main Duties

#### 3.1. The duties of the Statutory Posts Appraisal Committee are:

- 3.1.1. with advice from the External Advisors where necessary, set and record objectives for the appraisee relating to the appraisee;
- 3.1.2. meet with the appraisee to review and monitor performance, including assessment of achievement against objectives, and to discuss and identify professional development needs and activities;
- 3.1.3. meet with the appraisee, and External Advisor where necessary, at the end of the review cycle to review the appraisee's performance and identify achievements;
- 3.1.4. with advice from an External Advisor, where necessary, set and record appraisee objectives relating to Trust leadership and management and pupil progress
- 3.1.5. to fulfil its responsibilities as set out in these Terms of Reference in line with the Trust's Appraisal & Capability Policy
- 3.1.6. ensure sound management of the Trust finances and resources, including proper planning, monitoring, probity and value for money.
- 3.1.7. demonstrate to the public that the pay of the Statutory Post holders is set by a committee which has no personal interest in the outcome of its decision and which gives due regard to the interests of the public and of the financial health of the Trust.

### 4. Detailed Responsibilities

- 4.1. The committee shall make changes to the appraisee's salary in line with the Trust Pay Policy, and in doing so shall consider the following component elements:
  - 4.1.1. the main terms and conditions of each individuals' service agreement, with particular reference the Trust's Pay Policy;

4.1.2. Performance of the Trust as a whole and the appraisee in particular in contributing the Trust overall performance.

## 5. Administration

5.1. The appointment to committees will be agreed during the autumn term each year. The Trust Board will appoint to the committee.

5.2. Each Appraisal committee will be established in line with the following agreement made by the Trust Board:

Appraisee	Constitution of Appraisal Board
Chief Executive Officer	Chair or Vice Chair of Trust Board (Chair) and two Directors Quorate – Two members
Chief Finance Officer	Chief Executive Officer (Chair), and two Directors Quorate – Two members

5.3. Each Appraisal Committee will meet two times per year for each appraisee and will endeavour to complete the first Appraisal by 31 October each year.

5.4. The quoracy for each meeting is set out in the above agreement.

5.5. Decisions made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

5.6. Administrative support will be provided by Clerk to the Trust where needed. Where present, the Clerk can be requested to withdraw from a part of any meeting where information of a highly sensitive or confidential nature is being discussed.

5.7. A record of the Appraisal will be formally recorded in the Trust Performance Management Documentation and kept on personal file.

5.8. The Statutory Posts Appraisal Committee will self-assess its performance against these Terms of Reference on an annual basis and will also review the

Terms of Reference, submitting any proposed changes to the Trust Board for approval.

- 5.9. The members of the Committee shall hold office from the date of their appointment for the following academic year or until their resignation or their omission from membership of the Committee.

## 10. Terms of reference

### Ill health retirement advisory committee

#### 1. Constitution

- 1.1. The Nexus Multi Academy Trust Board of Directors has resolved to establish an advisory committee to ensure that Directors have the opportunity to advise the accounting officer on requests for ill health retirement.
- 1.2. The statutory post holder responsible for taking a decision on whether or not to grant ill health retirement applications is the accounting officer (Chief Executive Officer).
- 1.3. The responsible Pension Authority will provide an assessment of an individual's eligibility and make a recommendation on whether or not they qualify for ill health retirement.
- 1.4. Where it is the recommendation of the Pension Authority that the threshold for ill health retirement has been met, the accounting officer will typically follow this advice without the need to convene this committee.
- 1.5. However, where the Pension Authority recommends that the threshold for ill health retirement has **not** been met, the individual employee has the right to appeal this to the accounting officer. It is then the accounting officer's decision on whether or not ill health retirement will be granted.
- 1.6. The Advisory Committee reports to the Trust Board, and will not hold delegated powers on behalf of the Trust Board.
- 1.7. The Advisory Committee's Terms of Reference are adopted by the Board and may only be amended with the approval of the Board.

#### 2. Main Duties

- 2.1. To meet on an as-and-when basis in response to appeals from employees against instances where the Pension Authority has recommended ill health retirement threshold has **not** been met and to:

- 2.1.1. Consider the medical assessments and recommendations made by the Pension Authority and submitted to the accounting officer;
- 2.1.2. Consider the nature of the appeal from the employee, including any additional evidence they wish to provide; and
- 2.1.3. Take advice from the Trust's Human Resources Consultant, which may include testimony from the responsible Headteacher.

2.2. In drawing on the areas outline above, the committee should then reach consensus on their recommendation of the employee's eligibility for ill health retirement.

### 2.3. Administration

- 2.3.1. The Committee will meet on an as-and-when basis.
- 2.3.2. The Chair of the committee will be the accounting officer or their appointed proxy.
- 2.3.3. The Committee will consist of at least 3 other Directors from the Trust Board.
- 2.3.4. The Trust Human Resources provider may be invited meetings to advise the committee.
- 2.3.5. The Committee will be quorate if at least three members (or at least one third if greater) are present.
- 2.3.6. Decisions on recommendations to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
- 2.3.7. Administrative support will be provided by the Clerk to the Board.
- 2.3.8. Agendas will be agreed in advance by the Chair and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.

# 11. Terms of Reference - Local Governing Bodies

## 1. Responsibilities of Local Governing Body

- 1.1. This Academy is a charitable company limited by guarantee. It has entered into a supplemental Funding Agreement with Nexus Multi Academy Trust, who in turn hold a master funding agreement with and are accountable to the Secretary of State for Education (together the "Funding Agreements").
- 1.2. The Directors of Nexus Multi Academy Trust are the charity Directors and responsible for the general control and management of the administration of the Company in accordance with the provisions set out in the Articles of the Company.
- 1.3. The Local Governing Body shall be a Committee of the Trust Board established pursuant to articles 100 - 104 of the Articles of the Company.
- 1.4. Legal responsibility for the Academy lies with Nexus Multi Academy Trust. It is governed by the Directors, who rely on advice and support from the Accounting Officer (CEO) and the Academies' Local Governing Bodies, particularly (but not limited to) strategic planning and the specific matters delegated under these Terms of Reference.
- 1.5. Subject to provisions of this Document, the Companies Act 2006, the Articles and to any directions given by special resolution of the Directors or the government, the business of the Academy shall be managed by the Local Governing Body who may exercise all the powers of the Company, other than matters concerning finance, staffing and site which will remain with the Trust Board.
- 1.6. Local Governing Bodies have delegated responsibilities from the Trust Board, via the CEO, to support and challenge the Academy Senior Leadership in relation to the running of the Academy in line with the MAT's published scheme of delegation
- 1.7. Local Governing Bodies will, through the schedule of meetings held, provide oversight and scrutiny of the performance of the Headteacher and, - by extension and through the performance of the Headteacher – the

effectiveness of the Trust, by receiving reports and providing a forum for stakeholder voice to comment on the school's effectiveness, via the following means:

- 1.7.1. The Headteacher's Report on overall effectiveness;
- 1.7.2. A current version of the school's self-evaluation and improvement plan;
- 1.7.3. School Community Voice Report;
- 1.7.4. Looked After Children Report;
- 1.7.5. Safeguarding Report;
- 1.7.6. Wellbeing Report, including attendance;
- 1.7.7. School Budget Report;
- 1.7.8. Health & Safety Report.

1.8. In addition to this, LGBs will meet to undertake deep dive review of the school's quality of education in specific areas of the curriculum, as agreed with the Trust.

## **2. Composition of Local Governing Body**

2.1. The membership of the Local Governing Body shall be determined in accordance with the following provisions:-

- The total membership shall be not less than seven.
- The membership shall comprise:
  - the Chair;
  - the Headteacher or head of school as appropriate;
  - no fewer than 2 elected Parent governors;
  - two elected members of Staff, one teaching one non-teaching;
  - the remaining governors appointed by the Local Governing Body.

2.2. The Local Governing Body will appoint its own members (other than the Chair) through whichever means it feels to be most effective i.e. via vote, via interview, via parent/staff wide vote etc. The Local Governing Body must take advice from the Trust Executive whenever seeking to appoint new members. Where a staff member is absent from the workplace due to planned leave (e.g. maternity/paternity leave) then they may appoint a proxy to attend meetings on their behalf, only by with agreement with the wider body of governors.

- 2.3. The elected or appointed Parent Governors must, in the first instance, be a parent of a registered pupil at the Academy at the time when he/she is elected or appointed. If there are no nominations by parents of a registered pupil at the Academy, the Accounting Officer of the MAT can appoint a person who is the parent of a child at another school within the Trust. In the case of Academies providing hospital education, a Parent Governor must be a parent of a pupil that has received education from the school within the last 4 years.
- 2.4. The Local Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an appointment of the Parent Governors of Local Governing Bodies including any question of whether a person is a parent of a registered pupil at one of the Academies. The Local Governing Body reserves the right to quality assure all governors – including parent governors – before admitting them to the LGB as a member or seeking votes on their appointment.
- 2.5. The Local Governing Body shall have regard to the skills of prospective governors and the skills requirements of their governing body when making appointments.
- 2.6. All governors are required to complete and sign a Governor Declaration Form. The original form should be kept in the school office, and the school Business/Office Manager should send a copy to the Clerk to the Trust Board. It is the responsibility of the MAT to ensure that all new governors are included on the Single Central Record and a DBS check is carried out.

### **3. Resignation and Removal**

- 3.1. A Governor may at any time resign his/her office by giving notice in writing to the Clerk to the Local Governing Body.
- 3.2. A Governor shall cease to hold office if he/she is removed by the person or persons who appointed him.
- 3.3. The Accounting Officer may terminate the appointment of any Governor whose presence or conduct is deemed by them not to be in the best interests of the Company or the Academy, acting in line with the published Trust policy.



3.4. The Headteacher and any Staff Member shall automatically cease to hold office if he/she ceases to be associated with the Academy in the capacity in which he/she was appointed or elected.

3.5. A parent governor shall automatically cease to hold office if they no longer have a child on roll at the academy OR if they are actively seeking to move their child off the school roll.

### **3.6. Persons Ineligible to be Governors**

3.7. No person shall be qualified to be a Governor unless he/she is aged 18 or over at the date of his/her election or appointment. No current pupil of the Academy shall be a Governor.

3.8. A Governor shall cease to hold office if he/she becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

3.9. A Governor shall cease to hold office if he/she is absent without the permission of the Governors from all their meetings held within a period of six months OR if attendance is less than 60% over a 12-month period and the Governors resolve that this office be vacated.

3.10. A Governor shall cease to hold office if he/she is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

3.11. A person shall be disqualified from holding or continuing to hold office as a Governor if:-

3.11.1. His/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;

3.11.1.1. he/she is the subject of a bankruptcy restrictions order or an interim order;

3.11.1.2. if he/she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he

was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

3.11.1.3. if he/she has contravened any element of the Trust's Governor Code of Conduct

3.11.1.4. at any time when he/she is:-

3.11.1.4.1. included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999; or

3.11.1.4.2. disqualified from working with children under section 35 of the Criminal Justice and Court Services Act 2000.

3.11.1.5. if he/she is a person in respect of whom a direction has been made under section 142 of the Education Act 2002.

3.11.1.6. where he/she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.

3.11.1.7. not provided to the Trust a Disclosure and Barring Certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of the CEO confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

3.11.2. Where a person becomes disqualified from holding, or continuing to hold office as a Governor and he/she is, or is proposed, to become such a Governor, he/she shall upon becoming so disqualified give written notice of that fact to the Secretary.

### 3.12. **Term of Office**

3.12.1. Any Governor shall hold and vacate office in accordance with the terms of his/her appointment but (except in the case of the

Headteacher) the length of his/her term of office shall not exceed 4 years.

3.12.2. At the end of their term of office, Governors shall be eligible for re-appointment at the discretion of the Local Governing Body.

### 3.13. **Conflicts of Interest**

3.13.1. The income and property of the Academy must be applied solely towards the provision of the Objects as detailed in the Articles. The restrictions which apply to the Directors with regard to having a Personal Financial Interest shall also apply to the Governors.

3.13.2. Any Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his/her duties as a Governor shall disclose that fact to the Governors as soon as he/she becomes aware of it. A Governor must absent him/herself from any discussions of the Governors in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).

### 3.14. **Appointment of Chair and Vice-Chair**

3.14.1. The Chair of the Local Governing Body will be appointed by the Trust Board.

3.14.2. The Vice-Chair of the Local Governing Body will be elected by the Local Governing Body every year for a 1-year term.

3.14.3. The Vice-Chair must be elected via vote by the Local Governing Body. Governors will self-nominate for the position, followed by an anonymous vote. The Clerk will ensure this process is managed in conjunction with the Chair of the LGB.

3.14.4. If both the Chair and the Vice-Chair are absent from any meeting of the Local Governing Body, those Governors present shall appoint one of their number to chair the meeting. A representative of the Trust may also chair the meeting, if they are not directly employed by the academy.

- 3.14.5. The Local Governing Body can submit a recommended person to the Directors for the role of Chair of the Local Governing Body though it is at the discretion of Directors to appoint to the position, taking advice from the CEO.

### 3.15. **Meetings of Local Governing Body**

- 3.15.1. The Local Governing Body shall meet at least termly every academic year, and shall hold such other meetings as may be necessary.
- 3.15.2. All meetings shall be convened by the Clerk to the Local Governing Body, who shall send to the Governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- 3.15.3. A meeting of the Local Governing Body shall be called by the Clerk whenever requested by the Chair, the Chief Executive Officer, or at the request in writing by any three Governors. Where there are matters demanding urgent consideration, the Chair or, in his/her absence, the Vice-Chair may waive the need for seven days' notice of the meeting and substitute such notice as he/she thinks fit.
- 3.15.4. The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

### 3.16. **Quorum**

- 3.16.1. Meetings of the Local Governing Body shall be quorate if three or one-third of members are present (whichever is greater).
- 3.16.2. If the number of Governors assembled for a meeting of the Local Governing Body does not constitute a quorum, the meeting need not be held but can proceed making recommendations not decisions. These recommendations should be ratified at the next meeting. If in the course of a meeting of the Local Governing Body the number of Governors present ceases to constitute a quorum, the meeting can be terminated forthwith or proceed with recommendations only being made.

- 3.16.3. If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.

### 3.17. **Proceedings of meetings**

- 3.17.1. Every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the Governors present and voting on the question. Every Governor shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 3.17.2. No resolution of the Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 3.17.3. Any Governor who is also an employee of the Company shall withdraw from that part of any meeting of the Local Governing Body at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 3.17.4. A resolution in writing, signed by all the Governors (or all of the members of a committee of the Governors), shall be valid and effective as if it had been passed at a meeting of the Governors or (as the case may be) a committee of Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors (or the members of a committee, as the case may be).
- 3.17.5. Any Governor shall be able to participate in meetings of the Governors by telephone or video conference provided that he/she has given reasonable notice to the Clerk and that the Governors have access to the appropriate equipment.

### 3.18. **Minutes and publication**

- 3.18.1. At every meeting of the Local Governing Body the minutes of the last meeting shall be reviewed for accuracy and signed as a true record.

**3.18.2.** The Clerk to the Local Governing Body shall ensure that a copy of the agenda for every meeting of the Governors, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Directors

### **3.19. Delegation of functions and committees**

**3.19.1.** Except where it is otherwise constrained within its Terms of Reference, a committee may invite attendance by persons who are not Governors or committee members where such attendance is considered by the members of the committee to benefit its deliberations. Before inviting anyone, this must be authorised by the Trust Chief Executive Officer.

**3.19.2.** Copies of the minutes of committee meetings are to be circulated to all Governors and those who are entitled to attend Local Governing Body meetings.

### **3.20. Responsibilities of the Headteachers**

**3.21.** Subject to the responsibilities of the Local Governing Body and the policy statements of the Company, the Headteacher shall report to, and seek the advice of, the Local Governing Body on:

- 3.21.1.** implementing the agreed policies and procedures laid down by the Company including the implementation of all statutory regulations;
- 3.21.2.** strategic direction, forward planning and quality assurance;
- 3.21.3.** the leadership and management of the Academy;
- 3.21.4.** the maintenance of good order and discipline by the pupils including their suspension and/or exclusion within the framework laid down by the Company; and
- 3.21.5.** all such additional functions as may be assigned under the job description or contract of employment of the Head teacher

### **3.22. Rules and Bye-Laws**

**3.22.1.** The Local Governing Body shall have power to propose rules and bye-laws in respect of the government and conduct of the Academy as it shall think fit. Such rules and byelaws shall be subject to the provisions of this document and to approval by the Directors.

**3.23. Amendment of these Terms of Reference**

**3.23.1.** This document shall be subject to review by the Directors prior to or at the start of each academic year and may be subject to amendment by them.

**3.24. Copies of Terms of Reference**

**3.24.1.** A copy of this document, and of any rules and bye-laws, shall be given to every Governor and shall be available for inspection upon request by members of staff during normal office hours at the offices of the Academy and the Company.

## 12. Terms of Reference – Academy Council

### 1. Responsibilities of the Academy Council

- 1.1. This Academy is a charitable company limited by guarantee. It has entered into a supplemental Funding Agreement with Nexus Multi Academy Trust, who in turn hold a master funding agreement with and are accountable to the Secretary of State for Education (together the "Funding Agreements").
- 1.2. The Directors of Nexus Multi Academy Trust are the charity Directors and responsible for the general control and management of the administration of the Company in accordance with the provisions set out in the Articles of the Company.
- 1.3. The Academy Council shall be a Committee of the Trust Board established pursuant to articles 100 - 104 of the Articles of the Company.
- 1.4. Legal responsibility for the Academy lies with Nexus Multi Academy Trust. It is governed by the Directors, who rely on advice and support from the Accounting Officer (CEO) and the Academy Council, particularly (but not limited to) matters delegated under these Terms of Reference.
- 1.5. Subject to provisions of this Document, the Companies Act 2006, the Articles and to any directions given by special resolution of the Directors or the government, the business of the Academy shall be overseen by the Academy Council.
- 1.6. Academy Councils have delegated responsibilities from the Trust Board, via the CEO, to support and challenge the Academy Senior Leadership in relation to the running of the Academy in line with the MAT's published scheme of delegation
- 1.7. Academy Councils will, through the schedule of meetings held, provide oversight of the performance of the Headteacher and, - by extension and through the performance of the Headteacher – the effectiveness of the Trust, by receiving reports and providing a forum for stakeholder voice to comment on the school's effectiveness, via the following means:



- 1.7.1. The Headteacher's Report on overall effectiveness;
- 1.7.2. A current version of the school's self-evaluation and improvement plan;
- 1.7.3. School Community Voice Report;
- 1.7.4. School Budget Report.

## **2. Composition of the Academy Council**

2.1. The membership of the Academy Council shall be determined in accordance with the following provisions:

- 2.1.1. the total membership shall be not less than seven
- 2.1.2. The membership shall comprise:

- the Chair;
  - the Headteacher or head of school as appropriate;
  - No fewer than 2 elected Parent governors;
  - two elected members of Staff, one teaching one non-teaching;
  - the remaining governors appointed by the Academy Council.
- 2.2. The Academy Council will appoint its own members (other than the Chair) through whichever means it feels to be most effective i.e. via vote, via interview, via parent/staff wide vote etc. The Academy Council must take advice from the Trust Executive whenever seeking to appoint new members. Where a staff member is absent from the workplace due to planned leave (e.g. maternity/paternity leave) then they may appoint a proxy to attend meetings on their behalf, only by with agreement with the wider body of governors.
- 2.3. The elected or appointed Parent Governors must, in the first instance, be a parent of a registered pupil at the Academy at the time when he/she is elected or appointed. If there are no nominations by parents of a registered pupil at the Academy, the Accounting Officer of the MAT can appoint a person who is the parent of a child at another school within the Trust. In the case of Academies providing hospital education, a Parent Governor must be a parent of a pupil that has received education from the school within the last 4 years.
- 2.4. The Academy Council shall make all necessary arrangements for, and determine all other matters relating to, an appointment of the Parent Governors of an Academy Council including any question of whether a person

is a parent of a registered pupil at one of the Academies. The Academy Council reserves the right to quality assure all governors – including parent governors – before admitting them to the Academy Council as a member or seeking votes on their appointment.

**2.5.** The Academy Council shall have regard to the skills of prospective governors and the skills requirements of their governing body when making appointments.

**2.6.** All governors are required to complete and sign a Governor Declaration Form. The original form should be kept in the school office, and the school Business/Office Manager should send a copy to the Clerk to the Trust Board. It is the responsibility of the MAT to ensure that all new governors are included on the Single Central Record and a DBS check is carried out.

### **3. Resignation and Removal**

**3.1.** A Governor may at any time resign his/her office by giving notice in writing to the Clerk to the Academy Council.

**3.2.** A Governor shall cease to hold office if he/she is removed by the person or persons who appointed him.

**3.3.** The Accounting Officer may terminate the appointment of any Governor whose presence or conduct is deemed by them not to be in the best interests of the Company or the Academy, acting in line with the published Trust policy.

**3.4.** The Headteacher and any Staff Member shall automatically cease to hold office if he/she ceases to be associated with the Academy in the capacity in which he/she was appointed or elected.

**3.5.** A parent governor shall automatically cease to hold office if they no longer have a child on roll at the academy OR if they are actively seeking to move their child off the school roll.

### **4. Persons Ineligible to be Governors**

- 4.1. No person shall be qualified to be a Governor unless he/she is aged 18 or over at the date of his/her election or appointment. No current pupil of the Academy shall be a Governor.
- 4.2. A Governor shall cease to hold office if he/she becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
- 4.3. A Governor shall cease to hold office if he/she is absent without the permission of the Governors from all their meetings held within a period of six months OR if attendance is less than 60% over a 12-month period and the Governors resolve that this office be vacated.
- 4.4. A Governor shall cease to hold office if he/she is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 4.5. A person shall be disqualified from holding or continuing to hold office as a Governor if:-
  - 4.5.1. His/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
  - 4.5.2. he/she is the subject of a bankruptcy restrictions order or an interim order;
  - 4.5.3. if he/she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
  - 4.5.4. if he/she has contravened any element of the Trust's Governor Code of Conduct
- 4.6. at any time when he/she is/has:-
  - 4.6.1. included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999; or
  - 4.6.2. disqualified from working with children under section 35 of the Criminal Justice and Court Services Act 2000.

- 4.6.3. a person in respect of whom a direction has been made under section 142 of the Education Act 2002
  - 4.6.4. at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
  - 4.6.5. not provided to the Trust a Disclosure and Barring Certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of the CEO confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
- 4.7. Where a person becomes disqualified from holding, or continuing to hold office as a Governor and he/she is, or is proposed, to become such a Governor, he/she shall upon becoming so disqualified give written notice of that fact to the Secretary.

## **5. Term of Office**

- 5.1. Any Governor shall hold and vacate office in accordance with the terms of his/her appointment but (except in the case of the Headteacher) the length of his/her term of office shall not exceed 4 years.
- 5.2. At the end of their term of office, Governors shall be eligible for re-appointment at the discretion of the Academy Council.

## **6. Conflicts of Interest**

- 6.1. The income and property of the Academy must be applied solely towards the provision of the Objects as detailed in the Articles. The restrictions which apply to the Directors with regard to having a Personal Financial Interest shall also apply to the Governors.
- 6.2. Any Governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with

his/her duties as a Governor shall disclose that fact to the Governors as soon as he/she becomes aware of it. A Governor must absent him/herself from any discussions of the Governors in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).

## **7. Appointment of Chair and Vice-Chair**

- 7.1. The Chair of the Academy Council will be appointed by the Trust Board.
- 7.2. The Vice-Chair of the Local Governing Body will be elected by the Academy Council every year for a 1-year term.
- 7.3. The Vice-Chair must be elected via vote by the Academy Council. Governors will self-nominate for the position, followed by an anonymous vote. The Clerk will ensure this process is managed in conjunction with the Chair of the Academy Council.
- 7.4. If both the Chair and the Vice-Chair are absent from any meeting of the Academy Council, those Governors present shall appoint one of their number to chair the meeting. A representative of the Trust may also chair the meeting, if they are not directly employed by the academy.
- 7.5. The Academy Council can submit a recommended person to the Directors for the role of Chair of the Academy Council though it is at the discretion of Directors to appoint to the position, taking advice from the CEO.

## **8. Meetings of Academy Council**

- 8.1. The Academy Council shall meet at least termly every academic year, and shall hold such other meetings as may be necessary.
- 8.2. All meetings shall be convened by the Trust Clerk, who shall send to the Governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- 8.3. A meeting of the Academy Council shall be called by the Clerk whenever requested by the Chair, the Chief Executive Officer, or at the request in writing by any three Governors. Where there are matters demanding urgent

consideration, the Chair or, in his/her absence, the Vice-Chair may waive the need for seven days' notice of the meeting and substitute such notice as he/she thinks fit.

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

## **9. Quorum**

- 9.1. Meetings of the Academy Council shall be quorate if three or one-third of members are present (whichever is greater).
- 9.2. If the number of Governors assembled for a meeting of the Academy Council does not constitute a quorum, the meeting need not be held but can proceed making recommendations not decisions. These recommendations should be ratified at the next meeting. If in the course of a meeting of the Academy Council the number of Governors present ceases to constitute a quorum, the meeting can be terminated forthwith or proceed with recommendations only being made.
- 9.3. If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.

## **10. Proceedings of meetings**

- 10.1. Every resolution to be determined at a meeting of the Academy Council shall be determined by a majority of the votes of the Governors present and voting on the question. Every Governor shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 10.2. No resolution of the Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 10.3. Any Governor who is also an employee of the Company shall withdraw from that part of any meeting of the Academy Council at which his

remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

**10.4.** A resolution in writing, signed by all the Governors (or all of the members of a committee of the Governors), shall be valid and effective as if it had been passed at a meeting of the Governors or (as the case may be) a committee of Governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors (or the members of a committee, as the case may be).

**10.5.** Any Governor shall be able to participate in meetings of the Governors by telephone or video conference provided that he/she has given reasonable notice to the Clerk and that the Governors have access to the appropriate equipment.

## **11. Minutes and publication**

**11.1.** At every meeting of the Academy Council the minutes of the last meeting shall be reviewed for accuracy and signed as a true record.

**11.2.** The Clerk to the Academy Council shall ensure that a copy of the agenda for every meeting of the Governors, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Directors

## **12. Responsibilities of the Headteachers**

**12.1.** Subject to the responsibilities of the Academy Council and the policy statements of the Company, the Headteacher shall report to, and seek the advice of, the Academy Council on:

- 12.1.1.** implementing the agreed policies and procedures laid down by the Company including the implementation of all statutory regulations;
- 12.1.2.** the leadership and management of the Academy;
- 12.1.3.** the maintenance of good order and discipline by the pupils including their suspension and/or exclusion within the framework laid down by the Company; and

12.1.4. all such additional functions as may be assigned under the job description or contract of employment of the Headteacher

### **13. Amendment of these Terms of Reference**

13.1. This document shall be subject to review by the Directors prior to or at the start of each academic year and may be subject to amendment by them.

13.2. A copy of this document, and of any rules and bye-laws, shall be given to every Governor and shall be available for inspection upon request by members of staff during normal office hours at the offices of the Academy and the Company.



## 13. Terms of Reference – Academies Policy Review Board

### 1. Responsibilities of the Board

- 1.1. The Board is constituted to ensure there is a systematic and auditable process in place for the review of policies specific to an individual school/setting.
- 1.2. A number of policies are applicable to all settings/schools across the Trust. However, schools/settings have a number of policies which are applicable specific to them, which in turn require regular review and refresh.
- 1.3. Any policies which are Trust-wide fall outside the remit of this Board to review, as these are reported directly to the Trust Board of Directors for their review and approval.
- 1.4. The Board is also responsible for reviewing and approving school calendars for the following academic year.

### 2. Composition of the Board

- 2.1. The total membership shall be not less than three. The membership of the Board shall be determined in accordance with the following provisions:
  - 2.1.1. the Chair, who shall be the Chief Executive Officer or their appointed representative;
  - 2.1.2. the Trust Corporate Governance lead;
  - 2.1.3. Another senior officer of the Trust (e.g. Assistant CEO, Chief Finance Officer, Executive Headteacher etc).
- 2.2. The Chair will appoint members to the Board.
- 2.3. The Board will be quorate if at least two members are in attendance.
- 2.4. Any Director of the Trust is entitled to attend any meeting of the Board, and they will automatically qualify as a member of the Board for the duration of their attendance.

- 2.5. Any Director of the Trust is entitled to attend any meeting of the Board, and they will automatically qualify as a member of the Board for the duration of their attendance.

### 3. Meetings of the Board

- 3.1. The Board will meet at least 3 times per year, but can meet more regularly if required.
- 3.2. Papers for meetings will be issued at least 1 week (5 working days) prior to the meeting date.
- 3.3. Headteachers will submit policy update reports prior to each meeting to outline the proposed changes to any existing policies.
- 3.4. New policies – or policies subject to extensive change - must be submitted in full.

### 4. Record keeping and transparency

- 4.1. Papers circulated before a meeting will be published for all Directors and Board members to access, on the Trust's secure information sharing systems.
- 4.2. A record of policies reviewed, comments made and approval (or otherwise) will be kept for each meeting, and published in the meeting pack on the Trust's secure information sharing systems for all Directors and Board members to access.

### 5. Amendment of these Terms of Reference

- 5.1. This document shall be subject to review by the Directors annually and may be subject to amendment by them, as an integrated element of the Scheme of Delegation.

## 14. Terms of Reference – Annual Support & Challenge Board

### 1. Purpose of the Board

- 1.1. The Board is constituted to ensure there is a systematic and auditable process in place for the review of school self-evaluations and improvement plans at least by the start of each academic year, undertaken by executive officers of the Trust.
- 1.2. The Board will endeavour to work in a strengths-based way with support and challenge rooted in evidence. The remit of the Board is to:
  - 1.2.1. Stress test the robustness of Self Evaluations and Improvement Plans of Nexus schools, and validate Dashboard judgements;
  - 1.2.2. Inform the priorities for the Support & Challenge Partner visits for the academic year;
  - 1.2.3. Inform the qualitative focus of the Trust local governance cycle;
  - 1.2.4. Identify best practice, innovations and shared areas for improvement across the Trust.
- 1.3. The work of this Board will be reported directly to the Trust Board of Directors Standards Committee.

### 2. Composition of the Board

- 2.1. The total membership shall be not less than three. The membership of the Board shall be determined in accordance with the following provisions:
  - 2.1.1. the Chair, who shall be the Chief Executive Officer or their appointed representative;
  - 2.1.2. the Trust Quality Assurance lead;
  - 2.1.3. A.n.other senior officer(s) of the Trust who have responsibility of oversight and scrutiny of the Trust's schools.
- 2.2. The Chair will appoint members to the Board.
- 2.3. The Board will be quorate if at least two members are in attendance.

- 2.4. Any Director of the Trust is entitled to attend any meeting of the Board, and they will automatically qualify as a member of the Board for the duration of their attendance.

### 3. Meetings of the Board

- 3.1. The Board will meet at least once per year, but can meet more regularly if required. Meetings will typically be held in autumn term 1.

### 4. Record keeping and transparency

- 4.1. Papers circulated before a meeting will be published for all Directors and Board members to access, on the Trust's secure information sharing systems (GovernorHub).
- 4.2. The Board will be minuted, with these minutes made available to Directors for scrutiny and oversight.

### 5. Amendment of these Terms of Reference

- 5.1. This document shall be subject to review by the Directors annually and may be subject to amendment by them, as an integrated element of the Scheme of Delegation.

## 15. Terms of Reference – Schools Performance Scrutiny Board

### 1. Purpose of the Board

- 1.1. The Board is constituted to ensure there is a systematic and auditable process in place for the review of school self-evaluations and improvement plans per term and scrutiny of key areas of school performance where there is an Academy Council in place rather than a Local Governing Body, undertaken by executive officers of the Trust.
- 1.2. The Board will endeavour to work in a strengths-based way with support and challenge rooted in evidence. The remit of the Board is to scrutinise:
  - 1.2.1. The strength of the evidence base underpinning the school Self-Evaluation, which is updated at least 3 times per year;
  - 1.2.2. The robustness of the school improvement plan and its implementation to date;
  - 1.2.3. The effectiveness of safeguarding, wellbeing (including attendance) and support for Looked After Children in the school;
  - 1.2.4. The management of Health & Safety on school sites;
- 1.3. To Board will also use its work to inform the qualitative focus of the Trust local governance cycle and identify best practice, innovations and shared areas for improvement across the Trust.
- 1.4. The work of this Board will be reported directly to the Trust Board of Directors Standards Committee.

### 2. Composition of the Board

- 2.1. The total membership shall be not less than three. The membership of the Board shall be determined in accordance with the following provisions:
  - 2.1.1. the Chair, who shall be the Chief Executive Officer or their appointed representative;
  - 2.1.2. the Trust Quality Assurance lead;

2.1.3. A.n.other senior officer(s) of the Trust who have responsibility of oversight and scrutiny of the Trust's schools in the areas of scrutiny outlined in section 1.

2.2. The Chair will appoint members to the Board.

2.3. The Board will be quorate if at least two members are in attendance.

2.4. Any Director of the Trust is entitled to attend any meeting of the Board, and they will automatically qualify as a member of the Board for the duration of their attendance.

### 3. Meetings of the Board

3.1. The Board will meet at least 3 times per year, but can meet more regularly if required. Meetings will typically be held in the second half term of a given term.

### 4. Record keeping and transparency

4.1. Papers circulated before a meeting will be published for all Directors and Board members to access, on the Trust's secure information sharing systems (GovernHub).

4.2. The Board will be minuted, with these minutes submitted to the next scheduled Standards Committee for scrutiny and oversight.

### 5. Amendment of these Terms of Reference

5.1. This document shall be subject to review by the Directors annually and may be subject to amendment by them, as an integrated element of the Scheme of Delegation.

## 16. Terms of Reference – Staff Parliament

### 1. Purpose of the Forum

- 1.1. The forum is constituted to ensure there is a systematic and auditable process in place for hearing and responding to employee voice via the contribution of those democratically elected staff governors who occupy roles in local governance across the Trust's schools.
- 1.2. The forum will endeavour to work in a strengths-based way with conurbations rooted in evidence. The remit of the forum is to:
  - 1.2.1. Provide a structural means of bringing together staff governors from across the Trust;
  - 1.2.2. Utilise this forum to enable and facilitate staff voice and agency in relation to Trust-wide matters (as opposed to school-specific matters, which should be the focus of discussions at local governance meetings);
  - 1.2.3. Provide a conduit between the Trust schools' workforce and the Trust Board of Directors, via Executive Officers; and
  - 1.2.4. Ensure staff governors are more informed about the work of the Multi Academy Trust for and on behalf of its workforce.
- 1.3. To Trust will use feedback from this forum to inform the business planning of the Trust.
- 1.4. The work of this forum will be reported directly to the Trust Board of Directors Standards Committee.
- 1.5. The forum is consultative in nature, and holds no delegated decision making powers or responsibilities.

### 2. Composition of the Forum

- 2.1. The total membership shall have no upper limit, though membership shall be determined by an attending being:
  - 2.1.1. the Chair;
  - 2.1.2. an Executive leader of the Trust;
  - 2.1.3. an officer representing the Trust Human Resource service; and
  - 2.1.4. all of the elected staff governors from local governance across all the schools which constitute the Trust.

2.2. The Chair will invite advisors to the forum as and when required.

2.3. Any Director of the Trust is entitled to attend any meeting of the forum, as a participating observer.

### 3. Meetings of the Forum

3.1. The forum will meet at least 3 times per year, but can meet more regularly if required. Meetings will typically be held online to reduce travel requirements and support the Trust's programme of work to reduce its carbon footprint.

### 4. Record keeping and transparency

4.1. Papers will be circulated at least a week before a scheduled meeting.

4.2. The forum will be minuted, with a summative record kept on file

### 5. Amendment of these Terms of Reference

5.1. This document shall be subject to review by the Directors annually and may be subject to amendment by them, as an integrated element of the Scheme of Delegation.



## 17. Pupil Cabinet Terms of Reference

### 1. Background

- 1.1. Nexus Multi Academy Trust recognises the value and importance of pupil voice to influence and inform the Collaborative School Improvement Framework (CSIF).
- 1.2. The Nexus MAT Pupil Cabinet is an advisory group with a role to represent the voice of the pupils who attend our constituent schools.
- 1.3. The Cabinet exists as a formal platform to share the representative the of pupils, giving children and young people the opportunity to have a voice, discuss issues, engage with decision makers and contribute to improving and developing provision and enrichment for all.

### 2. Purpose

- 2.1. To provide our pupils with the opportunity to share the work of the constituent schools' pupil parliament;
- 2.2. To highlight issues or ideas that are important to our pupils;
- 2.3. To undertake research through collating information and voice from peers on behalf of the Board of Directors;
- 2.4. To act as an advisory committee and respond to inquiries from the Board.

### 3. Membership and meeting methodology

- 3.1. Each School Pupil Parliament will elect one of their MPs to represent the School by being a Cabinet Member, during the January of each year.
- 3.2. A representative from the Board of Directors and the Chief Executive Officer or their identified deputy will attend the meetings. The Cabinet may request an invitation for other attendees if it is relevant to an agenda item.
- 3.3. The Chief Executive Officer or their designated deputy will chair all Cabinet meetings.
- 3.4. The Cabinet will meet 3 times each year (once each term).

- 3.5. The School Pupil Parliament (with support from the Pupil Parliament Ambassador) in each school will submit any potential agenda items to the Trust Chief Executive Officer two weeks in advance of the meeting.
- 3.6. The Chief Executive Officer will ensure that paperwork is distributed 7 calendar days in advance of the meeting.
- 3.7. The MP's school will translate or present the agenda according to individual need, where necessary, in order that the School MP can access the agenda.
- 3.8. Where possible and feasible, Pupil Parliament Ambassadors will accompany the school MP to the Cabinet meeting and offer communication, emotional and physical support to ensure that all MPs are able to access the meeting and fulfil their role.
- 3.9. Any urgent items can be considered at the discretion of the Chair
- 3.10. The draft minutes of each meeting will be circulated with the agenda for the next meeting.

#### 4. Quorum

- 4.1. The quorum is of one quarter of the total members, including the Chair.

#### 5. Key Behaviours

- 5.1. Take account that everyone is different, but equal and that tolerance, mutual respect and open mindedness are vitally important;
- 5.2. Listen to the views of others and respect others opinions;
- 5.3. Mobile phones to be switched off during meetings.

## 18. Terms of Reference – Transformation Board

### 1. Responsibilities of the Board

1.1 The Transformation Board is an advisory board to the CEO, and ultimately the Board of Directors. It has been set up to support the MAT in its overall responsibility for ensuring that the organisation's change programmes deliver sustainable and effective change.

1.2 The Board's responsibilities are:

- To agree a forward plan for change programmes and projects.
- To consider projects and programmes for initiation.
- To agree projects and programmes for implementation.
- To review projects and programmes following implementation and agree lessons learned.
- To consider any other matters where requested to do so by the Board.

1.3 The Board will consider all change projects and programmes where there is a significant level of spend, length of commitment, potential risk to Nexus MAT and its delivery of statutory functions or strategic objectives, and/or where there are cross-cutting issues that affect more than one part of the central team or academies.

1.4 The Transformation Board has an advisory function only and supports the CEO in enacting the delegated functions, reporting ultimately to the Board of Directors.

### 2. Composition of the Board

2.1 The total membership shall be not less than three. The membership of the Board shall be determined in accordance with the following provisions:

- 2.1.1 The Chair, who shall be the Chief Executive Officer or their appointed representative;
- 2.1.2 The Assistant CEO: Quality Assurance & Improvement
- 2.1.3 The Assistant CEO: Strategy & Partnerships
- 2.1.4 The Chief Finance Officer;
- 2.1.5 Another senior officer of the Trust (e.g. Executive Headteacher, Regional Director etc)

2.2 The Chair will appoint members to the Board.

2.3 The Board will be quorate if at least two members are in attendance.

2.4 Any Director of the Trust is entitled to attend any meeting of the Board, and they will automatically be deemed a participating observer for the duration of their attendance.

### 3. Meetings of the Board

3.1 The Board will meet at least 6 times per year, but can meet more regularly if required.

3.2 Papers for meetings will be issued at least 1 week (5 working days) prior to the meeting date.

### 4. Record keeping and transparency

4.1 Papers circulated before a meeting will be published for all Directors and Board members to access, on the Trust's secure information sharing systems.

4.2 A record of projects and programmes reviewed, comments made and approval (or otherwise) will be kept for each meeting, and published in the meeting pack on the Trust's secure information sharing systems for all Directors and Board members to access.

### 5. Amendment of these Terms of Reference

5.1 This document shall be subject to review by the Directors annually and may be subject to amendment