

# OWLS Academy Trust

## Governance – terms of reference and matrix.

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**2020**

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## Foreword from the Trust Chair of Trust

**This document sets out the principles and formal arrangements for governance across the OWLS Academy Trust. As a charitable Trust we are accountable for:**

- the educational outcomes and welfare of more than 1600 children; this will increase with the addition of a 6<sup>th</sup> school into the trust to over 1700 children.
- the livelihoods of more than 200 employees;
- the prudent management of approximately £7 million of tax payers' money each year.

The quality and effectiveness of our governance is pivotal to ensuring all of those resources are used most effectively in delivering exceptional learning opportunities for children and best value to the tax payer.

**At the heart of governance in a charity like OWLS is the non-executive team. By non-executive, I refer to those of us who volunteer.** We bring our experiences and judgement and accept accountability not for personal material benefit but for the greater public good and in particular to improve the life chances of the pupils in our schools. This year, that team of OWLS volunteers will consist of over 60 Local Governing Body (LGB) governors; and 6 academies hoping to expand to more academies and continuing to sponsor schools in the future. This is a remarkable testament to the charitable and community-minded generosity of those of you that have agreed to serve as part of the governance team of the Trust.

**The law places accountability for the educational outcomes and financial diligence of the Trust firmly with the Trustees and the CEO as Accounting Officer. However, a fundamental principle for us is that effective governance is best delivered as close as possible to the point of impact of decisions.** For this reason, we have developed a governance structure that delegates significant accountability to our LGBs. We have 6 of these bodies; providing the overview and scrutiny of the management and governance across academies working towards a target of 10+ academies. The Boards are about much more than overview and scrutiny though; they are also to be a conduit for effective dialogue between all of the elements of governance in the Trust and to facilitate the voice of parents, pupils and staff in shaping the on-going development of the Trust.

**The purpose of this document is to provide clarity on the structure by which the different elements of governance work together for the benefit of the whole Trust.**

We have based our model on the lessons learnt over the last six years as we have grown, but I have no doubt we will have further lessons to learn over the year as we turn this model into effective governance in practice. We will review the detail of these governance arrangements annually as a family of governors: LGB Governors, Executive board and Trustees.

Thank you for your contribution to this crucial work.

Jonathan Tedds

Chair of Trust

OWLS Academy Trust Board

## OWLS Academy Trust – overview of relevant documentation for each element of governance

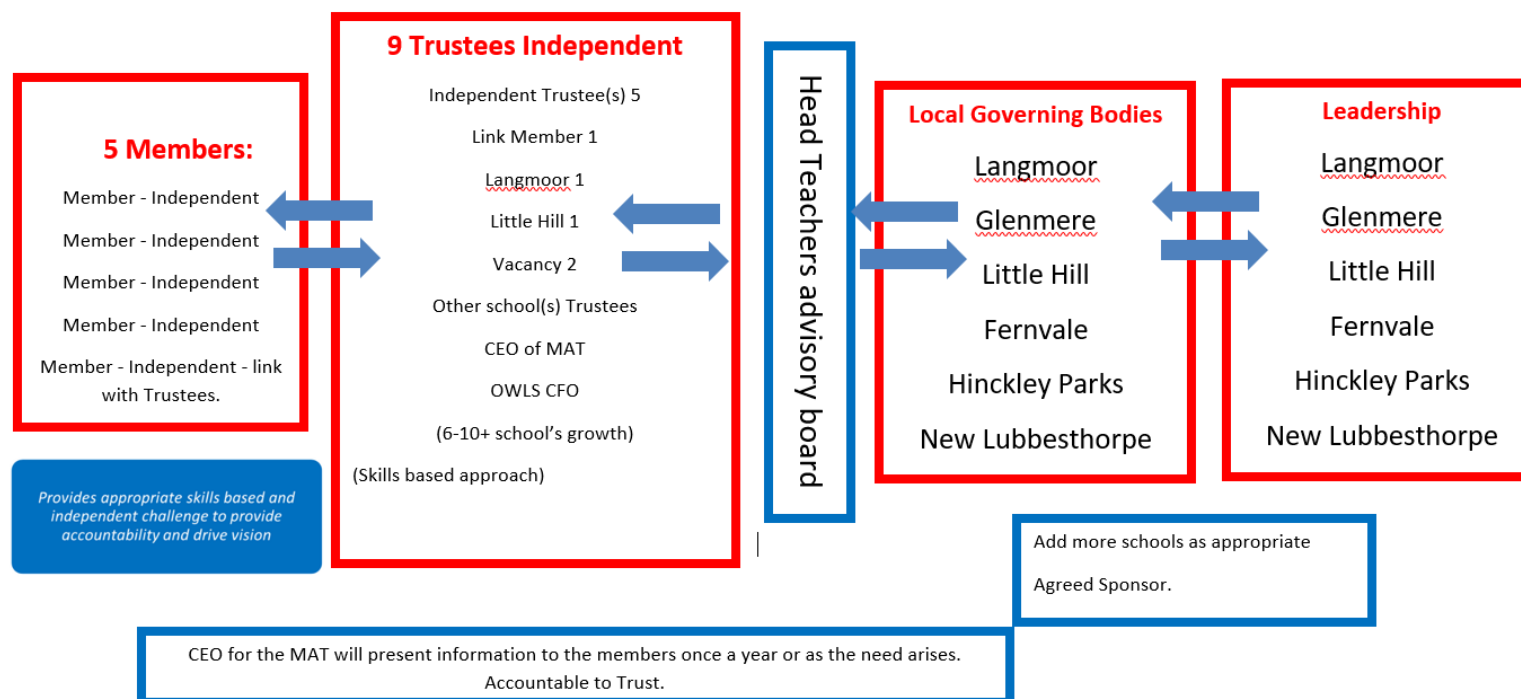
All	<p>Governance Charter/structure: outlines the tiers and principles of governance across the OWLS trust.</p> <p>Roles and Functions matrix: identifies the tier at which a decision/function sits</p>
Members	<p>Articles of Association: constitution of the Academy Trust specifying the composition of the membership and how it conducts business.</p> <p>Guidance page on the role of a member.</p>
Trustees	<p>Articles of Association: constitution of the Academy Trust specifying the objects, powers, composition of the Trustees and how they conduct business.</p> <p>Terms of reference for the Trust Board: the role of the Trustee.</p> <p>Conflict of interest and related party transaction policy.</p>
Central Team	CEO,CFO,HR, DPO, Business Managers
Executive Board Advisory	Terms of reference: specifying composition, remit and delegated functions.
Local Governing Bodies	<p>Constitution and Terms of delegation: specifying composition, remit and delegated functions.</p> <p>LGB's are subject to approval of Trustees.</p>

The Trust operates with a team of Trustees and within committees. For separation the Trust has a Chair of Trust who chairs, main agenda items, Curricular, Standards, Risk audit and Health and safety. This is supported by the Vice Chair of the Trust. The combined finance and audit committee are chaired by a different elected Trustee to the Chair and Vice Chair.

## OWLS Governance Charter/structure

OWLS is a charitable voluntary organisation which relies on the valuable input of a considerable number of non-executive volunteers, supported by an experienced team of staff.

### OWLS MAT Governance Structure



## Principles

1. The OWLS Charter/structure sets out the fundamental principles of the organisation and lays down the rules for its governance. The Charter/structure consists of the principles set out here, the Academy Trust Articles of Association and the detail set out in the Roles and Functions Matrix and Terms of Reference. This supported by our Scheme of delegation and Scheme of delegation mapping, which are interlinked.
2. The governance principles of OWLS recognise the importance of developing relationships with common purpose and they are about developing processes and structures.
3. We will continue to develop our governance arrangements to shape and take account of best practice in the sector. The '21 questions that every Multi-Academy Trust should ask itself' (see Annex 1), set out by the All Party Parliamentary Group on Education Governance and Leadership, provide a foundation by which we will assess the effectiveness of our governance.
4. Financial governance must, as a foundation, be compliant with the principles and regulations set out in the Academies Financial Handbook. OWLS aims to go beyond this foundation to provide excellence in its governance.
5. Governance is underpinned by a common understanding about who is responsible for providing valuable input to decision making and who has the decision-making responsibility.
6. Effective governance in our Academy Trust is supported by the following:
  - a. Trust Members – the guardians of the constitution
  - b. Trust Board – Trustees - the CEO, who for the purpose of this document is also known as (Chief Education Officer the CEO is the Accounting officer)
  - c. Executive Board - Advisory board made up of head teachers and governor representation
  - d. Local Governing Bodies – the Local Governors
7. The Trust Board has overall responsibility and ultimate decision-making authority for all the work of the Academy Trust, including the establishment and maintenance of the Academies.
8. The Executive Boards as advisors provide information on:

- a. Scrutiny and challenge of academy education and financial performance;
  - b. Support academy leaders and governors to shape and influence Academy Trust thinking; and
  - c. Ensure an effective flow of communication between the Local Governing Bodies and the Trust Board.
9. The governance of each Academy shall be delegated to the relevant Local Governing Body.

**Vision and Values: "*Exceptional opportunities for learning*"** (see also vision statement and mission Statement on Trust website)

The shared vision and values of OWLS and all the Academies underpins the governance arrangements of the Academy Trust. OWLS fully supports the independence and distinguishing characteristics of each of the Academies. OWLS seeks to provide a level of autonomy proportionate to the success of the Academy, which together with a focus purely on primary schools, is what gives OWLS its distinctiveness. (*The Trust is open to explore other age ranges*)

Recognising the value of collaboration and the advantage of a public association, OWLS will provide a voice on national issues affecting the Academy Trust and our academies, helping to communicate the Academy Trust's needs and concerns to those responsible for the funding and regulation of publicly funded schools.

OWLS has a commitment to supporting the schools within the OWLS family for the benefit of the communities served by the schools. OWLS expects academies to work together in the spirit of solidarity. The relationship between the Academy Trust, Executive Board (Advisory made up of head teachers, trustees and external support as required) and Local Governing Bodies is one of partners sharing a common goal, drawing on each other's strengths in order to overcome any weaknesses and respond robustly to any challenges.

OWLS is the brand/educational pathway of the entire Academy Trust: providing a strong, responsible foundation from which every academy develops and grows. A pathway which provides a subtle yet crucial role in a building; in the same way, the Trust ensures OWLS is a trustworthy, reliable and inspirational organisation, delivering the best possible learning experiences. The Trust has aspirations to become a Values driven Trust.

As an Academy Trust we are committed to creating a culture that strongly reflects our seven principles, which make our academies: inclusion, learning, leadership, enjoyment, responsibility, inspiration and integrity.

Our Local Governing Bodies are the champions of our values in our Academies. Our Central team who are our Trust employed members support across all of our academies. (These include DPO, CFO, HR, CEO and finance members)

### **Accountability for decisions**

The Trust Board may delegate authority to two key groups in order to ensure the effective leadership and governance of the Academy Trust. The two key groups are:

- Executive Board (Advisory, head teachers, leadership and management with in schools, trustees may attend this group as appropriate- the chair or vice chair of Trust usually attends these meeting. Chair of LGBs may also attend.)
- Local Governing Bodies.

The relationship between the Trust Board and the Executive Board (Advisory) and the Local Governing Bodies is characterised as a partnership to realise a common vision and a common purpose. In the case of the Local Governing Bodies the relationship between the two tiers of governance is also based on the principles of:

1. No or as little as possible duplication of governance.
2. Governance should be as close as possible to the point of impact of decision-making.

The Terms of Reference, the Roles and Functions Matrix and Scheme of delegation Map provides clarity as to who the decision makers are for different levels of decisions. Effectiveness of both management and governance is supported through clarity over who holds the decision-making responsibility and who supports and advises the decision makers.

### **Intervention**

**The Trust Board remains ultimately responsible for the Academy Trust and the conduct of the Academies.** The operation of the various elements of governance outlined in this Charter/structure are crucial to the success of the group. However, there will be circumstances (more the exception than the norm) where the Trust Board might need to intervene and, for example, withdraw delegated authority a particular element of governance. Trust will advise on staffing and



governance appointments making recommendations as required, all appointments at senior level are subject to trust approval.

In such circumstances, the Trust Board, along with the Executive Board in an Advisory capacity, would work closely with any Academies concerned and those involved in their governance who would be expected to promptly implement any advice or recommendations made by the Trust Board and the Executive Board.

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

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

## **Overview of key elements of our governance**

### **Members**

OWLS has “**Members**” who are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. The Members appoint the Trustees and can exercise reserve powers to appoint and remove Trustees but it is anticipated that this power will be rarely exercised. The Academy Trust will ordinarily have at least five Members. Some of whom will be classed as independent members and have been selected for their skill sets.

### **Trust Board**

The corporate management and trustee responsibility for the actions of the company is vested in the “**Trustees**” of the Academy Trust (together, referred to as “the **Trust Board**”), who are company directors registered with Companies House.

The Trustees are personally responsible for the actions of the Academy Trust and the Academies and are accountable to the Members, to the Secretary of State for Education and to the wider community for the quality of the education received by all pupils of the Academies and for the expenditure of public money. The Trustees are required, as trustees and pursuant to the Funding Agreements, to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Academy Trust.

The role of the Trust Board is reflected in the '21 questions that every Multi-Academy Trust should ask itself' identified by the All Party Parliamentary Group on Education Governance and Leadership (January 2015) and set out in Appendix 1 of this Charter/structure:

- Setting the vision, ethos and strategy for the Academy Trust and its academies over the next three to five years;
- Establishing the governance structures for the Academy Trust, from Members to Academy level, in keeping with the Articles of Association;
- Providing clarity, through the published Terms of Reference and the Roles, Functions Matrix and Delegation Map of the level at which the following governance functions are exercised:
- Determining each individual Academy's vision, ethos and strategic direction
- Recruiting each Academy's Head teacher
- Performance management of each Academy's Head teacher
- Determining Human Resources policy and practice
- Oversight of each Academy's budget
- Assessment of the risks for each Academy.
- Setting the level at which the LGBs will have authority and accountability through the scheme of delegation;
- Engaging with the Academies' communities, parents, pupils and staff;
- Contributing to developing collaborative relationships beyond the Academy Trust;
- Ensuring that there is a strong and effective executive leadership structure and personnel in place across the Trust;

- Overview and scrutiny of Academies' education performance data;
- Overview and scrutiny of the Academy Trust's financial capability and management systems to ensure compliance with the Academies Financial Handbook, and deliver best value for money;
- Ensuring senior leaders within Academies are challenged to improve the education of pupils;
- Developing the Trust Board to ensure that it has the capacity, skills and succession plans to have a positive impact on outcomes for pupils.

The Trust Board sets Trust-wide policy. (This is reviewed annually)

Executive Board colleagues may attend Trust Board meetings at times to advise the Board in order to improve effective governance and partnership at all levels of the organisation.

The Board will carry out a regular skills audit of its Trustees. Where key skills are missing on the Board, expertise will be procured to support the challenge and scrutiny of specialist areas such as human resources or educational performance.

Trust Board in conjunction with the Executive Board as advisors will provide the overview and high-level scrutiny of the prioritised risks.

The Trust Board will scrutinise:

- Educational Standards and Performance
- Finance, Human Resources, Risk and Audit.
- Safeguarding and Health and Safety

### **Executive Board (Advisory)**

The OWLS “**Executive Board**” is the advisory management arm of the Academy Trust, focusing on operations and the educational performance of the Academies. They operate in conjunction and collaboration of the CEO, who is by virtue of his/her position a Trustee of the Academy Trust. The Executive Board work directly with the staff in each Academy and the Local Governing Bodies to ensure that the required outcomes are achieved in accordance with the direction and vision of the Trust Board. The head teacher of each academy is the conduit between the Trust and the LGB as a member on the Executive board. Chairs of LGB’s may also attend these meetings as required.

### **Local Governing Bodies (LGBs)**

The role of a Local Governor within a Multi-Academy Trust is an important one. In developing our governance arrangements, the Trust Board has sought to ensure that the responsibility to govern is vested in those closest to the impact of decision making and that such responsibility matches the capacity of those assuming responsibility. In conjunction with the Trust Board establishes Local Governing Bodies for each of the Academies, for the most part made up of individuals drawn from the Academy’s community, both as elected and appointed members.

The Local Governors in conjunction with appropriate colleagues from the Executive Board as advisors are accountable to the Trust Board (who in turn is accountable to the Department for Education) as well as to the communities they serve.

The broad duties of the Local Governing Body are summarised as:

- To contribute to and fulfil the vision and ethos of OWLS in so far as it relates to the Academy, ensuring that the Academy achieves the aims and ambitions it has for its pupils, having regard in particular to the benefits of being part of a family of schools which stresses the importance of collaboration and mutual support;
- To implement and review from time to time the strategic plan for the Academy, focussing on the Academy’s performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by the Trust Board;
- To act as a critical friend to the Academy’s senior leadership team, being ready to challenge and hold senior leaders to account for all aspects of the Academy’s performance;

- To oversee the management of the finances of the Academy, assessing the annual budget prepared by the Academy's Head teacher or equivalent (with the support of the Academy's senior leadership team) and submitting such for approval by the Trust Board, ensuring that the Academy works within its budget and the Academy's senior leadership team adopts and implements appropriate risk and financial management policies and practices;
- To support the Trust Board in ensuring that insurance or equivalent risk protection and health and safety measures are put in place and maintained for all risk areas including damage to property, employer liability, public and third party liability and director liability in accordance with any policy issued by the Trust Board from time to time;
- To support the Academy's Head teachers in the development and review (from time to time) of an appropriate staffing structure for the Academy, ensuring there is robust and accountable monitoring of the performance of staff and implementing all and any policies relating to staff adopted by the Trust Board;
- To support the Trust Board in its monitoring and evaluation of the delivery of any central services and functions provided or procured by the Academy Trust for the Academies, reporting any issues or concerns to the CEO and the Chair of the Trust Board;
- To promote within the organisation and externally the benefits of collaboration with the other Academies and to actively seek opportunities to work together either with the aim of improving economic efficiencies within the Academies or identifying and implementing best practice;
- To develop effective links within the Academy's community, communicating openly and frequently as appropriate and ensuring that the Academy meets its responsibilities to the community and serves the community's needs in relation to the safeguarding and education of its pupils; and
- To engage fully and openly with any inspection of the Academy, whether by the Trust Board, Ofsted or any other appropriate public body to whom the Academy is accountable.

### **Pupil, parent and staff voice**

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

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

As a Trust we will consider what further mechanisms for pupil, parent and staff representation at other governance levels may be appropriate.

### **Overview: composition of governance elements**

#### **Trust Members**

**Members:** *all members are independent and their term of office is in accordance with our AoA.*

No	Type	OWLS ACADEMY TRUST
1	Member	Chris Garner - Chair
2	Member	Margaret James - Link
3	Member	Stephen Mallon
4	Member	Helen Tait
5	Member	Rohit Gohil

## Trust Board

- Trustees appointed by the Members
- CEO

No	Type	OWLS Academy Trust
		<b>Yellow Finance &amp; Audit committees.</b> <i>All Trustees work collaboratively together within all other committees, Chairs of committees not listed below are chaired by the Chair of Trust or a nominated Trustees.</i>
1	Trustee	<b>Jonathan Tedds – Chair of Trust</b>
2	Trustee	Sue Steer
3	Trustee	<b>Mark Elton</b>
4	Trustee	<b>Osiur Rahman- Safeguarding</b>
5	Trustee	Phil Clarke
6	Trustee	<b>Margaret James- Link</b>
7	Trustee	<b>Vacancy</b>
8	Trustee	<b>Fiona Weston – Audit Chair/ Finance Chair</b>
9	Trustee	Vacancy
	Trustee	Peter Merry - CEO
	Key Staff	Krystyna Biddles – CFO
	Key Staff	Kirsten McClaren – HR & DPO

## Executive Board (Advisory)

- Trust Board Trustee/s
- CEO (Accounting Officer)
- elected Local Governing Body Chairs / colleagues
- elected Head teachers

*Governance structure, roles and responsibilities that will ensure accountability and effective decision making and drive improvement across the trust. All Trustees will support and oversee Safeguarding, Health and Safety. Each LGB will report back via the Head teachers to Trustees and are responsible for these areas within each academy.*

### Lines of accountability within the Trust

The governance structure and lines of accountability for the OWLS academy trust will mirror existing structures based on the Articles of Association and Terms of Reference.

## **Members – Trustees – Advisory Board – LGBS - SLTS**

### Roles and Responsibilities:

- a. **Members:** governance; appointment/removal of Trustees; changes to constitution
- b. **Trustees:** whole Trust strategic decision-making, financial strategy & accountability, holding the whole of the Trust to account. Agree the Development Plan for each academy on the recommendation of the CEO. Agree the Budget for all academies on the recommendation of the CEO. Agree and monitor progress against the Trust Development Plan. Ensure compliance through KPIs and reports from the CEO and by holding key staff to account. Agree the core charge and core services provided by the Trust to academies.
- c. **Executive Board (Advisory):** Made up of Trustees, governors and heads with the appropriate skill sets to advise the trustees.
- d. **Committees are combined at Trust level as described above, in brief we have:**
  - i. **Board Finance & Audit Committee:** In depth financial monitoring & strategy, combined with Audit at LA level and external level annually.
  - ii. **Board Performance Management & Pay Committee,** linked to finance committee. (Finance Trustees) Agrees the pay of the CEO and reviews the pay awards and targets of Heads of School/ Heads and members of the Central Team.
  - iii. **Curriculum – Standard and Performance Committee:** (All Trustees) Local Governing Body with delegated responsibilities and a key focus on quality learning and teaching.



- iv. **Board of Audit and Risk/ Health and Safety.** - Local Governing Body with delegated responsibilities, at LGB level.
- e. **Head teacher:** Day to day leadership and management of the academy, accountable for standards of progress and attainment, local academy compliance, health and safety and local strategy. Responsibility for Ofsted Reports, exclusions, etc. may lie with this role or with the Education Director, depending on level of autonomy.
- f. **Head teacher:** is responsible for the Ofsted Reports, exclusions, etc.
- g. **CEO:** is responsible for coaching and supporting Heads of each academy and takes part in strategic decision-making at a Trust level.

### Managing conflicts of Interest

- a. We will ensure that all governors, trustees and senior leaders complete a signed Declaration of Interest form and (Codes) at the beginning of each year, or on appointment, outlining any business, (this will be updated quarterly and is asked at the beginning of all meetings) charitable, educational or other interests they may have which may lead them to be seen as potentially having a conflict of interest. They will also declare whether any staff members are a close relative, and any business, charitable, educational or other interests, which a close family member may have and which may influence the trustee's understanding or decision-making.
- b. These will be collated for each academy and distributed to Trust committee members to ensure that all decision makers are aware of any potential risk of influence in making a decision. (Pecuniary Interest update 4 times per year on SharePoint and uploaded to website regularly, pecuniary interest are asked at the start of all governance meetings.)
- c. The collated information will be included on the relevant website to ensure that public accountability is in place.
- d. Every Committee or Board meeting will include an early agenda item requesting any additional declarations, or any already named on the completed forms but which may have a particular bearing on a specific agenda item.
- e. Where a conflict does arise, decisions will be transparent and the conflict of interest will be declared at meetings in which decisions are being made and, where necessary, to the ESFA according to the Academy Finance Handbook rules. They will be declared on the website.
- f. We do not anticipate any conflicts of interest within the Trust, conflicts will be dealt with swiftly and according to policy, should they arise.
- g. The Trust has a Finance policy which includes receiving gifts to ensure that governors, trustees, senior leaders and Board members are not unduly influenced in favour of any one person or group. The Trust operated with a finance policy, which incorporates many other policies. (See finance policy)

### Accountability and scrutiny through governance structures

The Terms of Reference for the Trust divides the roles and responsibilities for governance between the Trust Board, Executive Board and the Local Governing Body.

### How would the Trust intervene and how would it know to do so?

- a. The CEO and Heads prepare a wide range of KPIs relating to progress and attainment, lesson observation and work scrutiny outcomes, attendance, behaviour issues, staff turnover, complaints etc. which are scrutinised by the LGB'S and Trustee's to identify areas of concern. These are then red flagged and the CEO then intervenes, highlighting the concern to the Board and, where necessary, agreeing to withdraw delegated responsibilities and autonomies.
- b. The Curriculum Committee monitors and challenges at a local level, and receives KPIs and reports prepared by the Heads. Where these do not appear to match with their understanding of what is happening in the school, anomalies are challenged and resolved.
- c. External scrutiny such as financial and health and safety audits identify legal and policy compliance issues. Where these arise the relevant member oversees changes in practice and reports to the appropriate Committee. School Improvement Partners/Teaching School/LA/external advisors bring external rigor to ensure that quality judgements in teaching and learning are accurate and consistent. The academies within the Trust buy back to the LA for services such as Health and Safety, legal, admissions, data, SEND, Safeguarding and HR for advice and to support reassurance.

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

### **21 Questions every Multi-academy Trust Board should ask itself**

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

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

### **Vision, ethos and strategy**

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

### **Governance structures**

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

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

### **Trustee Board effectiveness and conduct**

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

17. **Learning from others:** Has the Trustee Board regularly reviewed its structures and practice, making use of other Boards' experiences and periodically seeking external expertise?

### **Engagement**

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

### **Effective accountability of the executive leadership**

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

### **Impact on outcomes for pupils**

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

## Roles and Functions Matrix – delegations:

### Introduction

The OWLS Academy Trust Board has overall legal responsibility for the operation of the MAT and the schools within it. The Trust Board delegates authority to key groups to ensure and achieve effective leadership and governance of the Trust, this is set out in the Scheme of delegation and documents associated to governance. This Scheme of Delegation therefore provides for certain functions to be carried out by one or more of the following:

- Board of Trustees - The Board of Trustees may decide to form committees to carry out certain of its functions. The term 'Board of Trustee' will therefore include any such committees that may be formed from time to time.
- Chief Executive Officer (CEO) and Central Team (HR, DPO, CFO, business managers)
- Executive Board - Advisory Board (AB) - (Head teachers, Trustees and Chairs of LGB may attend)
- Local Governing Board (LGB)
- Headteacher of the school
- While the Scheme is designed to be comprehensive it will not cover every task, it is an evolving document which is updated as changes occur to advisory and decision-making responsibilities. Any significant changes are referred to the Board of Trustees for agreement. The Executive Board – Advisory Board will review the scheme of delegation annually and present it to the Board of Trustees for agreement.

	Members	Board of Trustees (or a committee of the board)	Central Team	Advisory Board (AB)	LGB Local Governing Board	Headteacher
<b>Vision, values &amp; strategy</b>		Set the OWLS vision and values  Preserve and promote the character of the MAT and academy schools	Communicate the MAT vision and values to schools	Contribute to the revision and development of vision, values & strategy through consultation  Monitor and support the implementation of the vision and ethos of the school and the Trust at local level	Contribute to the revision and development of vision, values & strategy through consultation  Monitor implementation of Trust vision, values and strategy	Contribute to the revision and development of vision, values & strategy through consultation document  Develop, propose and implement the OWLS mission and vision strategy in the school context  Develop school ethos and values  Ensure that the school continues to strongly demonstrate its distinctiveness
		Approve Trust strategic objectives annually  Review and challenge progress of the Trust against its strategic objectives and KPIs	Develop strategic objectives for the Trust  Deliver strategic objectives for the Trust in partnership with schools  Report progress against strategy and KPIs to the Board	Development and execution of a strategy area  Approve school strategic objectives and raising achievement plan  Review and challenge progress of the school against its strategic objectives and KPIs	Monitor progress of each school against its strategic objectives and raising achievement plan  Review school risk plans and identify high risks that require mitigation plans	Develop school strategic objectives and raising achievement plan  Deliver the school strategic objectives  Report progress at the Advisory Board and at LGB level and to Trustees

		Approve Trust-wide school strategies  Approve a Trust Policy Framework	Develop a Trust Policy Framework (Summer 2020 Business case)	Consulted on school strategic objectives annually Informed of progress against school strategy and KPIs termly. Escalation of concerns to the LGB.	Review progress against 'high risk' mitigation plan	To tailor trust-wide policies to school policy as recommended by the Central Team
		Review plans from Trust surveys e.g. From ESFA or other.	Develop a Trust annual partnership survey /questionnaire for staff  Review the data from the Trust annual partnership survey and identify plans to ensure vision values and aims are embedded in all schools	Contribute to the development and review of the survey.  Informed of outcome and actions from annual survey	Informed of outcome and actions from annual survey	Complete Trust annual survey
	<b>Members</b>	<b>Board of Trustees (or a committee of the board)</b>	<b>Central Team</b>	<b>Advisory Board (AB)</b>	<b>Local Governing Board (LGB)</b>	<b>Headteacher</b>
<b>Admissions</b>		Determine and approve the Trust wide admissions policy	Develop the Trust-wide admissions policy for adoption by the Trustees  Consult on the admissions policy for the Trust as required in accordance with the School Admissions and Appeals Codes  Determine arrangements for hearing admission appeals  To provide oversight of and support of the implementation of the admissions arrangements across the Trust.  To ensure that the impact of any proposed changes to a school's admission arrangements are considered considering the other schools in the Trust	Propose the Trust admissions policy	Ensure effective arrangements are in place for pupil recruitment  Monitor to ensure admissions arrangements are adhered within the Trust and academy schools.  To undertake consultation, publish admissions and determine arrangements as required in accordance with the School  Admissions and Appeals Codes  To make arrangements for determining admissions and hearing admission appeals  To ensure effective arrangements are in place for pupil recruitment  To contribute to the development of the Academy prospectus  Monitor to ensure admissions arrangements	Consulted on Trust the admissions policy  Ensure compliance with the Trust-wide admissions policy  Publish admissions arrangements as required in accordance with the School Admissions and Appeals Codes  Participate in the fair access protocol  Development of the school prospectus  Ensure school website and prospectus is up to date and available  To provide direction to the LGB as to requirements under the School Admissions and Appeals Codes  To ensure compliance with the Trust-wide policy  To make arrangements for determining admissions and hearing admission appeals  To participate in local admissions forum  To ensure participation in the fair access protocol Publish admission arrangement as required in line with codes of practice. Ensure school website is up to date.

					are adhered within the Trust and academy schools.	
<b>Pupil Attendance</b>		Review Trust attendance and pupil absences as part of the key performance indicators	Monitor the levels of attendance across the Trust including unauthorised absence and report to the Trustees	Review attendance and pupil absences as part of the key performance indicators	Review attendance and pupil absences as part of the key performance indicators for schools in the Trust.	<p>Maintain a register of pupil attendance</p> <p>Report on attendance and absence as part of key performance indicators</p> <p>Develop attendance strategies and policy to promote good levels of attendance</p> <p>To set the times of Academy sessions and the dates of Academy terms and holidays</p>
<b>Curriculum, performance &amp; standards</b>	To receive an annual report from the Trustees and the CEO on Trust performance	<p>To review Education Standards</p> <p>To approve a Trust-wide curriculum statement to ensure provision of a balanced and broad curriculum (Curriculum &amp; Assessment Strategy) at each academy.</p> <p>To approve a Trust strategy for:</p> <ul style="list-style-type: none"> <li>-Quality Assurance and School Improvement</li> <li>-Curriculum and Assessment strategy</li> <li>-Teaching and Learning Strategy</li> </ul> <p>To receive a termly report from the Executive Board regarding standards (Headteacher termly reports)</p>	<p>Develop effective processes for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the schools in the trust – Trust reviews</p> <p>To co-ordinate the development of Trust strategy for:</p> <ul style="list-style-type: none"> <li>- Quality Assurance and School Improvement</li> <li>- Curriculum and Assessment strategy</li> <li>- Teaching and Learning Strategy</li> </ul> <p>Report on progress towards KPIs from Trust Strategies to the Trustees</p> <p>To provide a half termly report to the Trustees on performance</p> <p>Monitor the KPI figures relating to school and trust performance</p> <p>To identify mitigation plans for underperformance in areas of concern</p>	<p>Development and execution of a strategy area for the Trust to include: Teaching and learning, Curriculum and assessment, Quality Assurance and School Improvement</p> <p>To approve the curriculum proposed by the Headteacher (to the extent that it is consistent with the values of the Trust)</p> <p>Review the quality the school curriculum and its design to meet the needs of its learners</p> <p>To provide oversight of the target setting for pupil achievement and progress by the Headteacher and monitor against targets</p> <p>Review the quality and accuracy of the school self-evaluation information</p> <p>Approve individual school's raising achievement plans</p> <p>Review school performance</p> <p>Consulted on key priorities for whole school development areas</p> <p>Consulted on Trust strategies (T&amp;L, QA &amp; C&amp;A)</p> <p>Consulted on Trust Attendance Policy</p> <p>To provide a termly report to the Trustees regarding standards</p> <p>To provide oversight of the target setting for pupil achievement and progress by the Head teacher and monitor against targets</p> <p>To monitor the KPI figures reported from the Head teacher relating to standards</p> <p>Consulted on curriculum enrichment and equality of access for all groups</p>	<p>Monitor Key Performance Indicators (KPIs) across the academies for identification of any areas of concern for referral to the Trustees</p> <p>Monitor progress and impact of teaching and learning strategies</p> <p>Monitor the effectiveness of the curriculum and how it is matched to learners' needs</p> <p>Monitor the progress of the school risk plans within this area and identify mitigation plans as required</p> <p>To develop, monitor and approve the Academy Development Plan</p> <p>To approve the curriculum proposed by the Head teacher (to the extent that it is consistent with the Trust-wide policy)</p> <p>To ensure effective processes are in place for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Academy</p> <p>To monitor the KPI figures reported from the Head teacher relating to standards</p>	<p>To ensure the curriculum delivery consistent with the Trust curriculum statement.</p> <p>To set targets for pupil achievement and progress and monitor against targets</p> <p>To report termly KPI figures to the Central Executive Team and the Trust Board relating to standards</p> <p>To prepare a school raising achievement plan for approval by CEO</p> <p>To ensure all curriculum areas are well led and developed to meet the local needs of their children</p> <p>To design and implement a curriculum enrichment outside of the school day</p> <p>To monitor the impact of the pupil premium in the Academy</p> <p>To make provision for a daily collective act of worship</p> <p>To support the Academy Trust and the Head teacher in the extended school provision in the Academy</p> <p>To ensure the curriculum is delivered at the Academy including compliance with any funding agreement requirements</p> <p>To make provision for a daily collective act of worship</p> <p>To set targets for pupil achievement and progress and monitor against targets</p> <p>To report termly KPI figures for the Trustees and the LGB relating to standards</p> <p>To prepare a draft Academy Development Plan for approval by the LGB</p>



				Take part in Trust reviews at academy schools.		
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	Members	Board of Trustees (or a committee of the board)	Central Team	Advisory Board (AB)	Local Governing Board (LGB)	Headteacher
<b>Safeguarding</b>		<p>To approve the Safeguarding &amp; Wellbeing Strategy and reviews its' effectiveness</p> <p>To support LGB policies on Safeguarding/Child Protection Policy, Educational Visits, Supporting Pupils with Medical Conditions, Visitors, Safer Working Practice for Staff, and link to Trust wide policy as appropriate.</p> <p>The Chair of the Board manages allegations against the CEO</p> <p>Appoint a designated Board member for safeguarding - OZ Rahman</p> <p>Ensure safeguarding is a high priority on all board agenda items</p> <p>To adopt a Trust-wide safeguarding strategy and Child Protection policy in conjunction with each academy</p> <p>To adopt a Trust-wide common approach regarding school trips</p> <p>To review KPIs across the trust for identification of any areas of concern.</p>	<p>Develop the Trust Safeguarding &amp; Wellbeing Strategy and report to the Trustees on its effectiveness.</p> <p>Develop key policies to include: on Safeguarding/Child Protection Policy, Educational Visits, Supporting Pupils with Medical Conditions, Visitors, Safer Working Practice for Staff to support LGB'S</p> <p>Analyse trends and concerns across the trust, report findings to trustees and direct remedial action</p> <p>Provide rapid response support for staff allegations</p>	<p>Monitor schools in Trust dealing with issues appropriately and provide support to head teachers, and Designated Safeguarding Leads</p> <p>Review the effectiveness of safeguarding procedures.</p> <p>Review safeguarding issues that are affecting the operation and development of the school</p> <p>Review Safeguarding Audit report and action plan</p> <p>Pupil voice survey to feed in to annual safeguarding audit.</p> <p>To ensure that each Academy has appointed a designated teacher to support looked after children</p> <p>To make arrangements for safeguarding audits to be conducted by independent personnel</p> <p>To report to the Trustees on the procedures in place for safeguarding and on matters as they arise</p>	<p>To appoint a designated governor for safeguarding</p> <p>To review KPIs at school level for identification of any areas of concern for referral to the Trustees and Central Team</p> <p>The Chair of the LGB Board will receive and deal with allegation made against the headteacher and work with CEO to resolve this</p> <p>Members of the LGB Board involved in recruitment must undertake safer recruitment training</p> <p>Adopt the academy's Safeguarding/Child Protection Policy</p> <p>Complete SCR</p> <p>To ensure the completion of the single central record and its regular up-dating</p> <p>To review and maintain a safeguarding and child protection policy for the Academy</p>	<p>Establish and maintain single central record (SCR)</p> <p>The headteacher and other recruiting staff must complete and update safer recruitment training</p> <p>The headteacher must ensure the school complies with the safeguarding policies and report all serious incidents to the LA, children's social care or LSCB as appropriate</p> <p>Report incidents, trends, referral frequency and training needs to CEO and the LGB Boards</p> <p>To appoint a designated teacher/person to support looked after children and to ensure the role is compliant with statutory guidance</p> <p>Establish a robust staff training plan</p> <p>Complete an annual safeguarding action plan from Trust internal audit</p> <p>Develop a targeted safeguarding curriculum aligned to key areas of need locally and nationally</p> <p>Adopt the academy's Safeguarding/Child Protection Policy</p> <p>To oversee all trips</p>
	Members	Board of Trustees (or a committee of the board)	Central Team	Advisory Board (AB)	Local Governing Board (LGB)	Headteacher

<b>SEN</b>		<p>Review and assess the impact of SEN provision across the Trust</p> <p>To determine a Trust wide SEN and Disability Discrimination Act policy in conjunction with each academy.</p>	<p>Develop a Trust SEN Strategy and report to the Trustees on its' effectiveness.</p> <p>To review KPIs across the Trust for identification of any areas of concern for referral to the Trustees</p>	<p>Review the school SEN policy</p> <p>Review and approve the SEN Information Report and ensure compliance with the SEND Code of Practice</p> <p>Review school accessibility plan and its implementation</p> <p>To provide oversight of the implementation of the policy within school and compliance with the Disability Discrimination Act requirements</p> <p>To ensure compliance with the Disability Discrimination Act requirements within the Academies</p>	<p>To review KPIs across the Trust for identification of any areas of concern for referral to the Central Team</p> <p>To appoint a Local Governor responsible for SEN and inclusion</p> <p>To review and maintain the Academy's SEN policy</p> <p>To provide oversight of the implementation of the policy within the Academy and compliance with the Disability Discrimination Act requirements</p>	<p>To make provision for SEND pupils with or without a statement or Educational Health Care Plan</p> <p>Develop the school SEN policy for review by AB prior to adoption</p> <p>Report to the AB on the impact and effectiveness of the SEN policy</p> <p>Appoint a SENCO</p> <p>Produce the school 'School Information Report' for review by the AB and publication</p> <p>Work with the local authority in respect of students who have (or might have) SEN</p> <p>Make provision for SEN pupils with or without a statement or Education, Health and Care plan</p> <p>Ensure compliance with the Disability Discrimination Act requirements within the school</p> <p>To designate a teacher to be responsible for co-ordinating SEN provision</p> <p>To liaise with the local authority in respect of students who have (or might have) SEN</p> <p>To make provision for SEN pupils with or without a statement or Education, Health and Care plan</p> <p>To ensure compliance with the Disability Discrimination Act</p> <p>Develop the school SEN policy for review by AB prior to adoption</p>
<b>Behaviour &amp; Exclusions</b>		<p>Support each academy's Behaviour Strategy and processes in place at each academy and review its' effectiveness</p> <p>To review KPIs and trends across the Trust.</p>	<p>Support Behaviour Strategy and reports of its' effectiveness to trustees, with delegated rights to each academy.</p> <p>To review KPIs and trends across the Trust and report to the Trustees.</p>	<p>Review the effectiveness of the school behaviour policy</p> <p>Approve the school behaviour policy and anti-bullying policy</p> <p>Review KPIs for identification of any areas of concern</p>	<p>To review KPIs across the LGB for identification of trends</p> <p>To adopt and ensure the implementation of a behaviour policy for the Academy</p> <p>To convene a committee to review any exclusion of a pupil</p> <p>To review KPIs and trends across the Trust and report to the Trustees.</p>	<p>Develop the behaviour policy and anti-bullying policy for the school for review adoption by the Advisory Board</p> <p>Publish the school's behaviour policy, including the anti-bullying strategy online</p> <p>To convene a committee to review any exclusion of a pupil</p> <p>To exclude a pupil for a fixed term or permanently</p> <p>Power to bar parents from the school site for unreasonable conduct</p>

	Members	Board of Trustees (or a committee of the board)	Central Team	Advisory Board (AB)	Local Governing Board (LGB)	Headteacher
		To review the use of exclusions across the Trust	<p>To review the overall pattern of exclusions and to report to the Trustees</p> <p>Arrange an Independent Review Panel to review the decision of a discipline committee not to reinstate a permanently excluded pupil.</p>	<p>Case review pupils at risk of permanent exclusion</p> <p>Participate in pupil discipline committee meetings</p> <p>Appraise the overall pattern of exclusions.</p>	<p>To review the overall pattern of exclusions across the academy</p> <p>Convene a pupil discipline committee to review any exclusion of a pupil</p>	<p>Comply with DfE guidance - <i>Exclusion from maintained schools, Academies and pupil referral units in England</i></p> <p>Publish exclusion policy online</p> <p>Power to exclude a pupil for a fixed term or permanently</p> <p>Report exclusion decisions to the LGB Advisory Board, Trust and LA</p> <p>Refer 'potential' permanent exclusions to CEO for case review prior to exclusion</p>
<p><b>Complaints</b></p> <p>Stage 1: Class teacher</p> <p>Stage 2: Head</p> <p>Stage 3: LGB Chair</p> <p>Stage 4: Panel</p> <p>To Trust following above process.</p>		<p>Review complaints trends across the Trust</p> <p>Adopt Trust wide complaints policy</p> <p>To review a Trust-wide Complaints policy and receive reports from the Executive Team regarding the level of complaints across the Academy Trust</p>	<p>Develop a Trust Complaints Policy and Procedure for schools</p> <p>Review complaints trends across the Trust report to the Trust Board</p>	<p>Participate in panel to review escalated complaints (Stage 4)</p> <p>Review complaints trends for school and report concerns to Trust Board</p> <p>Review complaints escalated to the Advisory Board (Stage 3)</p>	<p>Review complaint trends for LGB and agree remedial strategies to address common issues</p> <p>Participate in panel to review escalated complaints (Stage 4)</p>	<p>Prepare a school complaints policy compliant with trust policy</p> <p>Publicise complaints policy on school website</p> <p>Manage complaints in line with the Trust Complaints Policy and Procedure.</p> <p>Report complaints trends to the AB (stage 2 &amp; 3).</p>
<p><b>School Organisation</b></p> <p><b>Includes:</b></p> <p>Uniform</p> <p>Pre &amp; after school offer</p> <p>School meals</p> <p>School hours – start &amp; finish times</p> <p>Length of school day</p> <p>Term dates</p> <p>Home school agreement – if adopted</p>				<p>Consulted on proposals and make recommendations to Trust Board for approval</p> <p>Approve home school agreement if adopted by the school</p>	<p>Approve changes to 'school organisation' relating to:</p> <p>Uniform</p> <p>Pre &amp; after school offer</p> <p>School meals</p> <p>School hours – start &amp; finish times</p> <p>Length of school day</p> <p>Term dates</p>	<p>Propose changes to areas identified under 'school organisation'</p> <p>Review and maintain a Home school agreement if adopted by the School</p>

	Members	Board of Trustees (or a committee of the board)	Central Team	Advisory Board (AB)	Local Governing Board (LGB)	Headteacher
<b>Pay &amp; Performance Management</b>		<p>Approve pay, PM arrangements for all staff across the Trust</p> <p>CEO performance management and salary review</p> <p>Approval of Central Team and Headteacher pay progression recommended by CEO</p> <p>Review pay &amp; performance across the trust</p> <p>Convene appeals panels for Headteacher and CEO pay appeals</p>	<p>Develop pay and performance management policies and consult with recognised Trade Union groups.</p> <p>CEO to review Headteacher pay recommendations and present to the Board</p> <p>Monitor and challenge outcomes of performance management or panel meetings</p>	<p>Headteacher performance management with AB participation as required and if ...and recommend pay progression to the CEO</p>	<p>Participate in the performance management of Headteacher, including interim and final reviews of targets (in conjunction with the CEO)</p> <p>Convene panels for pay appeals, and any appeals panels for staff in Trust</p> <p>Monitor staff PM targets - receive anonymised overview of staff PM outcomes and review pay recommendations</p>	<p>Ensure all staff are performance managed</p> <p>Comply with OWLS pay, performance management policies</p> <p>Provide overview outcomes of staff performance and pay recommendations to Advisory Board</p> <p>Provide overview outcomes of staff performance and pay recommendations to CEO</p> <p>To appoint teaching and non-teaching staff</p> <p>To suspend or dismiss teaching and nonteaching staff in consultation with the Executive Team</p> <p>To conduct the performance management of staff in the Academy</p> <p>To approve applications for early retirement, secondment and leave of absence</p>

	Members	Board of Trustees (or a committee of the board)	Central Team	Advisory Board (AB)	Local Governing Board (LGB)	Headteacher
			<p>staff with cross trust responsibility performance management by CEO and/or Trustees</p>			
<b>Recruitment</b>		<p>Approve terms and condition of employment at Trust level</p> <p>Support and Approve staffing structures</p>	<p>Develop terms and condition of employment and carry out formal consultation with recognised Trade Unions and affected stakeholders.</p> <p>Support academies annual Staff Handbook</p> <p>Develop staffing structure models</p>	<p>Recommend exceptions to staffing structure models to Trust Board</p>	<p>Approve exceptions to staffing structure models, inform Trust</p> <p>Develop annual Staff Handbook at each academy</p>	<p>Design school staffing structure</p> <p>Propose changes to model staffing structure to Advisory Board for first stage approval</p>

		<p>Appoint the CEO and support the recruitment of other senior central posts</p> <p>To succession plan for the Trust Board and Central Team</p>	<p>Central Trust staff appointments, supported by the Board for senior posts.</p> <p>Approve the recruitment and deployment of staff with cross Trust responsibilities</p> <p>Appoint head teachers and deputies (supported by members of Advisory Board and Head teachers where applicable)</p> <p>To succession plan for Trust Executive Team and Head teachers</p>	<p>Representative on recruitment panel for headteacher and deputy appointments</p> <p>Report recruitment processes followed for Headteacher and deputy appointments to the LGB and Trust</p> <p>At the request of the headteacher, support in the recruitment of staff.</p>		<p>Review recruitment process followed for Headteacher and deputy appointments</p>	<p>Appoint teaching and support staff within agreed school staffing structure</p> <p>Appoint deputies in conjunction with advisory board and LGB</p>
<p><b>HR Policies:</b></p> <p>Disciplinary &amp; capability</p> <p>Attendance Management</p> <p>Dignity at Work / Grievance</p>		<p>Approve HR policy for all staff across the Trust for:</p> <ul style="list-style-type: none"><li>o Disciplinary &amp; capability</li><li>o Attendance Management</li><li>o Dignity at Work / Grievance</li></ul> <p>Implement policy in respect of the CEO</p> <p>Convene panels for appeals in respect of CEO</p> <p>To appoint, suspend and dismiss the Clerk to Trust.</p>	<p>HR policy development and consultation with recognised Trade union groups.</p> <p>Implement policy in respect of central Trust staff</p> <p>Convene panels for appeals from central Trust staff and supported by Chair or other appropriate member of the Board of Trustees.</p> <p>Give guidance and support to individual schools</p>	<p>At the request of the Central Team, give representation on hearing panels and support investigation procedures.</p>	<p>Implement the specified HR policy in respect of Head teachers &amp; Senior Leadership Team</p> <p>Convene panels for appeals for staff in school (supported by Chair or another appropriate member of the Trust Board)</p>	<p>Representative on appeals panels for staff in LGB</p> <p>Implement the specified HR policy in respect of Head teachers &amp; Senior Leadership Team</p> <p>Convene panels for appeals for staff in school (supported by Chair or another appropriate member of the Trust Board)</p>	
<p><b>Operational risk management</b></p>		<p>Oversee, review and challenge OWLS risk register and mitigation plans.</p>	<p>Execute and oversee risk mitigation and related actions</p> <p>Create and maintain OWLS-wide risk register, Create and maintain individual school risk registers</p> <p>Develop and monitor risk management processes across all schools and support schools to take appropriate action</p> <p>Clearly communicate standard risk management expectations, including</p>	<p>Contribute to the school's risk register</p>	<p>Informed of school risk register and mitigation plans</p>	<p>Oversee the school's risk register and mitigation plans to ensure appropriate action is taken.</p>	<p>Informed of school risk register and mitigation plans</p> <p>Contribute to the risk register for school and ensure potential risks are communicated to Central Team and Advisory Board, and are mitigated in school procedures/ improvement plans</p>

	Members	Board of Trustees (or a committee of the board)	Central Team	Advisory Board (AB)	Local Governing Board (LGB)	Headteacher
			a standardised approach			
		Receive and challenge headline and critical incident reports	<p>Support health and safety issues and incidents, provide support at Trust level when necessary</p> <p>Ensure the overall health and safety procedures of schools, oversee documentation is up to date.</p> <p>Report critical incident to trustees</p> <p>Organise LA reviews with school</p>	Review critical incidents and action plans to mitigate future incidents	<p>Monitor health and safety issues and incidents/critical incidents</p> <p>Organise LA reviews with school</p>	<p>Maintain school's facilities and ensure H&amp;S requirements are adhered to</p> <p>Report incidents to Central Team in a timely manner</p>
		Support business continuity strategy	Review and see copy of business continuity arrangements to support			Develop, gain LGB approval and implement a business continuity plan for the school and report to Trust.
<b>Data Protection GDPR</b>		<p>Approve the Data Protection Strategy</p> <p>Review annual report on data security in the trust</p> <p>Review GDPR and DPO processes annually</p>	<p>Develop and implement the Trust Data Protection Strategy and GDPR processes - Support GDPRIS</p>			<p>Implement GDPR Data Protection Policy and procedures</p> <p>Report any data protection breaches to the Central Team, DPO</p>
<b>Website Compliance</b>		Review annual report of website compliance for schools and the trust website - update at least annually.	<p>Monitor school website compliance with regulations including local governance structure/governor details.</p> <p>After termly audits are complete, monitor that remedial actions have taken place.</p>	Review termly website audit report and progress against actions to ensure that the school website is compliant with DfE requirements		Review website audit review and ensure remedial actions are put in place.

<b>Finance – Compliance and Risk</b>	To receive statutory accounts at the AGM	Appointment of Accounting Officer	Appointment of Finance Director (Chief Financial Officer)	Monitor impact and use of Pupil Premium funding	Review, Challenge and agree Pupil Premium spend and impact report	Ensure effective deployment of the pupil premium and monitor and report on impact
	To review external and internal auditors / appoint	Appoint a committee with responsibility for finance audit and risk	Submit audited accounts	Monitor impact and use of Sports premium funding Provide comment and challenge using Trust benchmarking tools on budget areas	Review, challenge and agree Sports Premium spend and impact report	Develop and publish Sports Premium impact report
	To approve any service contracts for Trustees	Approval of audited financial statements	Must publish annual accounts on website and file annual account with Companies House.	Consulted on pupil premium spending and strategy, reviewing the impact of this additional funding.	Review and challenge schools on financial risks	Review and mitigate against school financial risks report and update centrally
		Approve annual Trustee report as part of statutory accounts	Complete annual statement on regularity, propriety and compliance	Consulted sports premium spending and strategy, reviewing the impact of this additional funding.	To appoint a Local Governor responsible for finance	To ensure the preparation of the annual budget for the Academy with the assistance of relevant staff
		Approve annual governance statement as part of statutory accounts	Submit Land and Buildings Return	To support/prepare the annual budget for the Academy Trust	To approve the annual budget for the Academy	To monitor the income, expenditure and cash flow of an Academy
		Review and challenge Trust financial risks	Submit Annual Accounts Return	To support/prepare monitoring reports for the Trustees (CEO) To act as the Accounting Officer	To monitor the income, expenditure and cash flow of an Academy	To prepare monitoring reports for the LGBs
		To recommend appointment of internal and external auditors	Develop, monitor and mitigate Trust Financial Risk Register	To ensure proper financial controls are in place	To ensure any variances from the budget are reported to the Regional Board Finance Committee	To ensure proper financial controls are in place at the Academy
		To sign off annual accounts and report	To maintain a register of business interests	To maintain a register of business interests	To ensure proper financial controls are in place at the Academy	To ensure provision of free school meals to those pupils meeting the criteria
		To approve the financial scheme of delegation		To make payments within agreed financial limits	To maintain a register of business interests and update 4 times per year	To set up and approve staff expenses at the Academy
		To appoint a finance committee			To ensure provision of free school meals to those pupils meeting the criteria	To make payments within agreed financial limits
		To approve the annual budget for the Trust			To enter into contracts up to the limits of delegation and within an agreed budget	To enter into contracts up to the limits of delegation
		To approve any significant changes to the approved budget			To support the Trust Board in its monitoring and evaluation of the delivery of any central services and functions provided or procured by the Academy Trust for the Academy	To act as a signatory of an Academy specific bank account
		To monitor income, expenditure, cash flow and balance sheet of the Academy Trust			To establish and maintain a register of pecuniary interests, ensuring this is	Proposes school budget for Trust Board approval annually.
		To establish a charging and remissions policy and to keep this under review				Maintain expenditure within budget
		To have oversight a register of business interests				Seek Trust Board approval for expenditure out of approved budget or if in deficit position
		To adopt a Trust-wide procurement policy				Review staffing structure for efficiency and affordability
		To set the delegated levels of authority for contracts				Meet financial targets and report any financial vulnerabilities to Central Executive Team.
		To approve contracts in accordance with the Trust Finance Policy				Authorise expenditure in line with policy
		To approve contracts which constitute related party transactions in accordance with				



		<p>the Academies Financial handbook and Trust.</p> <p>To set up and approve Trustee expenses in accordance with policy</p> <p>Approve the Trust Capital Strategy</p> <p>Approve the OWLS overall strategic plan for capital expenditure considering the strategic plans of each school</p> <p>Agree disposal of assets</p>			<p>published in accordance with AFH.</p>	
<b>Finance policies</b>		<p>Approve financial regulations and key finance policies and policies as detailed in the Trust Policy Framework</p>	<p>Develop Financial Regulations Manual</p> <p>Develop financial policies as detailed in the Trust Policy Framework, to include reserves and investment, conflicts of interests, expenses, fraud, gifts and hospitality, whistleblowing (this is not an exhaustive list)</p> <p>Monitor the impact of pupil premium across schools and report to the</p>	<p>Raise any concerns about the equity of schools charging policy, financial probity and compliance with the trust financial regulations</p> <p>Approve the school Charges and Remissions policy</p>	<p>Review Schools Charges and Remission Policy, ensuring it is consistent with the trust vision and values.</p> <p>Review internal audits of schools to ensure schools are adhering to trust policies</p>	<p>Read and comply with all financial policies</p> <p>Develop and publish schools Charges and Remissions Policy</p>



	Members	Board of Trustees (or a committee of the board)	Central Team	Advisory Board (AB)	Local Governing Board (LGB)	Headteacher
			Trustees			
<b>Finance - Budgets</b>		<ul style="list-style-type: none"> <li>Annual approval of budgets Trust wide.</li> <li>Ensure effective financial management of the Trust.</li> <li>Agree budget virement</li> <li>Agree the mechanism for schools' central contribution charge to schools</li> </ul>	<ul style="list-style-type: none"> <li>Analyse, benchmark and agree annual school budget for each school for submission to Board.</li> <li>Approve annually all school staffing structure proposals</li> <li>Monitor schools against budget and address variances swiftly.</li> <li>Set, monitor and challenge progress towards financial targets</li> <li>Forecast financial budget outcomes.</li> <li>Submit Budget Forecast Return</li> <li>Submit Budget Forecast Outturn Return</li> <li>Authorise expenditure in line with policy</li> <li>Develop and monitor core Trust budget and recommend central contribution charging mechanism.</li> <li>Calculate and inform schools of Trust wide purchased goods/services</li> <li>To appoint internal and external auditors</li> <li>To sign off annual accounts and report</li> <li>To approve the financial scheme of delegation</li> <li>To appoint a finance committee</li> <li>To approve the annual budget for the Trust</li> <li>To approve any significant changes to the approved budget</li> <li>To monitor income, expenditure, cash flow and balance sheet of the Academy Trust</li> <li>To establish a charging and remissions policy and to keep this under review</li> </ul>	<ul style="list-style-type: none"> <li>Identify cross school efficiencies.</li> <li>Authorise expenditure in line with policy</li> <li>Appraised of the financial position of the school</li> <li>Provide comments and consultation on identified school budgets</li> <li>Compare and challenge Headteacher about school expenditure using Trust benchmarking tools</li> </ul>	<ul style="list-style-type: none"> <li>Approve school budget for submission to the Central Team</li> <li>Monitor the school budget expenditure, challenging variances</li> <li>Authorise expenditure in line with policy</li> <li>Gain Central Team approval for expenditure out of approved overall budget if in deficit</li> <li>Approve school staff structure for submission to Central Team</li> <li>To appoint a Local Governor responsible for finance</li> <li>To approve the annual budget for the Academy</li> <li>To monitor the income, expenditure and cash flow of an Academy</li> <li>To ensure any variances from the budget are reported to the Regional Board Finance Committee</li> <li>To ensure proper financial controls are in place at the Academy</li> <li>To maintain a register of business interests and update 4 times per year</li> <li>To ensure provision of free school meals to those pupils meeting the criteria</li> <li>To enter into contracts up to the limits of delegation and within an agreed budget</li> <li>To support the Trust Board in its monitoring and</li> </ul>	<ul style="list-style-type: none"> <li>Propose school budget for Trust Board approval annually.</li> <li>Maintain expenditure within budget</li> <li>Seek Trust Board approval for expenditure out of approved budget or if in deficit position</li> <li>Review staffing structure for efficiency and affordability</li> <li>Meet financial targets and report any financial vulnerabilities to Central Executive Team</li> <li>Authorise expenditure in line with policy</li> <li>To ensure the preparation of the annual budget for the Academy with the assistance of relevant staff</li> <li>To monitor the income, expenditure and cash flow of an Academy</li> <li>To prepare monitoring reports for the LGBs</li> <li>To ensure proper financial controls are in place at the Academy</li> <li>To ensure provision of free school meals to those pupils meeting the criteria</li> <li>To set up and approve staff expenses at the Academy</li> <li>To make payments within agreed financial limits</li> <li>To enter into contracts up to the limits of delegation</li> <li>To act as a signatory of an Academy specific bank account</li> </ul>

			<ul style="list-style-type: none"> <li>• To appoint an Accounting Officer To ensure proper financial controls are in place</li> <li>• To have oversight a register of business interests</li> <li>• To adopt a Trust-wide procurement policy</li> <li>• To set the delegated levels of authority for contracts</li> <li>• To approve contracts in accordance with the Trust Finance Policy</li> <li>• To approve contracts which constitute related party transactions in accordance with the Academies Financial handbook and Trust.</li> <li>• To set up and approve Trustee expenses in accordance with the Trust Conflict of Interest policy</li> </ul>		evaluation of the delivery of any central services and functions provided or procured by the Academy Trust for the Academy	
<b>Finance – Capital and Assets</b>		<p>Approve the Trust Capital Strategy</p> <p>Approve the OWLS overall strategic plan for capital expenditure taking into account the strategic plans of each school</p> <p>Agree disposal of assets</p>	<p>To draw up and gain approval of priorities for capital expenditure across the Trust</p> <p>Develop and maintain a building maintenance plan to ensure that all property remains ‘fit for purpose’</p> <p>To specify project management arrangements for major capital projects</p> <p>Maintain Trust asset register</p>	<p>Appraise Capital bids across LGB for economies of scale and if support schools development plan.</p> <p>Approve use of DFC in line with Trust Capital Strategy, School 3- year Premises Development Plan and Conditions Survey</p> <p>Provide guidance and support on viability of capital projects</p> <p>Approve 3-year Premises Development Plan</p> <p>First level review of capital bids</p>	<p>Review capital expenditure priorities for Trust</p> <p>Agree disposal of assets</p>	<p>Contribute to the development of a 3-year Premises Development Plan and ensure proposed capital expenditure priorities are submitted to the Trust.</p> <p>Propose use of DFC in line with Trust Capital Strategy, School 3-year Premises Development Plan and Conditions Survey</p> <p>Agree disposal of assets</p>
<b>Audit</b>	To appoint external auditors	<p>Recommended appointment and removal external auditor to Members</p> <p>Receive reports from audit inspections and the review the resulting Action Plan</p>	<p>Recommend internal and external audit requirements</p> <p>Lead and coordinate internal and external audits</p> <p>Establishing and maintaining procedures for effective audit in accordance with Trust and EFSA requirements</p> <p>Action and respond to external and internal audit report requirements</p>	Review and monitor progress against actions and timescales for implementation from Audits	Review and challenge audit reports and recommendations	<p>Comply with requirements of internal and external audits</p> <p>Respond and action audit recommendations</p>

<b>Finance - Procurement</b>		Agree Expenditure following policy	Develop a procurement and tendering process  Ensure procurement policies are adhered to across the Trust  Achieve Best Value	Ensure Best Value is achieved at all time	Agree Expenditure following policy	Ensure Best Value is achieved at all time  Agree Expenditure following policy  Comply with Procurement guidance in Financial Regulations
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	Members	Board of Trustees (or a committee of the board)	Central Team	Advisory Board (AB)	Local Governing Board (LGB)	Headteacher
			Trust level  Agree Expenditure following policy.  Comply with Procurement guidance in Financial Regulations Manual			
<b>Insurance</b>		Approve insurance arrangements.	To procure suitable insurance cover that includes premises/material damage, contents, business interruption, governing body and employer liability, 3 <sup>rd</sup> party liability, professional indemnity, cash, personal accident and UK travel.			Ensure school displays appropriate certificates and contacts Central Executive School if claims need to be made.
<b>Health &amp; Safety</b>		<p>Approve a Trust Health and Safety policy</p> <p>To appoint a risk and audit committee combined with other committees, all Trustees.</p> <p>To review risk management and maintain a risk register</p> <p>To approve insurance Arrangements</p> <p>To review and maintain a buildings strategy and asset management planning arrangements</p> <p>To adopt a Trust-wide health and safety policy</p> <p>To adopt a Trust-wide lettings policy</p> <p>To review the Risk Reports provided by the LGBs and make any recommendations</p>	<p>Create and maintain schedule for Health and Safety policy review using LA Support and buy back.</p> <p>Develop Health and Safety policy and linked risk assessments and consult with recognised groups.</p> <p>Monitor actions on action plans and ensure any actions which incur capital/revenue funding are incorporated into the trust building development plan.</p>	<p>To prepare the risk register for the Academy Trust</p> <p>To procure buildings and related insurance and make proposals to the Trustees</p> <p>To prepare a buildings strategy and asset management planning arrangements</p> <p>To propose a Trust-wide health and safety policy for the Trustees' approval</p> <p>To monitor and support the implementation of the Trust-wide health and safety policy</p> <p>To draw up, agree and monitor an accessibility plan for each Academy in consultation with the Head teacher</p>	<p>To appoint a Local Governor responsible for health and safety</p> <p>To review the risk register of the Academy and prepare the Risk report for the in conjunction with the head teacher for Trust</p> <p>To adopt a health and safety policy for the Academy (in line with the Trust-wide guidance and LA guidance)</p> <p>To review the implementation of the above and ensure that appropriate risk assessments are being carried out in the Academy</p> <p>To conduct site inspections to review any health and safety issues and the security of premises and equipment</p>	<p>Implement Health and Safety policy and procedures for all staff.</p> <p>Disseminate Health and Safety Policy to all staff in their schools.</p> <p>Ensure Educational Visits Co-ordinator is identified in school and they are given responsibilities for keeping Evolve up to date with all trips and activities.</p> <p>Ensure Health and Safety action places are actioned from workplace inspections</p> <p>To monitor the accident book and agree appropriate actions</p> <p>To ensure suitable risk assessments are prepared and appropriate actions taken</p> <p>To review security of premises and equipment</p> <p>To implement the Trust wide lettings policy</p> <p>To liaise with the Trustees on the accessibility plan for the Academy</p> <p>To utilise the support of the H&amp;S team at the LA and buy back into service. Or appropriate services.</p> <p>To implement the risk register for the LGB having regard to the risks identified by the Regional Board</p> <p>To implement a health and safety policy for the Academy (in line with the Trust-wide policy) for adoption by the LGB</p>

		<p>To monitor the arrangements for the effective supervision of building maintenance and minor works</p> <p>To monitor the implementation of the Academy's health and safety policy across the Academies</p> <p>To utilise the support of the H&amp;S team at the LA and buy back into service. Or appropriate services.</p> <p>.</p>				<p>To monitor the accident book and agree appropriate actions</p> <p>To ensure suitable risk assessments are prepared and appropriate actions taken</p> <p>To review security of premises and equipment</p> <p>To implement the Trust wide lettings policy</p> <p>To liaise with the Trustees on the accessibility plan for the Academy</p> <p>Ensure all staff are aware of their Health and Safety responsibilities.</p> <p>Ensure mandatory and statutory training is carried out with respect of Health and safety.</p> <p>Ensure Educational Visits Co-ordinator is identified in school and they are given responsibilities for keeping Evolve up to date with all trips and activities.</p> <p>Ensure Health and Safety action places are actioned from workplace inspections</p> <p>Disseminate Health and Safety Policy to all staff in their schools.</p>
IT		<p>To adopt data protection policies and procedures on the matter of safe storage.</p> <p>To provide GDPR support across the Trust via DPO.</p>	<p>Develop and implement the Trust IT strategy.</p> <p>Report to the Board annually on the effectiveness of the IT strategy.</p>	<p>To ensure compliance with all data protection legislation and good practice across the Academies</p> <p>To support the individual academies on the effective safe storage of data</p> <p>To maintain accurate and secure staff records for the Executive Team</p> <p>To ensure registration with the Information Commissioner's Office is up to date.</p>	<p>To ensure the effective implementation of the data protection policies and procedures in the Academy</p> <p>To ensure systems are in place in line with the Academy Trust's strategy at the Academy for effective communication with pupil, parents or carers, staff and the wider community including the support of a local parent teacher association (if established)</p>	<p>Consulted on the Trust IT Strategy</p> <p>To ensure the publication of Academy information, ensuring that all electronic communication, including web pages, are up to date</p> <p>To maintain accurate and secure pupil records</p> <p>To maintain accurate and secure staff records for the Academy</p> <p>To ensure compliance with all data protection legislation and good practice in the Academy</p> <p>Comply with the principles in the Trust IT strategy</p>

<b>Governance</b>	Review and amend the Articles of Association	To approve: Governance Strategy and Scheme of Delegation of Terms of reference for the Trust Board and committees	Review and develop: Governance Strategy and Scheme of Delegation Terms of reference for the Trust Board and committees	Consulted on the Governance Strategy To carry out a skills audit and annual self-review of Advisory Board performance setting out priorities for improvements in the next academic year	Consulted on the Governance Strategy Establish and maintain a register of all interests (pecuniary business and loyalty) of Staff and Governors and publish this in accordance with regulation	Consulted on the Governance Strategy To attend meetings of the Advisory Board and when applicable the academies and to provide information and reports as required
	Change the name of the Academy Trust To receive an annual report from the Trustees and the CEO on the Academy Trust's performance.	To appoint clerk to Trustees  To review and amend the policies of the Academy Trust To appoint a Company Secretary To appoint internal and external auditors To sign off annual accounts and report To approve the financial scheme of delegation To appoint a finance committee To approve the annual budget for the Trust To approve any significant changes to the approved budget To monitor income, expenditure, cash flow and balance sheet of the Academy Trust To establish a charging and remissions policy and to keep this under review To appoint an Accounting Officer To ensure proper financial controls are in place To have oversight a register of business interests To adopt a Trust-wide procurement policy To set the delegated levels of authority for contracts	To attend meetings of the Trustees and to provide a CEO/Principal report  To make clerking arrangements for the Trust Board  To secure professional advice on behalf of the Trustees as may be requested  Establish and maintain a register of all interests (pecuniary business and loyalty) of the senior Executive Team and publish this in accordance with regulation and AFH	Establish and maintain a register of all interests (pecuniary business and loyalty) of Advisory Board Members and publish this in accordance with regulation  To attend meetings of the Trustees as appropriate and to provide a CEO/head teacher reports  To secure professional advice on behalf of the Trustees as may be requested  To support the Trustees and the Academies in the preparation of Trust wide and Academy specific policy requirements  To establish and maintain a register of pecuniary interests, ensuring this is published in accordance with AFH. CEO to upload to website.	To champion the OWLS vision and values in the academy and to ensure the spiritual wellbeing of the pupils  To determine the educational and spiritual character, mission or ethos of a particular Academy (to the extent that it is not inconsistent with that of the Academy Trust) in collaboration with the Head teacher  To ensure that the school has a medium to long-term vision for its future and that there is a robust strategy in place for achieving its vision  To appoint (and remove) from its number: Chair, Vice Chair and Local Governors with specific responsibilities for special educational needs, child protection, pupil premium and financial matters  To appoint a Clerk to the Local Governing Bodies  To review and amend the policies of the Academies (in line with any Academy Trust prescribed policy)  To implement a means whereby the Academy can	Establish and maintain a register of all interests (pecuniary business and loyalty) of staff and publish this in accordance with regulation and AFH  To implement the educational character, mission or ethos of a particular Academy (to the extent that it is not inconsistent with that of the Academy Trust) as determined by the LGB  To attend meetings of the LGB and to provide a Head teacher's report  To support the appointment process for the Clerk  To tailor Trust-wide policies to Academies as recommended by the Trustees.  To establish and maintain a register of pecuniary interests, ensuring this is published in accordance with AFH.

		<p>To approve contracts in accordance with the Trust Finance Policy</p> <p>To approve contracts which constitute related party transactions in accordance with the Academies Financial handbook and Trust.</p> <p>To set up and approve Trustee expenses in accordance with the Trust Conflict of Interest policy</p> <p>To review and amend: the Governance structure The Terms of Reference for the Trust Board The Constitution and Terms of Reference of Local Governing Bodies (including those relating to Transition and Intervention Boards)</p> <p>To determine the educational, mission and ethos of the Academy Trust</p> <p>To appoint a Clerk to the Trustees</p> <p>To review and amend the policies of the Academy Trust</p>			<p>receive and react to pupil, parent and staff feedback</p> <p>To establish and maintain a relationship with members of the local community</p>	
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	Members	Board of Trustees (or a committee of the board)	Central Team	Advisory Board	Local Governing Board (LGB)	Headteacher
	Appoint/remove Members  Appoint/remove Trustees	Recommend trustees for appointments to Members or the Board  Support and be informed of appointments and chairing arrangements for LGB  Powers to remove LGB  Governors (other than nonattendance)	Support recruitment to the Trust Board, LGB and Advisory board		Remove LGB governors for non-attendance	
Other pupil related matters	Members	Board of Trustees (or a committee of the board)	Central Team	Advisory Board	Local Governing Board (LGB)	Headteacher
		<p>To receive a termly report from the Head teachers regarding standards (to include attendance) –Head Teacher report.</p> <p>To review KPIs across the trust for identification of any areas of concern.</p> <p>(Standardised Head teacher report and KPI document)</p> <p>To monitor the levels of attendance in the Academies.</p>		<p>To monitor the levels of attendance in the Academies and the use of home-Academy agreements and reports termly to the Trustees</p> <p>To monitor the impact of the pupil premium across the Academy Trust</p> <p>To review the level of complaints across the Academy Trust</p>	<p>To review attendance and pupil absences (as part of the KPIs)</p> <p>To monitor the impact of the pupil premium in the Academy</p> <p>To adopt an Academy Complaints policy (consistent with the Trust-wide policy)</p> <p>To ensure effective arrangements are in place for pupil support and representation at the Academy</p> <p>To support the Academy Trust and the Head teacher in the extended school provision in the Academy</p>	<p>To maintain a register of pupil attendance</p> <p>To report on attendance and pupil absences (as part of the KPIs)</p> <p>To set the times of Academy sessions and the dates of Academy terms and holidays</p> <p>To ensure effective deployment of the Pupil Premium and to monitor its impact</p> <p>To prepare an Academy complaint policy consistent with the Trust-wide policy for adoption by the LGB and to hear complaints at the relevant stage</p>
Staffing	Members	Board of Trustees (or a committee of the board)	Central Team	Advisory Board	Local Governing Board (LGB)	Headteacher
		<p>To define any overarching management structures across Academy Trust and budget</p> <p>To adopt Trust-wide staff policies and procedures</p> <p>To conduct the performance management review of the CEO (acting through the remuneration committee)</p>		<p>To advise the Trustees on suitable Trust-wide policies and procedures and to ensure their effective implementation</p> <p>(CEO) To conduct the performance management reviews of the Head teachers.</p> <p>To ensure that there is effective communication between the Head teacher and the Trustees</p>	<p>To support the Head teacher in the development and review (from time to time) of an appropriate staffing structure for the Academy and for the appointment of Academy staff to ensure that the Academy is fully staffed in accordance with that structure</p>	<p>To determine staffing requirements within each Academy and budget</p> <p>To implement the Trust-wide policies and procedures in the Academy</p> <p>To appoint teaching and non-teaching staff</p> <p>To suspend or dismiss teaching and nonteaching staff in consultation with the Executive Team</p>



		<div>To appoint, suspend and dismiss Trust employees</div> <div>To appoint, suspend and dismiss the Head teachers</div> <div>To monitor and review staffing changes across the Academy Trust</div>			<div>To monitor and scrutinise the implementation of the Academy Trust's policies at the Academy for HR matters including the appointment, induction and performance management of staff, pay review process and procedures for dealing with disciplinary matters, grievances and dismissal</div> <div>To determine the senior leadership and nonteaching structures for each Academy</div> <div>Provide overview outcomes of staff performance and pay recommendations to CEO</div>	<div>To conduct the performance management of staff in the Academy</div> <div>To approve applications for early retirement, secondment and leave of absence</div>
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Governance elements in more detail

Members: general guidance

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

The Academies Financial Handbook issued by the Education Standards Funding Agency ("ESFA") provides as follows:

As charitable companies limited by guarantee every trust has members who have a similar role to the shareholders of a company limited by shares. They:

- are the subscribers to the trust’s memorandum of association (where they are founding members)
- may amend the articles of association (the articles include a definition of the trust’s charitable objects and governance structure) subject to any restrictions in the articles or in the trust’s funding agreement or charity law
- have powers to appoint and remove trustees in certain circumstances, appoint the trust’s auditors and receive the trust’s audited annual accounts (subject to the Companies Act).

The Department’s minimum requirement before entering into a funding agreement is that academy trusts have at least three members, although the Department’s recommendation is for trusts to have at least five members wherever possible, as this:

- provides for a more diverse range of perspectives to enable robust decision making and reduces the risks of concentrating power
- ensures members can take decisions via special resolution without requiring unanimity
- Members have an overview of the governance arrangements of the trust.



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

## OWLS Trust Board: Terms of Reference

### 1 Core values

The Board of OWLS will at all times:

- observe the highest standards of impartiality, integrity and objectivity in relation to the governance of OWLS;
- be accountable to its stakeholders and regulatory bodies for its activities; engage in a partnership.

### 2 Expectations of OWLS Trustees

All Trustees are required to:

follow The Seven Principles of Public Life set out by the Committee on Standards in Public Life;

and comply with:

- the Articles of Association,
- these terms of reference,
- the scheme of delegation,
- the conflicts of interest policy,
- ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of OWLS;
- not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations;
- participate actively in the induction process and any relevant training.

### 3 Powers, functions and responsibilities of Trustees

The Trustees are responsible for the governance and supervision of the Academy Trust and its committees (including the Local Governing Bodies).

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

- establishing the vision, mission and values for the Academy Trust;
- carrying on the Academy Trust in accordance with the objects of the Academy Trust as set out in the Articles of Association and safeguarding the assets of the Academy Trust;

- designing strategy and structure for the operation of the Academy Trust;
- the delegation of the running of the Academies and the direction of the education, pastoral care, financial and other policies of the Academies.
- ensuring sound management and administration of the Academy Trust by the Executive Board, and ensuring that the Executive Board is equipped with the relevant skills and guidance;
- financial controls and the financial management of the Academy Trust in accordance with the provisions of the Academies Financial Handbook, which sets out in detail provisions for the financial management of the Academy Trust;
- setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust; and
- ensuring the Academy Trust and the Academies are conducted in compliance with the general law.

#### 4 **Accountability of Trustees**

The Trustees are chiefly accountable to:

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

#### 5 **Conducting Trustees' business**

The Trustees are required to:

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

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

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

The duties and responsibilities of Trustees are explained in further detail in *The essential trustee: what you need to know, what you need to do (CC3)* (Charity Commission) and in the *DfE Governors Handbook and Via the AFH Academies Financial Handbook*. (see latest copies)

The Trustees shall have regard to the Academies Financial Handbook, which shall be circulated to all Trustees.

## **6 Chair of Trustees**

The Board shall appoint an individual from among their number to act as Chair.

A change of Chair will require a notification to be made to the DfE, including a Disclosure and Barring Service (DBS) disclosure form to be submitted via the DfE.

The main role of the Chair is to chair meetings of the Trust Board. He or she also provides leadership to the Trustees and acts as the main point of contact between the Trustees and the Executive Team with the CEO.

Apart from any special responsibilities or powers given to the Chair in the Articles of Association (e.g. the right to chair meetings of the Trust Board and to have a second or casting vote in any case of an equality of votes at a meeting of the Trust Board), the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the CEO's appraisal) then this must be expressly delegated to him by the Board.

## **7 Meetings of Trustees**

There will be a minimum of three meetings of the Trustees each academic year & a minimum of 6 Finance Meetings of the Trustees shall be convened and conducted following our Articles and AFH. A total of nine meetings. More are permitted and take place if required.

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

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

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

## **8 Delegation of powers of Trustees**

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

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

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

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

## 9 Stakeholder voices

Trustees are asked to have regard to the voices of their various stakeholders and to put in place arrangements to receive feedback and to respond appropriately. This shall include the following, as they are involved in other elements/tiers of trust governance and more broadly:

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

## 10 Risk management

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

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

The Trustees are therefore responsible for:

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

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

## 11 The management of conflicts of interest

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

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

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

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

## 12 Recruitment of Trustees

It is essential that the Trust Board has a proper mix of skills and experience.

The Trustees must therefore be able to identify potential new Trustees in order to plan for succession, which combines continuity of experience and expertise with new ideas and energy.

The Board as a whole is responsible for ensuring that:

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

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

The Trustees shall provide each new Trustee with:

- the Academy Trust's Articles of Association
- the OWLS Governance structure
- these terms of reference
- the scheme of delegation
- the Roles and Functions Matrix and the conflicts of interest governance booklet.

New Trustees shall be required to sign a declaration and codes of conduct form.

The Clerk to the Trustees shall ensure that any appointment of a new Trustee is notified to the ESFA (via the Information Exchange) within 14 days of the appointment (as required under the Academies Financial Handbook.) (GIAS will be updated as part of this process)

### **13 Training and development of Trustees**

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

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

## **Annex 1 the Seven Principles**

### **1. Selflessness**

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

### **2. Integrity**

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

### 3. Objectivity

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

### 4. Accountability

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

### 5. Openness

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

### 6. Honesty

Holders of public office should be truthful.

### 7. Leadership

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

## Annex 2 Trustees' code of practice

### 1 Introduction

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

### 2 General responsibilities

*"Trustees must act reasonably and prudently in all matters relating to the Charity and must always bear in mind the interests of the Charity. They should not let their personal views or prejudices affect their conduct as trustees."* (*The Essential trustee: what you need to know (CC3a)*, Charity Commission).

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

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

### 3 Board papers

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

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

### 4 Board meetings

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

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

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

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

5      **Outside board meetings**

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

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

6      **Disagreements**

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

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

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

7 **The Executive Board - Advisory and the wider staff**

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

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

**Annex 3 Reserved matters** The Reserved Matters are:

<b>Members</b> (subject to such other consents/ requirements as might be required by law or the Funding Agreement)	
1	to change the name of the Academy Trust
2	to change the Objects (which would require Charity Commission and Secretary of State consent)
3	to change the structure of the Trust Board
4	to amend the Articles of Association
5	to pass a resolution to wind up the Academy Trust
6	to appoint the auditors (save to the extent that the Trustees may make a casual appointment)

**Trustees**

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

- 7 to change the name of the Academies
- 8 to determine the educational character, mission or ethos of the Academies
- 9 to adopt or alter the constitution and terms of reference of any committee of the Trust Board
- 10 to terminate a supplemental funding agreement for an Academy
- 11 to establish a trading company
- 12 to sell, purchase, mortgage or charge any land in which the Academy Trust has an interest
- 13 to approve the annual estimates of income and expenditure (budgets) and major projects;
- 14 to appoint investment advisors
- 15 to sign off the annual accounts;
- 16 to appoint or dismiss the Chief Education Officer, the Finance Director, the Company Secretary or the Clerk to the Trustees;
- 17 to do any other act which the Funding Agreement expressly reserves to the Trust Board or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it)
- 18 to do any other act which the Articles expressly reserve to the Trust Board or to another body or
- 19 to do any other act which the Trust Board determine to be a Reserved Matter from time to time.



Annex 4 Trustee declaration on appointment

OWLS Academy Trust (Academy Trust – see Governance application pack)

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

Signed

.....

Full name

.....

Address

.....

.....

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.....

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.....

.....

.....

.....

Date

.....

.....

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

OWLS Academy Trust: a company limited by guarantee

Company registration number: 8537140

Registered office: Kenilworth Drive, Oadby, Leicestershire, LE2 5HS.

Extract from section 178 of the Charities Act 2011

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

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

Case A

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

Case B

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

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

Case C

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

#### **Case D**

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

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

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

#### **Case E**

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

**Case F** P is subject to—

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

## **Terms of Reference for OWLS Board Educational Curriculum – Curriculum - Standards and Performance Committee**

The board of trustees (the **Trust Board**) of OWLS Academy Trust (the **Academy Trust**) has established a committee of the Trust Board to be known as the Educational, Standards and Performance Committee (the **Committee**) This functions within the Full Trustee Board and is open to all Trustees and is minuted during Full board meetings. This is an ongoing agenda item at each meeting. These are its terms of reference. These are appropriate also at LGB level and powers may be delegated to LGB level to report to Trustees. (Each academy has established its own committee for this.) The Trustees can discuss items related to this committee during its full meetings or separately as a working party or whole.

### **Membership**

The Committee will be appointed by the Trust Board and will comprise no more than 10 and no fewer than three members, a majority of whom will be Trustees.

The Trust Board will appoint one of the members of the Committee as its chair. (At Trust level this is usually the Chair of Trust for this committee.)

The Committee will elect a Clerk to the Committee.

### **Attendance**

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

### **Voting**

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

### **Meetings**

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

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

### **Minutes**

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

Minutes of each Committee meeting will be sent to all members of the Committee and the Trust Board within fourteen working days of the meeting, as a rule. Meetings can be recorded for the purpose of the minutes. Visual and audio recordings of meetings will not replace the requirement for written records. Recordings will assist with the accuracy of written records of a meeting.

### **Authority**

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

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

### **Duties**

The duties of the Committee shall be: (this may be added too and consideration to other Trust documents applies)

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

## **Terms of Reference for the OWLS Board Finance**

### **Committee**

The board of trustees (the **Trust Board**) of OWLS Academy Trust (the **Academy Trust**) has established a committee of the Board to be known as the Finance Committee (the **Committee**). These are its terms of reference. These are appropriate also at LGB level and powers may be delegated to LGB level to report to Trustees. The Trust Finance Committee is combined with the Trust Audit committee.

### **Membership**

The Committee will be appointed by the Trust Board and will comprise no more than 10 and no fewer than three members, of whom a majority will be Trustees.

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

The Committee will elect a Clerk to the Committee.

### **Attendance**

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

The Committee will have at least one annual meeting, or part of one meeting, with each of the external auditor and the head of internal audit.

### **Voting**

The quorum for each meeting shall be one half of the members of the Committee rounded up or 3 voting trustees in attendance – Chair is a voting trustee. Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

### **Meetings**

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

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

### **Minutes**

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

Minutes of each Committee meeting will be sent to all members of the Committee and the Trust Board within fourteen working days of the meeting, as a rule.

### **Authority**

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

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at any Committee meeting with relevant experience and expertise if it considers this necessary. Meetings can be recorded for the purpose of the minutes. Visual and audio recordings of meetings will not replace the requirement for written records. Recordings will assist with the accuracy of written records of a meeting.

### **Duties**

The duties of the Committee shall be to:

- develop a financial strategy for the Academy Trust and consider policies, procedures or plans required to realise such strategy
- consider the Academy Trust's indicative funding, once notified by the ESFA, and to assess its implications for the Academy Trust, in consultation with the CEO and the Chief Finance Officer, in advance of the financial year, drawing any matters of significance or concern to the attention of the Trustees
- to receive Regional Academies' budgets for approval from the Regional Boards' Finance Committees
- consider and recommend acceptance/non-acceptance of the Academy Trust's budget to the Trustees
- monitor any variances from the budget and ensure the ESFA is notified as required;
- receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the Academy Trust development plan
- liaise with and receive reports from the Human Resources LGB/Committee, the Educational Standards and Performance Committee and the to make recommendations to those committees about the financial aspects of matters being considered by them

- monitor and review income and expenditure on a regular basis and ensure compliance with the overall financial plan for the Academy Trust, drawing any matters of concern to the attention of the Trust Board
- monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and, where appropriate to make recommendations for improvement
- prepare the financial statement to form part of the annual report of the Trustees
- ensure the Academy Trust's commercial and fundraising activities are carried out effectively
- examine and review new initiatives for financial development, including fundraising
- oversee significant investment and capital financing decisions
- approve and keep under review the Academy Trust's investment policy
- approve and keep under review the Academy Trust's reserves policy
- promptly notify the Trust Board of all financial matters of which the Committee has knowledge and which may materially affect the current or future position of the Academy Trust
- advise generally on the provision of resources and services to the Academy Trust
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness

## Terms of Reference for the OWLS Board Risk and Audit Committee

The board of trustees (the **Trust Board**) of OWLS Academy Trust (the **Academy Trust**) has established a committee of the Trust Board to be known as the Risk and Audit Committee. These are its terms of reference. These are appropriate also at LGB level and powers may be delegated to LGB level to report to Trustees. The Trustees can discuss items related to this committee during its full meetings or separately and this committee includes all Trustees. The Finance committee members are pivotal and are combined with this group. The Chair of Trust will not chair this committee; A Trustee will be nominated to chair this committee. These committee meeting will be held in conjunction with the Finance committee dates and times and are minuted in conjunction with the Finance committee meetings.

### Membership

The Committee will be appointed by the Trust Board and will comprise no more than 10 and no fewer than 3 members, of whom a majority will be Trustees.

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

The Committee will elect a Clerk to the Committee.

### Attendance

The Committee may ask the Chief Education Officer and the CFO and any other senior executive to attend meetings of the Committee either regularly or by invitation. Invitees have no right to attend Committee meetings.

The Committee will ask a representative of the external auditors and the head of internal audit /CFO or (LA internal Audits) to attend meetings as they consider necessary and in consultation with the representative of the external auditors. The Committee will ask the head of internal audit/CFO to attend all meetings. The Committee will have at least one annual meeting, or part of one meeting, with each of the external auditor.

### Voting

The quorum for each meeting shall be one half of the members of the Committee rounded up or 3 voting trustees in attendance – Chair is a voting trustee.

Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

## **Meetings**

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

Meetings can be requested by the external or internal auditors if they consider that one is necessary.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting. Meetings can be recorded for the purpose of the minutes. Visual and audio recordings of meetings will not replace the requirement for written records. Recordings will assist with the accuracy of written records of a meeting.

## **Minutes**

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

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

## **Authority**

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

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

## **Duties**

The duties of the Committee shall be: (this may be added too and consideration to other Trust documents applies)

- to consider the appointment of the external auditor, the audit fee and any questions of resignation or dismissal
- to discuss with the external auditor before the audit commences the nature and scope of the audit
- to review the annual financial statements before submission to the Trust Board, focusing particularly on:
  - any changes in accounting policies and practices
  - areas involving a significant degree of judgement
  - significant adjustments resulting from the audit
  - the going concern assumption
  - compliance with accounting standards
  - compliance with legal requirements
  - the clarity of disclosures
  - the consistency of accounting policies from year to year
- to discuss problems and reservations arising from the audit and any matters the external auditor may wish to discuss (in the absence of the management where necessary)
- to act as the body to whom the head of internal audit/CFO reports on the internal audit function and to discuss any issue that the head of internal audit/CFO may wish to raise.
- to review the internal audit function, consider the major findings of internal audit investigations and the management's response, and ensure co-ordination between the internal and external auditors
- to keep under review, the effectiveness of internal control systems, and in particular review the external auditor's management letter and the management's response
- to develop and keep under review risk management and measurement strategies across the Academy Trust together with the procedures for monitoring the adequacy and effectiveness of those processes

- to review the action and implementation of risk management policy across the Academy Trust
- to consider the Academy Trust's risk profile relative to current and future Academy Trust strategy and identifying any such trends, concentrations or exposures and any requirement for policy change
- to receive and review risk management and relevant regulatory information and reports
- to consider material breaches of the agreed risk limits, review the actions taken in response and to prevent a repeat occurrence
- to consider the effect on the rights of the Academy Trust of the findings of the internal audits or the external audits
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness in discharging its duties, the aims of the Committee are to:
- facilitate good communication between the Academy Trust and its external auditor
- increase the credibility and objectivity of financial reporting
- strengthen the independence of the audit function
- improve the quality of the accounting and auditing functions.

## Terms of Reference for OWLS Board Educational Health & Safety Safeguarding Committee

The board of trustees (the **Trust Board**) of OWLS Academy Trust (the **Academy Trust**) has established a committee of the Trust Board to be known as the Health & Safety Safeguarding Committee (the **Committee**). This functions within the Full Trustees Board and is open to all Trustees and is minuted during Full board meetings. This is an ongoing agenda item at each meeting. These are its terms of reference. These are appropriate also at LGB level and powers are delegated to LGB level to report to Trustees for Health and Safety. (Each academy has established its own committee for this and reports to the Trust via our headteachers.) The Trustees can discuss items related to this committee during its full meetings or separately, this committee is combined within the main Trust business and may utilise working groups for initiatives.

### Membership

The Committee will be appointed by the Trust Board and will comprise no more than 10 and no fewer than three members, a majority of whom will be Trustees.

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

The Committee will elect a Clerk to the Committee.

### Attendance

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

### Voting

The quorum for each meeting shall be one half of the members of the Committee rounded up or 3 voting trustees in attendance – Chair is a voting trustee.

Decisions of the Committee shall be taken by a simple majority of those present and voting. The Chair will have a casting vote on an equality of votes.

### Meetings

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

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting. Meetings can be recorded for the purpose of the minutes. Visual and audio recordings of meetings will not replace the requirement for written records. Recordings will assist with the accuracy of written records of a meeting.

## **Minutes**

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

Minutes of each Committee meeting will be sent to all members of the Committee and the Trust Board within fourteen working days of the meeting, as a rule.

## **Authority**

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

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

## **Duties**

The duties of the Committee shall be: (this may be added too and consideration to other Trust documents applies)

- to ensure that the highest possible standards are set and maintained across the Academy Trust
- to receive a termly report (Head teachers report) from the Executive board regarding Health & Safety Safeguarding of the Academy Trust against key performance indicators
- to identify any areas of concern in respect of Health & Safety Safeguarding and to implement an action plan with the Executive Board
- to scrutinise and review Academy Trust policies for recommendation to the Trust Board
  - To take reasonable steps to ensure that the school's/Trusts premises (including grounds), materials and equipment are not a risk to health or safety.
  - To review and monitor a health & safety, Attendance and Behaviour routines and policy for the schools.
  - To contribute to and monitor and evaluate the school's Asset Management Plan (AMP). BCP Business Continuity Plan at each school.
  - To ensure that risk assessments are carried out, as required according to safeguarding legislation.
  - To ensure that the schools and trust complies with all appropriate health and safety legislation.
  - To ensure that the schools and Trust complies with fire regulations and that evacuation procedures are in place and operating effectively.
  - To ensure that appropriate first-aid arrangements are in place.
  - To ensure that appropriate procedures are in place for the day-to-day repair and maintenance of the premises and to authorise expenditure (revenue and capital) within budgets set by the governing body.
  - To receive reports from the Head teacher and / or staff on LAC/child protection and safeguarding.
  - To consider the state of the premises and consider recommendations repairs/renovations/improvements.
  - To ensure value for money in relation to premises related contracts and services. To implement the principles of 'Best Value'.
  - To ensure that security measures are effective and recommend improvements where necessary.
  - To consider the detailed design, costs and implementation of major works to the school and/or its grounds, including refurbishment and rebuilding, and to make recommendations to the governing body (The Governing Body may appoint a Working Party, with a clear, timed remit, from this committee for specific projects).
  - To monitor attendance, racist, hate and behaviour incidents across the schools.