

**INVICTUS**

Education Trust

**Invictus Education Trust  
Governance Arrangements &  
Scheme of Delegation**

Approved by Board of Trustees  
30<sup>th</sup> November 2020

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## **1. Principles of this Scheme of Delegation**

Invictus Education Trust is a group of six secondary schools with one shared vision, one Board and one Scheme of Delegation.

Invictus Education Trust's model of governance is to recognise:

- The overall accountability of the Board for the performance of the Trust, supported by its committees
- The responsibility of Chief Executive Officer for the line management of Headteachers and Senior Leaders
- The responsibility of School Governing Board's is ensuring that the school is at all times delivering the Trust's vision and ethos. Holding the Headteacher to account for performance against its financial targets (set centrally in consultation with Headteachers), and supporting the School in becoming the school of choice in the local community.

All governance flows from the Invictus Board of Trustees. The Trust is a company limited by guarantee and an exempt charity, whose principal regulator is the Secretary of State for Education. The Trust's governance must comply and operate within the framework of the following documents:

- Invictus Education Trust Master Funding Agreement
- Invictus Education Trust Articles of Association
- DFE Academy's Financial Handbook
- DFE Governance Handbook
- DFE Constitution of Governing Bodies
- NGA Competency Framework for Governance

Invictus Education Trust will ensure that it is at all times compliant with all statutory obligations as prescribed by the Department for Education (DfE), Education and Skills Funding Agency (ESFA), and Charity and Company Law as well as other applicable laws and regulations.

As a single employer, Invictus Education Trust is committed to ensuring that it operates within UK employment legislation, recognising the relevant unions where appropriate.

Schools within the Invictus Education Trust work closely with the Trust's central team to make decisions in the best interest of the communities and students that they serve, in line with the Trust's vision.

Each school has its own identity but is clearly identifiable as an Invictus Education Trust school, and shares common values, aspirations and approaches. Our mission statement:

Independent Minded Education – With a 'can do' attitude, anything is possible:

- High Expectations of our students and ourselves
- The pursuit of excellence
- World Class Education
- Inspirational Teaching
- Unique Opportunities
- Academic Challenge
- Elite Experiences

The Invictus Board acknowledges the moral and statutory responsibility to safeguard and promote the welfare of all students and endeavours to provide a safe and welcoming environment where children are respected and valued. The Trust is alert to the signs of abuse and neglect and will follow the set procedures to ensure that children receive effective support, protection and justice.

Each school is committed to enabling children and students to become effective, aspirational learners with a broad and enriched understanding of, and commitment to, their communities and the wider world.

Each school is relentless in its pursuit of ‘World Class’ in terms of its academic performance, teaching, leadership, behaviour, enrichment and pastoral support, and committed to achieving common standards of excellence across the Trust.

## **2. Invictus Mission Statement & Values**

### **Vision Statement**

We provide our communities with an excellent education, unique opportunities, and elite experiences. Our Students love attending school and our team are proud to represent their school and trust.

### **Mission Statement**

Whatever their starting point, our students make positive progress, with a perfect mix of academic challenge, pastoral care, and enriching experiences.

### **Invictus Values**

- Value One** – **Every day, in every way, our students come first**  
Our first and most important value
- Value Two** – **Anything is possible**  
We focus on the challenge to identify it. Our energy is spent finding a solution
- Value Three** - **Accountability**  
If it is to be, it is to be me
- Value Four** - **Seek and Seize Opportunities**  
We aim to deliver ‘WOW’ through opportunities and experiences
- Value Five** - **Focus on relationships and all else will follow**  
Open, honest and empathic relationships with clear and simple communication are the foundations of our Trust
- Value Six** - **Start with the end in mind**  
We identify our aspiration and put processes in place to exceed expectations. We celebrate our progress throughout the journey.
- Value Seven** - **Think collaboratively**  
We always ask ourselves, can we include more students, more of our team or more of our schools in everything we do

## **3. Trust Governance**

Invictus Board provides a framework in which the Trust’s Members, Trustees and Governors can fulfil their roles. Everyone in governance should be aware of and accept ‘The 7 Principles of Public Life’ as set out by Lord Nolan:

- **Selflessness** – Holders of public office should act solely in terms of the public interest

- **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 material benefits for themselves, their families, or their friends. They must declare and resolve any interests and relationships.
- **Objectivity** – Holders of public office must act and taken decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **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.
- **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.
- **Honesty** – Holders of public office should be truthful
- **Leadership** – Holders of public office should exhibit these principles in their behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

### **Purpose of Governance**

The purpose of Governance is to provide confident and strong strategic leadership which leads to robust accountability, oversight and assurance for educational and financial performance.

The Trust Governance has three core functions:

- Ensuring clarity of vision, ethos and strategic direction
- Holding executive leaders to account for the educational performance of the Trust and its students, and the effective and efficient performance management of staff, and
- Overseeing the financial performance of the Trust and making sure its money is well spent.

### **Effective Governance**

Boards must be ambitious for all children and infused with a passion for education and a commitment to continuous school improvement that enable the best possible outcomes.

Effective governance is based on six key features:

- **Strategic Leadership** – that sets and champions vision, ethos and strategy
- **Accountability** – that drives up educational standards and financial performance
- **People** – with the right skills, experience, qualities and capacity
- **Structures** – that reinforce clearly defined roles and responsibilities
- **Compliance** – with statutory and contractual requirements
- **Evaluation** – to monitor and improve the quality and impact of governance

### **Strategic Leadership**

That sets and champions vision, ethos and strategy through:

- A clear and explicit vision for the future set by the Board of Trustees, in collaboration with Executive Leaders, which has student progress and achievement at its heart and is communicated to the whole Trust.
- Strong and clear values and ethos which are defined, embedded and adhered to across the Trust
- Strategic planning that defines medium to long-term goals, and development and improvement priorities which are understood by all
- Processes by which to monitor and review progress against agreed strategic goals
- Mechanisms to enable the Board to listen, understand and respond to the voices of staff, students, parents and the local communities
- Determination to initiate and lead strategic change
- Procedures for the Board to set and manage risk, ensuring that risks are aligned with strategic priorities and improvement plans and that appropriate intervention strategies are in place.
- An informed decision on whether to expand the Trust, which is underpinned by robust due diligence.
- An awareness of the need to review the effectiveness of governance structures and processes, if the size/complexity of the Trust changes

### **Accountability**

That drives up educational standards and financial health through:

- Rigorous analysis of student progress, attainment and financial information with comparison against local and national benchmarks
- Clear processes for overseeing and monitoring school improvement and financial health, providing constructive challenge to school leaders
- A transparent system for performance management of executive leaders linked to defined strategic priorities
- Effective oversight of the performance of all other employees and the framework for their pay and conditions of service
- A regular cycle of meetings and appropriate processes to support business and financial planning
- Effective controls for managing within available resources and ensuring regularity, propriety and value for money

### **People**

With the right skills, experience, qualities and capacity who:

- Understand the purpose of governance and the role of the non-executive leadership and have all the necessary skills to deliver it well
- Can perform as an effective Chair and Vice-Chair with the ability to provide visionary strategic leadership

- Provide sufficient diversity of perspectives to enable robust decision making
- Are recruited through robust and transparent processes against a clear role specification
- Use active succession planning to ensure the Board and the Trust continues to have the people and leadership it needs to remain effective
- Can employ a professional clerk to provide expert advice and guidance and to ensure the efficient and compliant operation of the Board

## **Structures**

That reinforce clearly defined roles and responsibilities through:

- Appropriate Board and Committee structures that ensure sufficient and robust oversight of key priorities
- Clear separation between strategic non-executive oversight and operational executive leadership, which is supported by positive relationships that encourage a professional culture and ethos across the Trust
- Processes for ensuring appropriate communication between all levels of governance and to students, parents, staff and communities
- Significant separation between Members and Trustees to enable members to exercise their powers effectively
- Published details of governance arrangements including the structure and remit of the Board and any committees.
- Complementary and non-duplicative roles for the Board, any committees or School Governing Boards.

## **Compliance**

With statutory and contractual requirements, through:

- Awareness of, and adherence to, employment legislation and where applicable to charity and company law and all other legal duties.
- Plans to ensure that key duties are undertaken effectively across the Trust such as safeguarding, inclusion, special educational needs, disability (SEND) and monitoring and oversight of the impact of pupil premium and other targeted funding.
- Adherence to the requirements of the ESFA Academies Financial Handbook (AFH) and the Trust's funding agreement and Articles of Association.
- Understanding of, and adherence to, responsibilities under the Equalities Act, promoting equality and diversity throughout the Trust, including in relation to its own operation.

## **Evaluation**

To monitor and improve the quality and impact of governance through:

- Regular skills audits, aligned to the Trust’s strategic plan, to identify skills and knowledge gaps, which inform recruitment and training needs, including appropriate induction for those new to governance.
- Processes for regular self-evaluation and review of individual’s contribution to the Board as well as the Boards overall operation and effectiveness
- Commissioning external reviews of Board effectiveness, particularly at key growth or transition points.
- Documentation which accurately captures evidence of the Boards discussions and decisions as well as evaluation of its impact and which complies with legal requirements for documentation retention.

Every School is ultimately governed by the Board of Trustees. The Trust has established a clear organisational structure with identified lines of accountability and reporting for all its operations. This includes defining the responsibilities of the Trust Board and those responsibilities delegated to its committees and officers within the Trust. The diagrams on page 8 & 9 show how the structure works in practice.

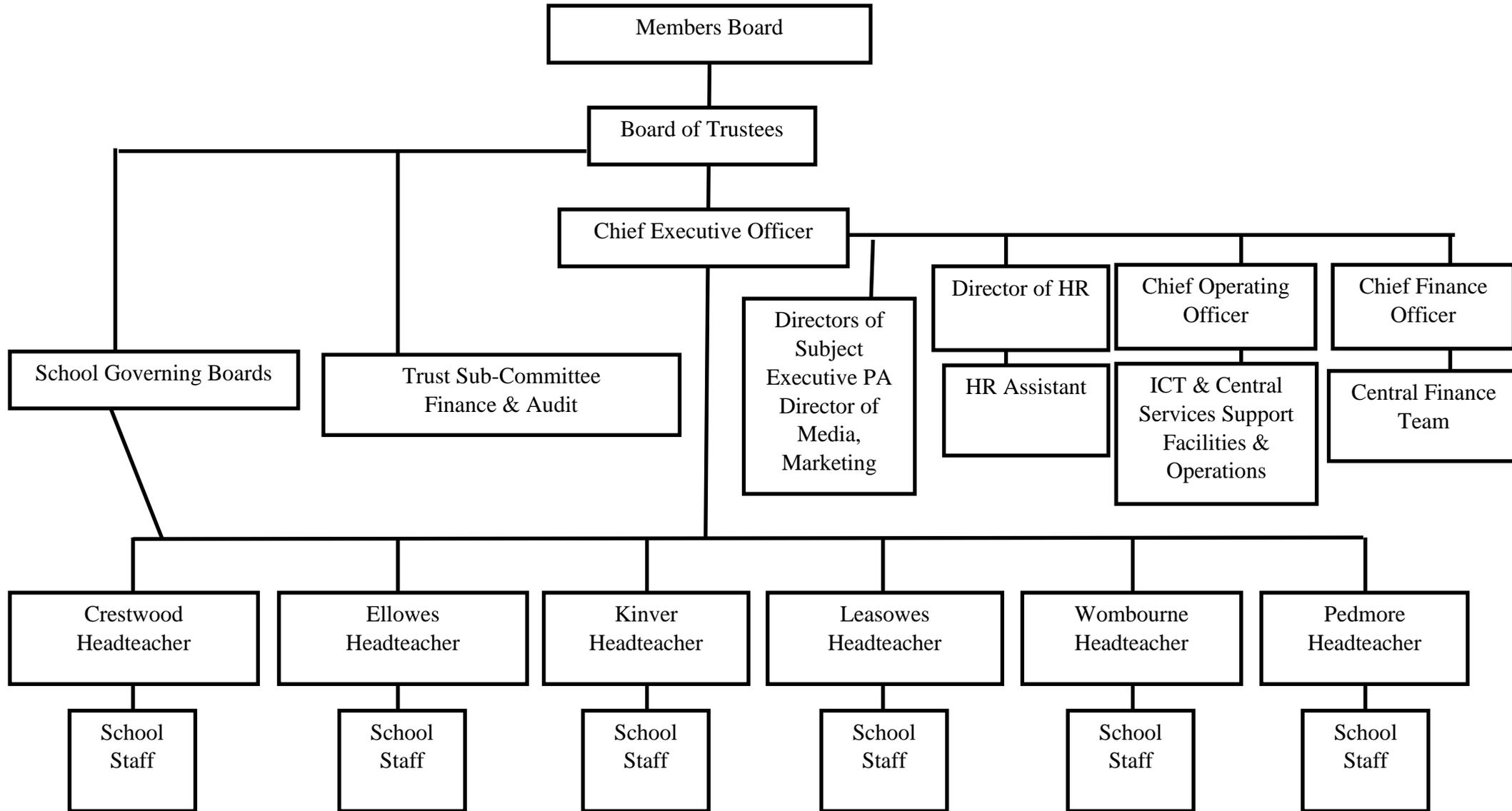
The Board of Trustees sets out clearly what they expect of individuals, particularly when they first join the Trust Governance Team. A code of conduct is maintained and communicated to all prospective appointees to the Board of Trustees and School Governing Boards, to set clear expectations of their role and behaviour.

The Board of Trustees may withdraw all/or part of any delegated authority to a committee or individual or group at any time.

## 4. Governance Arrangements for the Trust November 2020

CATEGORY	SCHEDULE OF MEETINGS	MEMBERS												
Members	3 times per year	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center; border: 1px solid black;">G Marsh</td> <td style="text-align: center; border: 1px solid black;">A Griffiths</td> <td style="text-align: center; border: 1px solid black;">K Knutton</td> <td style="text-align: center; border: 1px solid black;">D Cochrane</td> <td style="text-align: center; border: 1px solid black; color: red;">Vacancy</td> </tr> </table>	G Marsh	A Griffiths	K Knutton	D Cochrane	Vacancy							
G Marsh	A Griffiths	K Knutton	D Cochrane	Vacancy										
Board of Trustees	6 times per year	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center; border: 1px solid black;">G Marsh</td> <td style="text-align: center; border: 1px solid black;">R Dimmock</td> <td style="text-align: center; border: 1px solid black;">R Westwood</td> <td style="text-align: center; border: 1px solid black;">T Bowles</td> <td style="text-align: center; border: 1px solid black;">J Harris</td> <td style="text-align: center; border: 1px solid black;">W Caldwell</td> </tr> <tr> <td style="text-align: center; border: 1px solid black;">R Evans</td> <td style="text-align: center; border: 1px solid black;">G Withers</td> <td style="text-align: center; border: 1px solid black;">D Nicholson</td> <td style="text-align: center; border: 1px solid black;">G Draycott</td> <td style="text-align: center; border: 1px solid black;">T Pearce</td> <td></td> </tr> </table>	G Marsh	R Dimmock	R Westwood	T Bowles	J Harris	W Caldwell	R Evans	G Withers	D Nicholson	G Draycott	T Pearce	
G Marsh	R Dimmock	R Westwood	T Bowles	J Harris	W Caldwell									
R Evans	G Withers	D Nicholson	G Draycott	T Pearce										
Board of Trustees Sub-Committee	4 times per year	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center; border: 1px solid black; padding: 5px;">Finance &amp; Audit Committee Richard Westwood - Chair</td> </tr> </table>	Finance & Audit Committee Richard Westwood - Chair											
Finance & Audit Committee Richard Westwood - Chair														
Executive Headteachers Board	Monthly	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center; border: 1px solid black; padding: 5px;">T Bowles CEO</td> <td style="text-align: center; border: 1px solid black; padding: 5px;">M Mynott</td> <td style="text-align: center; border: 1px solid black; padding: 5px;">C Sutton</td> <td style="text-align: center; border: 1px solid black; padding: 5px;">G Lloyd</td> <td style="text-align: center; border: 1px solid black; padding: 5px;">G Smith</td> <td style="text-align: center; border: 1px solid black; padding: 5px;">N Clifton</td> <td style="text-align: center; border: 1px solid black; padding: 5px;">C Leslie</td> </tr> </table>	T Bowles CEO	M Mynott	C Sutton	G Lloyd	G Smith	N Clifton	C Leslie					
T Bowles CEO	M Mynott	C Sutton	G Lloyd	G Smith	N Clifton	C Leslie								
School Governing Board including Link Governors	6 times per year	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center; border: 1px solid black; padding: 5px;">Crestwood</td> <td style="text-align: center; border: 1px solid black; padding: 5px;">Ellowes</td> <td style="text-align: center; border: 1px solid black; padding: 5px;">Kinver</td> <td style="text-align: center; border: 1px solid black; padding: 5px;">Leasowes</td> <td style="text-align: center; border: 1px solid black; padding: 5px;">Pedmore</td> <td style="text-align: center; border: 1px solid black; padding: 5px;">Wombourne</td> </tr> </table>	Crestwood	Ellowes	Kinver	Leasowes	Pedmore	Wombourne						
Crestwood	Ellowes	Kinver	Leasowes	Pedmore	Wombourne									
School Governing Board Panels for each school depending on Trust Scheme of Delegation	To meet as and when required	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center; border: 1px solid black; padding: 5px;"><b>Staff</b> Performance Related Pay for School Staff except Headteachers, Grievances, Capability, Disciplinary</td> <td style="text-align: center; border: 1px solid black; padding: 5px;"><b>Student</b> Complaints, Disciplinary, Exclusions</td> </tr> </table>	<b>Staff</b> Performance Related Pay for School Staff except Headteachers, Grievances, Capability, Disciplinary	<b>Student</b> Complaints, Disciplinary, Exclusions										
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## 5. Invictus Education Trust Management Structure



## **6.0 Members Board**

Our Members are the equivalent of shareholders in a commercial limited company. They are responsible for the Trust's constitution, determining the principles of the Trust's governance structure and providing oversight and challenge of the Trustees to ensure the charitable objects of the Trust are being fulfilled.

The Members are distinct from the Trustees and are appointed in accordance with the Trust's Articles of Association. Members have an overview of the governance arrangements of the Trust and have the power to appoint and remove Trustees.

Members: The Trust currently has four members:

- Geoff Marsh
- Andrew Griffiths
- Kim Knutton
- Diane Cochrane
- 1 x Vacancy

The members of a Trust are the guardians of the governance of the Trust, this means they sit right at the top of the governance structure. They have a limited and distinct role which needs to be clearly defined in the Articles of Association and in the Trust's Scheme of Delegation. The need for members is a result of the Companies Act 2006, as all academy trusts are set up as charitable companies, they too must have members.

The Articles of Association set out the Trust's charitable objectives – the purpose of the organisation.

The role of the members is:

- To sign the memorandum and Articles of Association of the Trust
- Ensuring the academy's Trust charitable objective – advancing education for the public benefit
- Members determine the name of the Trust
- Members appoint other members and appoint the Trustees of the Board
- Members appoint and remove the independent Auditors
- Assess and hold the Trust Board to account for effective governance and the success of the Trust
- Ensuring that the purpose of the Trust is being met and its charitable objective is being fulfilled
- To remove Trustees of the Board if they are failing to carry out their governance function
- Members dissolve the Trust

Members do not:

- Tell the Trustees how to run the trust. The business of the trust is primarily conducted by the Board of Trustees
- Do not attend Board meetings, unless they are also a Trustee. They do not have voting rights at Trust Board meetings
- Set the Trust's Boards agenda and/or priorities
- Appoint or performance manage the Chief Executive Officer

## **7.0 Terms of Reference for Members Board**

### **Purpose**

Ensure effective governance of the Trust by the Board of Trustees

### **Terms of Reference**

Establish arrangements for:

- Signing the memorandum and Articles of Association of the Trust
- Amending by special resolution the Articles of Association, subject to any restriction created by the Trust's Funding Agreement or Charities Law
- Ensuring the academy's Trust charitable objective – advancing education for the public benefit
- Ensuring that the purpose of the Trust is being met and its charitable objective is being fulfilled
- Appointing, by special resolution (which requires 75% of Members to agree) new members or removing existing members
- Appointing the Board of Trustees as set out in the Trust's Articles of Association.
- Assessing and holding the Board of Trustees to account for effective governance and the success of the Trust
- Issuing, by special resolution, direction to the Trustees to take specific action
- Removing Trustees of the Board if they are failing to carry out their governance function
- Receiving the Trust's Annual Audited Accounts and appointing and dismissing the independent Auditors.
- Responsibility for determine the name of the Trust
- Dissolving the Trust

### **Membership**

There are to be no less than 5 members. One member may also be the Chair of Trustees, but this is not an absolute right of office.

### **Chair of Members Board**

This is currently Geoff Marsh. Future appointments to Chair of Members Board will be determined by the Members voting.

### **Terms of Office**

4 years. A Member may be re-elected for a further 4 years. To a maximum term of office of 12 years.

### **Organisation of Meetings**

To meet three times per year and additionally if required. Meeting schedule and agenda items are set by Chair of Members.

### **Attendance**

It is a requirement of the Members Terms of Office that members attend all meetings. Trustees may be invited to attend to discuss agenda items, but they do not have voting rights.

### **Notices:**

To be sent out at least 7 days before each meeting except in the case of an emergency.

### **Quorum**

3 Members

### **Disqualification**

Employees of the Trust

**Professional Advisers**

To be decided by the Members

## 8.0 Board of Trustees

The Invictus Education Trust Board oversees the management and administration of the Trust and the schools run by the Trust.

The Trust Board consists of the following members (October 2020) who are appointed by the members, see below

<b>Name</b>	<b>Position</b>	<b>Appointed</b>
Mr Geoff Marsh	Member / Chair of Trustees	October 2014
Mr William Caldwell	Trustee	October 2014
Mr Richard Westwood	Trustee / Chair of Finance & Audit Committee	October 2014
Mr John Harris	Trustee	October 2014
Mr Robert Dimmock	Trustee / DPO	January 2017
Mrs Gillian Withers	Trustee	December 2016
Mr Robert Evans	Trustee	September 2018
Mr Tony Bowles	Trustee/ CEO	September 2018
Sir David Nicholson	Trustee	February 2020
Ms Gemma Draycott	Trustee	November 2020
Mrs T Pearce	Trustee	November 2020

Appointments are made by the Members Board, following a skills audit and recruitment process to ensure that the Board of Trustees continues to have the breadth and depth of experience and expertise to expertly fulfil all the functions of governance and for the Board to develop financially, strategically, and educationally.

The Board of Trustees will deliver the following core functions namely:

- Ensuring clarity of vision, ethos and strategic direction.
- Holding the Chief Executive Officer to account for the educational performance of the schools, their students, and the appraisal of its staff.
- Overseeing the financial performance of the Trust and the schools within, ensuring financial probity.
- Ensuring that functions relating to the conduct of the Trust and schools are exercised with a view to safeguarding and promoting the welfare of children.
- Appointing non-Trust Board members to its sub-committees based on skills need.

Ultimately, the Board of Trustees holds each school to account for its performance through the Chief Executive Officer.

Trustees collectively have a broad range of backgrounds, professions and expertise. Continued professional development opportunities are necessary to ensure that the Trustees' knowledge and expertise is kept up to date, in order for them to be equipped to fulfil their role.

### Chair of the Board of Trustees – Role Overview

#### **Aim**

This section specifies the key responsibilities of the Chair of the Board of Trustees. The clear expectations and requirements set out in this section will also help individual Trustees to decide whether they have the appropriate skills and expertise to be appointed to the position of Chair.

#### **Role**

The Chair is responsible for ensuring the effective functioning of the Board of Trustees and has a vital role in setting the highest of expectations for professional standards of governance. It is the Chair's role to give the board clear leadership and direction, keeping it focused on its core functions.

The Chair should encourage the Board of Trustees to work together as an effective team, building its skills, knowledge and experience. The Chair needs to ensure that everyone is actively contributing relevant skills and experience, participating constructively in meetings, and being actively involved in the work of any committees. It is the Chair's role to make sure everyone understands what is expected of them and receives appropriate induction, training and development. It is for the Chair to have honest conversations, as necessary, if anyone appears not to be committed or is ineffective in their role.

The Chair must not exercise as an individual any of the functions of the Board of Trustees except where this has been sanctioned by the Board of Trustees or is explicitly covered by the Scheme of Delegation.

### **Specific Elements of the Role of Chair**

Ensure effective and efficient conduct of the Trustees' business in particular:

- Agree with the Chief Executive Officer and Clerk the agenda for all of the Board's meetings.
- Invite members of staff and professional advisors to Board meetings to comment and advise on Board of Trustees business as appropriate.
- Guide each meeting through the items on the agenda.
- Give immediate rulings on complaints and queries relating to the procedure and conduct of the meeting (the Chair's decision being final).
- Ensure that all Trustees are given the opportunity to express their views before any decisions are taken and to ensure that only those who are entitled to speak (e.g. those without a conflict of interest) are invited to do so.
- Determine at Board of Trustees meetings whether any late items will be accepted onto the agenda.

Establish a constructive relationship between the Board of Trustees, its committees, the Chief Executive Officer, and in particular:

- Liaise with the Chief Executive Officer to keep an overview of the organisation's affairs and to provide support as appropriate.
- Attend meetings with the Chief Executive Officer on a sufficiently regular basis.
- Review and appraise the performance of and deal with disciplinary and any other personal matters concerning the Chief Executive Officer.
- Ensure when a vacancy arises that the Chief Executive Officer is replaced in a timely and orderly fashion.
- Represent the Invictus Education Trust at public occasions and make comments on behalf of the Trust to the press and other media as appropriate.
- Ensure that the Vice-Chair of the Trust is sufficiently engaged in the functions undertaken by the Chair of the Trust to enable the Vice-Chair to discharge the duties of the Chair of Trustees, if the Chair is absent or unavailable for a period of time.

## **Vice-Chair of the Board of Trustees – Role Overview**

### **Specific Elements of the Role of Vice Chair**

- Support the Chair in delivering the above responsibilities.
- Deliver on specific tasks as delegated by the Board of Trustees from time to time.
- Approve transactions reserved for the Vice Chair of the Trust Board on the Scheme of Delegation.
- Act as Chair and to subsume the responsibilities of the Chair of Trustees, if the Chair is absent or unavailable for a period of time, up to either the return of the Chair or the election of a new Chair by the Board of Trustees

### **Process for electing Chair and Vice-Chair of the Trust Board**

Although the Board of Trustees will be actively involved/consulted in the process of appointing a new chair. It is the Board of Members who have the authority to appoint the Chair of the Trust Board as per the Invictus Education Trust Scheme of Delegation.

#### Process for Appointing the Chair of Trustees

- CEO will co-ordinate the recruitment process on behalf of the Members
- Applications will be sought from existing Trustees, if no Trustees apply then an external recruitment process will need to be implemented.
- Each applicant will be invited to provide a short verbal presentation to the Board of Trustees, prior to a formal interview with a panel from the Board of Members
- The Board of Members determine the outcome of the interview and appoint the successful candidate

#### **Process for selecting the Vice-Chair**

The Board of Trustees has the authority to appoint the Vice-Chair of Trustees.

The business of appointing the new Vice-Chair has been described below as being coordinated by the Clerk. In the event the incumbent Vice-Chair is at the meeting and not standing for re-election, the Chair of Trustees will seek applications at the meeting for members of Trustees. If no such applications are received, the formal application process will need to be implemented.

The Clerk confirms to Chair/Trustees the applications that have been received and invites each applicant in turn to provide a short verbal presentation (maximum 10 minutes) to the other Trustees. After each presentation Trustees may ask questions of points of clarification from the applicant.

Once all presentations have been heard, the candidates are requested to leave the meeting whilst the remaining Trustees discuss and debate the merits of each candidate.

The Clerk then conducts the voting process by the issuance of ballot papers, in order to identify the preferred candidate:

- The decision is made by simple majority
- Trustees can abstain from the vote if they wish
- Only Trustees attending the meeting can vote

- In the event of a tie, the Chair of Trustees has the casting vote
- The candidates are invited back to the meeting, and the Clerk confirms the outcome of the voting process.

The process for selecting the Chair and Vice-Chair is undertaken at the same time.

Since it is more typical that the Chair and Vice-Chair will be appointed at the same meeting, additional procedural detail is needed:

- Separate applications are required for each of the positions.
- If candidates are applying for the position of Chair, they need to state on their application whether they would also like to be considered for Vice-Chair in the event that they are not successful in their application as Chair. They do not need to prepare a separate supporting statement for Vice-Chair. The Clerk will make it clear at the start of the process at the meeting, if the candidates for Chair have made this declaration.
- The interview process for the position of Chair are performed first, then the appointment process for Vice Chair.
- The presentations for the position of Vice-Chair are then conducted and for the vote all candidates for this position leave the meeting. Once the vote has been completed, the candidates are invited back and the outcome is announced.

## 9. Terms of Reference for the Board of Trustees

The Term Trustee is used throughout the document to encompass the role of Director of the Company

### **Purpose**

Ensure the Trust's compliance with Charity and Company Law, its Memorandum and Articles of Association, all other applicable legislation, and DfE and ESFA requirements relating to the Trust and its Academies.

Ensure proper and regular use of public funds and compliance with the Funding Agreement and ESFA Academies Financial Handbook.

Ensure the Trust is solvent, well run and meets the needs of Students and Staff in its schools and users of any additional service provision.

Ensure the Trust acts in accordance with its constitution and powers, promotes the success of the Trust, and exercises sound judgement and diligence in all its affairs.

Ensure all Trustees are skilled in understanding, interpreting and comparing school performance data, and at least one has an in-depth knowledge and understanding, and are kept fully apprised of the performance of each school at all times. Ensure all Trustees have the skills, knowledge and information to assess the Trust's financial performance, and at least one has an in-depth knowledge and understanding. Ensure an effective training programme is in place for Trustees and School Governors to develop their skills.

Ensure the Chief Executive Officer (CEO) and all senior staff have skills, knowledge and experience to run the Trust and its individual schools and to effectively manage its financial, human resources and physical resources and assets.

### **Terms of Reference**

- Decide and approve the Trust's mission, vision, strategy and long-term business plan
- Set key performance indicators and targets for the Trust and its schools, monitor the Trust's performance against approved plans and key performance indicators and targets
- Decide the Trust's approach to, and approval of Trust wide policies and procedures for the operations and performance of all schools within the Trust and ensure compliance
- Decide constitutional matters, including procedures where the Board of Trustees has discretion
- Decide which functions of the Board of Trustees will be delegated to committees, including School Governing Boards, the Chief Executive Officer (CEO), Headteachers and other groups/individuals
- Establish, sub-committees of the Board including the School Governing Boards and determine their terms of reference.

### **Establish arrangements and procedures for:**

- The recruitment and appointment of the CEO
- The appointment of Trustees to Board Sub-Committees
- The appointment of Clerk to the Board
- Initial set up of School Governance - appointment of Chair of School Governing Board

- The identification of a Trustee to take leadership responsibility for Financial Management
- The maintenance and publishing of a Business/Pecuniary Register of Members, Trustees, Governors, and Senior Leaders/Finance Staff of their business and other interests and putting in place measures for avoiding conflicts of interest.
- The notification to the DfE of any changes to Members, Trustees and Governors
- Reviewing annually the effectiveness of the Trust's governance structure and arrangements
- Receiving reports from any sub-committee including the School Governing Boards or individual groups to whom a decision/project has been delegated and to consider whether any further action by the Board of Trustees is necessary

### **Education & Achievement**

Establish the Trust's overall approach to and arrangements and procedures for:

- Monitoring and evaluating school performance and improvement including Sixth Form
- Providing support and challenge, holding the Chief Executive Officer and Headteachers to account
- Act to secure improvement/pace of improvement in schools including obtaining external school improvement partners to provide support and/or an independent review and evaluation of the performance of the Chief Executive Officer and Headteachers
- Monitoring and evaluating the performance and standards of the Trust's schools to include:
  - Data requirements to inform School Governing Board and the Board of Trustees
  - Setting KPI's and challenging targets for each school in the Trust
  - Trust wide leadership and management arrangements

Establish the Trust's overall approach to and approve policies and procedures for:

- Marketing and communications
- Publication of information about the Trust and its schools on the Trust's and school's websites
- Trust wide student/education/curriculum policies and procedures as needed
- Managing Complaints
- Admission Policy and oversubscription criteria for each school
- Securing independent admission appeals and independent review panels for exclusions

### **Financial Planning and Controls**

- Ensure the Trust develops effective and efficient systems and procedures for financial planning, internal controls, identifying and managing risk, monitoring and management propriety, audit and for observance and compliance with all financial regulations, ESFA guidance and the Academies Financial Handbook. Receive a report, annually, on the Trust's accountability framework from the Chief Executive Officer in response to the ESFA's annual letter to the Accounting Officer
- Set up the Trust's Banking arrangements – Appoint the Trust's Banker
- Approve the Financial Scheme of Delegation and Financial authorities for the Chief Executive Officer and Headteachers

- Approve the 3-year Financial Plan. Approve an annual budget for each school and HQ based on recommendations from the Finance and Audit Committee
- Approve the Trust's annual audited accounts and ensure their submission to the Members, ESFA and publication on the Trust's website
- Establish the Trust's overall approach to and approve financial policies and procedures for the procurement of goods, works, services and lettings for the Trust as a whole and for the individual schools within the Trust.
- Develop Trust wide financial policies/procedures as needed
- Approve all capital spend
- Ensure the Trust maintains an up to date list of contracts and assets and an inventory of all furniture, equipment, machinery, vehicles and plant throughout the Trust and its schools
- Receive reports and recommendations from the Finance and Audit Committee

### **Human Resources**

Ensure the Trust complies with all legislation and develops and implements sound policies and procedures relating to the recruitment and employment of staff.

Establish arrangements and a scheme of delegation for all matters relating to the recruitment and employment of staff, to include the development of policies, procedures and plans:

- Develop trust wide HR/Staff Policies/procedures as needed
- To recruit (in compliance with safeguarding requirements), remunerate, retain, performance manage, and develop all staff
- To establish a central record of recruitment and vetting checks
- To establish trust wide salary, pensions, and severance records and terms and conditions of employment, policies and procedures
- For conduct, discipline, capability, grievance procedures
- For allegations of abuse against staff procedures
- For equalities information and objectives for publication – relating to the Trust's employees
- For accessibility
- For workforce succession planning

Establish a staffing structure for the Central Services Team including recruitment, appointment, and the remuneration and performance management of the Chief Executive Officer, Chief Operating Officer, Senior Finance Officer, Central Support Staff and School Headteachers.

### **Premises, Health & Safety and ICT**

Establish arrangements for developing, approving, implementing and reviewing.

- Improvement and maintenance plans (capital projects) for the Trust’s buildings, sites, and ICT
- Premises management policy and plans
- Plans for the purchase or disposal of any freehold property, and for granting or taking up of leasehold or tenancy of land or buildings
- Ancillary and additional services e.g. catering, cleaning, property management etc.

Establish arrangements for ensuring full compliance with all Health & Safety legislation and for developing, approving, implementing and reviewing policies and procedures for:

- Health & Safety
- Security
- CCTV
- Freedom of Information
- Data Protection
- School Food Standards
- Other Trust wide policies/procedures as needed

Establish arrangements for ensuring that Health & Safety issues are appropriately prioritised for action and staff are appropriately trained.

### **Significant Risk Management**

Establish arrangements for developing and managing a register of significant risks. Delegate the management of significant risks to relevant committees. Review the significant risks at Board meetings and ensure that mitigating actions are being taken to minimise risks to the Trust.

### **Board of Trustees Terms of Office**

A Trustee’s term of office is 4 years. The Chief Executive Officer holds office ex-officio as long as he/she is in post. Any Trustee can be re-elected or re-appointed for a further 4 years. Maximum terms of office 12 years.

### **Organisation**

To meet 6 times per year and additionally when required as determined by the Board of Trustees. Three Trustees may requisition a meeting. One vote per Trustee and the Chair has the casting vote.

### **Attendance**

It is a requirement of the Board of Trustees Terms of Office that Trustees attend all meetings.

### **Notices**

To be sent out at least 7 days before each meeting except in the case of an emergency.

### **Disqualification**

The CEO who is employed by the Trust may not be the Chair or Vice Chair.

### **Professional Advisers to the Board of Trustees**

The Chief Executive Officer and any other staff with Trust wide responsibilities, and any other additional advisers as the Board determine.

### **Delegated Powers**

The Chief Executive Officer has delegated powers and duties in respect of the overall leadership, management and achievement of the Trust and responsibility for ensuring the implementation of agreed policy.

## **10.0 Terms of Reference for the Trust Board Sub Committee - Finance & Audit**

### **Specific Elements of the Role of Chair of Finance & Audit Sub-Committee**

Ensure effective and efficient conduct of the Committee's business, in particular:

- Agree with the Chief Executive Officer/Chair of Trust Board the agenda for all of the Committee's meetings.
- Invite members of staff and professional advisors to Committee meetings to comment/advise on Committee business as appropriate.
- Guide each meeting through the items on the agenda.
- Give definitive rulings on complaints and queries relating to the procedure and conduct of the meeting (the Committee Chair's decision being final).
- Ensure that all members are given the opportunity to express their views before decisions are taken and to ensure that only those who are entitled to speak (e.g. those without a conflict of interest) are invited to do so.
- Determine at Committee meetings whether any late items will be accepted on to the agenda.
- Establish a constructive relationship with the Chair of Trustees, Chief Executive Officer and other appropriate Senior Leadership Members:
- Liaise with the CEO, and the appropriate Senior Leader to keep an overview of the affairs related to the terms of reference of the Committee as appropriate.
- Report back to Trustees at Trust Board meetings the key themes of discussion at Committee meetings together with any issues arising or decisions required.

### **Composition:**

The Committee shall be appointed by the Board of Trustees. All members of the Committee shall be Trustees or members of the School Governing Boards, where deemed necessary additional expertise may be recruited to the Finance & Audit Committee by the Board of Trustees or the Chair of the Sub-Committee and shall consist of not less than three members.

### **Chair of Committee:**

The Chair of the Committee shall be appointed by the Trust Board from amongst the Trustees. The Chair should have the necessary background, knowledge, experience and/or qualifications to undertake the role effectively.

The Chair of the Sub-Committee shall not be the Chair of the Board of Trustees.

### **Terms of Office**

Chair of Committee's term of office is 4 years. Chair can be re-elected or re-appointed for a further 4 years. Maximum terms of office 12 years.

### **Quorum:**

A quorum shall be three members.

### **Frequency of Meetings:**

Meetings shall be held four times per year.

## **Attendance at Meetings**

It is a requirement of the Terms of Office that members of Board Sub-Committees shall attend all meetings.

The Chief Executive, Chief Operating Officer and Senior Finance Officer shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Board of Trustees and other Trustees may attend subject to appropriate management of any conflicts of interest.

## **Notices**

To be sent out at least 7 days before each meeting except in the case of an emergency.

## **Reporting**

The Chair and Clerk are to ensure that minutes are submitted to all members of the Board of Trustees (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy.

The Chair of the Committee shall report to the next available meeting of the Board of Trustees

## **Authority**

The Finance & Audit Committee is an advisory body with no executive powers. However, it is authorised by the Board of Trustees to investigate any activity within its responsibilities outlined in the Terms of Reference or specifically delegated to it by the Board of Trustees. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

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

## **Delegated Responsibilities:**

The duties of the Committee shall be:

## **Financial Management & Reporting**

- Ensure that the provision of non-audit services does not impair the External Auditors' independence or objectivity.
- Discuss with the External Auditors the nature and scope of each forthcoming audit and to ensure that the External Auditor receives the fullest co-operation.
- Review the External Auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response.
- Review the reports and recommendations of the Internal Auditor, together with the appropriateness of management's response.
- Monitor the implementation of action agreed by management in response to reports from the External Auditor and Internal Auditor.
- Ensure that the Trust's audit services comply with the standards specified in the Academies Financial Handbook, complies in all other respects with these guidelines and meets the agreed level of service.
- Keep under review the Trust's financial management and reporting arrangements, providing constructive challenge (where necessary) to the actions and judgements of management in relation to

the interim management and financial accounts, statements and reports and the annual accounts and financial statements, prior to submission to the Trust Board, paying particular attention to:

- Critical accounting policies and practices, and any changes in them.
- Decisions requiring a major element of judgement.
- The extent to which the financial statements are affected by any unusual or complex transactions in the year and how they are disclosed.
- The clarity and transparency of disclosures.
- Significant adjustments resulting from the audit.
- The going concern assumption; compliance with accounting standards.
- Compliance with Department for Education and legal requirements.

### **Monitoring, Oversight and Scrutiny**

- Consider the Trust's allocated funding and to assess the implications for the Trust's schools (including the likely impact of student numbers/characteristics), and financial decisions underpinning the Strategic Plan, Asset Management Plan, Financial Strategy and stated priorities (long and short term), making recommendations and drawing any matters of significance or concern to the attention of the Board of Trustees.
- Reviewing the above in light of the Trust's indicative funding, notified annually by the Education and Skills Funding Agency, and to assess the implications for the Trust in advance of the financial year, drawing any matters of significance or concern to the attention of the Board of Trustees with strategies to resolve them.
- Monitor and review income and expenditure and cash flows throughout the year for each school and the HQ, ensuring compliance with the financial plan, trust financial regulations, drawing any matters of concern to the attention of the Board of Trustees.
- Monitor and review the funding, reserves, investments, cash and balance sheet positions of the Trust and assess ongoing financial sustainability, drawing any matters of concern to the attention of the Board of Trustees.
- Review any significant (financial or reputational), non-routine or particularly judgmental financial transactions or matters which have occurred or are anticipated, drawing any matters of significance or concern to the attention of the Board of Trustees.
- Review the strategic risks, and the adequacy and delivery of any mitigating actions, in relation to the areas delegated to the Committee.
- Review and evaluation of delegated individual school budgets, including proposals by schools to recover deficits and invest balances over a rolling programme, agreeing key principles with the Board of Trustees.
- Review and evaluation of value for money impact of the allocation of funding, procurement strategies, and significant procurement and partnership ventures considering relevant reports and making recommendations to the Board of Trustees.
- Ensuring the maintenance of proper accounting records informed by any Audit reports.
- Maintaining an overview of the rollout of the Trust's Asset Management Plan and related capital bids and grant applications, making recommendations for future guidelines to the Board of Trustees, as needed.

- Monitoring and keeping under review, on a regular basis the appropriateness and effectiveness of levels of delegation and protocols, including the implementation of bank accounts, and the investment portfolio, where appropriate, making recommendations for improvement.
- To produce, review and finalise the annual report and accounts for the Trust. It is expected that the Committee will, circulate the draft annual report to the Board of Trustees prior to their approval.

### **Whistleblowing, Fraud, Bribery and Corruption**

- Ensure that any significant losses are investigated and reported to the DfE where required.
- Receive reports on the outcome of investigations of suspected or alleged impropriety.

### **Risk Management and Internal Control**

- Review the adequacy and robustness of the financial risk register.
- Keep under review the adequacy and effectiveness of the Trust's governance, risk management and internal control arrangements, as well as its arrangements for securing value for money, through reports and assurances received from management, the external Auditor and any other relevant independent assurances or reports.
- Review or investigate any other matters referred to the Committee by the Trust Board.

### **Approval**

Approve proposed changes during the year to the initial budget, in line with the authority delegated to the Committee under the Scheme of Delegation.

### **Escalation to the Trust Board**

- Recommend a 3-year financial plan and 1-year annual budget in advance of each financial year for approval by the Board of Trustees.
- Report on financial performance throughout the year to the Board of Trustees via a Chair's report, promptly notifying the Board of Trustees of those financial matters of which the Committee has knowledge which may materially affect the current or future position of the Trust.
- Review and recommend to the Board for approval the Trust's policy and procedures for:
  - Financial Management
  - Debt Recovery
  - Asset Management
  - Handling allegations from whistle blowers
  - Handling allegations of fraud, bribery and corruption
  - Risk Management Policy and strategy.
  - Conflicts of interest and gifts and hospitality policies
- Review the Trust's annual accounts and financial statements before they are submitted to the Board of Trustees for approval.
- Oversee the tender process for appointment of the Internal Auditor and External Auditor and to recommend to the Board of Trustees and to the Members the appointment/re-appointment of the External Auditor.
- Consider and recommend the audit fees to the Board of Trustees.

- Review all risk and control related disclosure statements, in particular the Trust’s annual Governance Statement, Statement on Regularity, Propriety and Compliance and Value for Money Statement, together with any associated reports and opinions from management, the External Auditor prior to endorsement by the Board of Trustees.
- Draw any significant recommendations and matters of concern to the attention of the Board of Trustees, and in cases of urgent matters directly to members of the Board of Trustees.

### **Statutory, Legal and Policy Duties**

- Ensure that the ESFA is notified as and when required in relation to budgetary matters.
- Ensure that the Trust can articulate its adherence to its public duties in relation to Value for Money, Pupil Premium, etc.
- Ensure that the Trust is operating in line with its own financial policies and the Academies Financial Handbook, and that the Chief Executive Officer is operating in line with the Accounting Officer duties.
- Review the adequacy of policies for ensuring compliance with relevant regulatory, legal and code of conduct requirements.

### **Review**

- Report to the Board of Trustees on the discharge of the above duties.
- Review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

## **11.0 School Governing Boards**

### **School Governing Board (previously known as the Local Governing Body)**

Every school is ultimately governed by the Board of Trustees which has accountability for standards of performance and financial security across all schools in the MAT.

The Board of Trustees has established the School Governing Boards with the purpose of ensuring that there is a common ethos, vision and strategy across all its schools and that the School Governors and Headteachers are held to account for the achievement of the Trust's priorities and targets.

The Board of Trustees acknowledges that whilst it plays the leading role in statutory decision-making on behalf of the Trust, the School Governing Board can provide a level and regularity of local challenge and scrutiny that the Trust Board cannot.

Those serving on School Governing Board are known as 'Governors'. Membership of the School Governing Board includes the Headteacher, members of staff, parents, and other members of the community. Together, the Board of Trustees and School Governing Board, work within the Trust's Scheme of Delegation, to provide strong governance for the Trust's activities.

### **Link Governors**

The role of the Link Governor is to provide a link between the SGB and the school. When Link Governors visit the school and report back to the SGB they help to deepen all governors' understanding of how the school operates, how the strategic objectives are being pursued, how financial resources are being used and what extra support the school may need to meet its objectives.

Without Link Governors, the SGB is totally reliant on the Headteacher, or other staff governors, for their understanding of the school. The presence of Link Governors provides an additional source of evidence upon which governing decisions can be made. This additional evidence should enable the SGB to better challenge information presented by the school and also better support the school to meet its strategic objectives.

The school should seek to agree the link areas and nominate governors at the first meeting of the academic year. This should be promptly followed up with an agreed timetable for visits. Once the agreement has been reached as to appropriate links it should be made clear what is expected, and relevant activities identified. A record of any visit or activity should be kept by the Headteacher and the Chair of Governors.

### **Why do we recommend Link Governors?**

- They allow governors to see first-hand the resources used in school, the fabric of the building etc. so that they can make informed decisions about future budget allocation/resources
- They constitute part of a strategy to monitor and evaluate regularly the progress of the School Improvement Plan
- They are a means to build up relationships, based on mutual trust and respect
- They provide OFSTED with concrete evidence about the involvement of the governors in the school
- They contribute to the school's self-evaluation process.

Perhaps the most important thing required for the links to work is goodwill both on the part of teachers, who have no contractual obligation to liaise with individual governors, and on the part of governors, who, as volunteers, have no contractual obligation at all (but do need to fulfill their monitoring and evaluating roles).

SGB's that have established effective link roles will have an improved understanding of how the school works, its strengths and weaknesses and will improve their effectiveness in addressing school improvement issues. Ofsted will work on the assumption that governors know the strengths and weaknesses and will 'test' that assumption during the inspection.

## What does the Link Governor Do?

- Meet termly with the subject leader/specialist area
- Try to attend some of the in-service training or staff meetings devoted to subject/specialist area
- Use termly visits to view parts of daily lessons in the classroom
- Ask about resources allocated to subject/specialist area in school budget
- Be involved in the school's attempt to inform parents and involve them in their children's learning of the subject.
- Be involved in the review and drafting of the School Improvement Plan

A Link Governor should always remember that they are not acting as a teacher or an inspector but as a source of support and challenge to the school leaders. If you are going to visit a lesson, don't forget the possible apprehension some teachers feel if someone watches their lesson.

The role of the 'Link Governor' is not to supervise or line manage school staff; this is the responsibility of the Headteacher and senior staff.

Activities and purpose will clearly not be the same for all Link Governors but might include:

- Establishing regular contact with person(s) within the school with responsibility for the governor's 'link' area. This should be a minimum of twice per year for most links; three times for safeguarding, English and Mathematics. This assumes that there will be an English and Mathematics Link Governor plus Link Governors covering T & L, Safeguarding, PP, SEND, Finance, H & S, providing the size of the governing body allows for this.
- Making visits to school with a clear focus which has been agreed with the Headteacher/subject leader prior to the visit
- Providing support and encouragement and a listening ear for staff member with whom they are linked
- Talking to the member of staff about the condition and availability of subject resources
- To be aware of how effectively the subject caters for all learners, for example SEND pupils.
- Attending relevant training, including relevant INSET days/staff meetings
- Exploring specific aspects within the link area to gain deeper understanding of relevant issues. These will doubtless change over time.
- Talking to students about their experience and opinions in regard to the link area
- Carrying out learning walks which may be general or focused on a particular aspect.
- Reporting back to SGB following visit and making recommendations as appropriate.
- Being involved with establishing/monitoring/evaluating relevant policies within their chosen link area
- Considering ways to encourage parental involvement if appropriate

- Participating, as agreed, with subject leaders/Headteacher in the review of the Self Evaluation Schedule
- Becoming familiar with relevant areas within School Improvement Plan
- Keeping abreast of most up to date legislation (mainly Ofsted and DfE)
- Being informed of any local and/or national issues impacting upon the link area
- Consider how information about the link area is communicated to parents, in particular on the school website

### **Visiting the School**

In the main, this section covers the structured visits for monitoring and evaluating. However, governors may also visit informally to attend or participate in assemblies, sports days, celebration events, school council meetings or assisting in areas in which they may be skilled e.g. reading. These visits will be arranged via an invitation. In all cases governors should make it clear when visiting if they are there as a visitor, parent, helper etc., or if it is a more formal ‘link role’ visit.

The Guide to the Law states that; ‘Individual governors do not have an automatic right to enter the school whenever they wish. But they need to be able to visit from time to time in order to develop their understanding of the school to enable them to fulfil their statutory responsibility for the conduct of the school.

Governors should arrange their visits with the Headteacher, who has responsibility for the day-to-day management of the school. It is often useful to draw up a policy on governors visits to cover things such as giving notice, constructive feedback and handling concerns. The SGB should plan visits to cover a wide range of school work and each visit should have a clear purpose.

Visits by governors can be useful and informative. They do not replace professional inspection or the monitoring and evaluation carried out by the Headteacher

Make sure that staff members understand the purpose of the visit. Link Governors are there to gain information. Their job is to monitor, to get a view of the big picture, and not to inspect. Link Governors should express interest in the subject, and show that they have ‘done their homework’. Staff will value the Link Governors interest and be pleased to share further information with them.

Schools are a working environment and very busy and it is likely it is very different from when governors themselves were at school! Whilst staff will welcome the interest of governors' and fully understand their statutory responsibilities, governors must be careful not to interrupt the fundamental business of the school and the children's education, and finally, remember that teachers often work to a strict timetable and may not always have time to talk to a governor when they are teaching.

## Recommended composition of School Governing Board (SGB)

Type of Member	Number	Term of Office	How they are appointed
Headteacher of School	1	Indefinite (ex-officio)	N/A – by appointment as Headteacher
Chair	1	4 years	At the point of setting up a new Governor Board the initial appointment of the Chair is made by the Board of Trustees. From then onwards subsequent Chairs are elected from SGB Members and approved by Trust Board
Vice Chair	1	4 years	Appointed by the SGB Members
One member of the teaching staff	1 per school	4 years	Elected by Teachers
One member of the support staff	1 per school	4 years	Elected by Support Staff
Members of the local community	Max 8 (to include Chair and Vice Chair)  Two members of the community governors should be parent governors	4 years	Appointed by the SGB committee.  Parent Governors are elected by parents providing they meet the criteria of selection.
Optional  Another senior leader from within the Trust (Headteacher, SLT member)	1	Indefinite (ex-officio)	Appointed by the SGB Committee

### Process for Electing Chair and Vice Chair of School Governing Board

This section identifies the process for electing Chairs to the School Governing Board

#### Terms of Office

On formation, of a School Governing Board the first Chair of the SGB will be appointed by the Board of Trustees from among the Trust Community of Governors.

Subsequent Chair appointments are elected by the members of the SGB, from among the School Governing Body. However, because of the vital link and the importance of maintaining a strong and effective relationship between the SGB and the Board of Trustees, the appointment following election is subject to the approval of the Board of Trustees.

At any time, the Trustees reserve the right to remove the existing Chair and appoint a Chair where it would be in the interests of the future success of the school and the Trust.

The School Governing Board terms of office will normally run from September to August. However, the Board can choose when in the year elections take place.

### **Who can, and can't stand**

The Chair and Vice Chair must be a Governor first and be officially appointed or elected by the other members of the School Governing Board. This also means that a Chair or Vice-Chair would cease to hold office if that person ceases to be a member of the Governing Board.

An employee who has a contract of employment with the Trust cannot stand as Chair or Vice Chair.

A Chair or Vice-Chair will cease to hold office if they become employed by the Trust during their term of office.

### **Nominating Candidates**

The School Governing Board determine the procedure for nominations. For example, they decide whether:

- Nominations need to be made in advance and how this can be done
- Candidates can self-nominate or whether they must be proposed by other Governors
- Nominees have to be present at the meeting in which the elections take place

### **Voting**

All School Governors on the Board can vote in the election, including staff governors, the Headteacher and candidates.

The only restriction from voting is if a member has a financial or pecuniary interest in the outcome.

Associated members can not vote because they are not governors.

When voting the Governors must take into consideration:

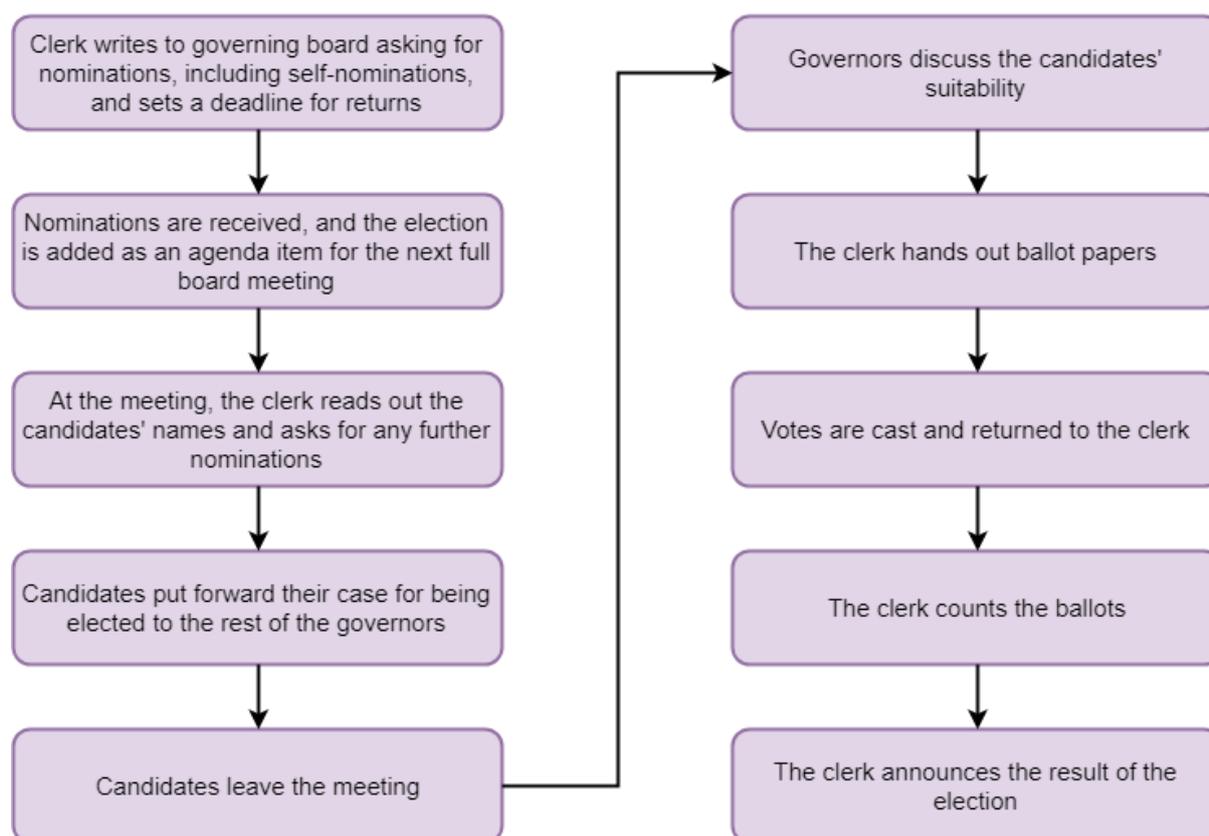
- If seeking re-election, details of the candidate's contribution to the work of the SGB during their previous term of office and how they plan to contribute to the future work of the SGB
- What skills and knowledge the candidate can bring to the role
- Does, the candidate have good inter-personal skills, and appropriate literacy and numeracy skills
- Will, the candidate be willing to learn and develop in their role
- Has, the candidate demonstrated the personal qualities to be able to lead and direct the governing board
- Does, the candidate have the capacity to undertaken the role and have a strong commitment to improving outcomes for children

### **Tied Votes**

A decision must be made by a majority vote of the Governors present, even if there is only one nominee, they should be elected by a majority vote.

If the vote is tied, ask the nominees to speak again before holding another vote. Ideally the current Chair shouldn't use their casting vote to break the tie in an election. The SGB should attempt to reach an agreement on who should be the Chair rather than defer to one governor's choice.

## Suggested election procedure for chair/vice-chair



### Chair of School Governing Board - Role Overview

#### The Chair's specific duties are to:

- Provide a clear lead and direction for the SGB, promoting delivery of the Trust's vision and ethos and aims.
- Build an effective team, attracting individuals to the SGB with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to driving school improvement and supporting their development to maximise the benefit of their contribution.
- Work closely with the Headteacher and the Trust Senior Lead appointed to the SGB to ensure there is proper challenge, support and encouragement.
- Ensure that school improvement is the focus of all policy and strategy for the school, reminding the members of the SGB of this as often as necessary.
- Hold the members of the SGB to account, ensuring the business of the School Governing Board is conducted efficiently and effectively, chairing meetings ensuring all members have the opportunity to contribute and are listened to with clear decisions being made when necessary.
- Set the agenda in liaison with the Headteacher and Clerk to ensure the agenda is fit for purpose and pertinent to school business and the Invictus agenda templates.

- Guide each meeting through the items on the agenda. Determine at SGB meetings whether any late items will be accepted on to the agenda.
- Review minutes to ensure they accurately reflect the discussion and action points prior to circulation to Governors for approval.
- Invite members of staff and professional advisors to SGB meetings to comment and advice on SGB business as appropriate.
- Give definitive rulings on complaints and queries relating to the procedure and conduct of the meeting (the SGB Chair's decision being final).
- Ensure that all members are given the opportunity to express their views before decisions are taken and to ensure that only those who are entitled to speak (e.g. those without a conflict of interest) are invited to do so.
- Establish a constructive relationship with the Vice-Chair, Trustees, Chief Executive Officer, and other appropriate Senior Leadership Members:
- Liaise with the CEO, and the appropriate Senior Leader to keep an overview of the affairs related to the terms of reference of the SGB as appropriate.
- Report back to Trustees at Trust Board meetings the key themes of discussion at SGB meetings together with any issues arising or decisions required.

**The responsibilities of the Vice-Chair include the following:**

- To deputise for the Chair in his or her absence.
- To set the agenda for meetings of the SGB with the Chair, if requested.

**Specific Elements of the Role of Chair**

Ensure effective and efficient conduct of the Committee's business, in particular:

**Appointment of Local Community Governors**

The Local Community Governors of the SGB shall be appointed by the Chair of the SGB following completion of an open application process with a focus on securing specific skills gaps within the SGB. The Local Community Governors should include two parent governors. Specialist recruitment agencies may be utilised and individuals identified with specific skills and experience may be approached.

**Appointment of Teaching Staff Governors**

The Teaching Staff Governors of the SGB shall be elected by the teaching staff at the relevant school in accordance with the process set out below:

- When a vacancy arises, the SGB will write to all teaching staff at the school seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Teaching Staff Governor and their background and experience that makes them suitable for the role.
- In the event that there is only one nominee, the SGB can but is not required to appoint the person nominated
- If there are more nominees than places available, the SGB will write to all teaching staff at the school asking them to vote for their preferred candidate.

- The responsibilities of the Teaching Staff Governors are to help reflect the interests and opinions of teaching staff at the school to the SGB and to act in accordance with the other Governors in the best interests of the school.

### **Appointment of Parent Governors**

Parent Governors form part of the total for local community governors and be elected in accordance with the process set out below:

- When a vacancy arises, the SGB will write to all parents of students at the school seeking nominees for the vacancy. The process must include the exact criteria/skills required for the post and details of what the role of school governor entails. The Trust is very keen to appoint parents with the right skills set that compliments the SGB. An appointment and recruitment process will be implemented in line with the Trust's process and policy for appointing Governors.
- A Parent Governor should be a parent, guardian or carer of a registered student at the relevant school.
- The responsibilities of the Parent Governor are to help reflect the interests and opinions of the parent body of the school to the SGB and to act in accordance with the other Governors in the best interests of the school.

## **12.0. Terms of Reference for the School Governing Board (SGB)**

### **Introduction**

The role of the SGB is an important one. The SGB's role is to monitor, support and advise and ensure that the School is at all times delivering the Trust's ethos, vision and strategy, and that the Headteacher is held to account for achievement of the Trust's priorities and targets including becoming the school of choice in the local community.

The SGB is to provide focused governance for school improvement at a local level. The SGB monitors the school's key performance indicators and acts as advisor to the Headteacher, providing challenge where appropriate. The SGB carries out their functions in relation to their respective school on behalf of the Trust Board and in accordance with policies and processes determined by the Board of Trustees.

### **Role and Responsibilities of the School Governing Board (SGB)**

The Trust is responsible for establishing an SGB for a School if there is not one already in place, in this instance the Board of Trustees are responsible for appointing the Chair of the SGB. The SGB will appoint governors with the skills, experience and knowledge to ensure the school is responsive to its community. The essential role of the SGB is to provide scrutiny and challenge. Governance is judged under leadership and management within the Ofsted framework. Ofsted will look for evidence of impact and challenge from governors. Evidence of challenge and impact on school improvement should be clear in the minutes of SGB meetings.

### **Key responsibilities of the SGB are:**

- Membership of SGB support recruitment of new Governors by championing the Trust and the role of Governor
- Contribute to and fulfil the vision and ethos of the Trust, ensuring that the school achieves the aims and ambitions it has for its students
- Ensure compliance with the Register of Business/ Pecuniary Interests
- Working within the roles, responsibilities and ethics of the Governors Code of Conduct
- Report regularly to Trustees as required
- Monitoring the adherence to school/trust policies, ensuring policies and practices are embedded into day to day operations and staff have relevant skills and training to ensure compliance.
- To work within the parameters of the Trust's Scheme of Delegation
- Oversee implementation and review of the Schools Improvement Plan and focusing on the school's performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by the Board of Trustees.
- Monitor and challenge achievement of academic targets at each KPI point for all students throughout the school, with a 'deep dive' into target groups (boys, disadvantaged, higher achieving pupils, SEN etc.).
- SGB to hold the Headteacher to account and being ready to challenge all aspects of the school's performance; including:

- Quality of teaching: Review and take appropriate actions to ensure the highest quality of teaching within the school.
  - Attendance: Review attendance and pupil absences and drive improvements in order to achieve national average.
  - Exclusions: Monitor and challenge trends in permanent and fixed term exclusions. Convene exclusions panels as required.
  - Implement admissions arrangements, decisions and appeals in line with Trust policies and the law.
- Monitor compliance with the Trust’s safeguarding and child protection policies including responsibilities relating to looked after children.
  - Monitor compliance with the Trust’s Data Protection/GDPR Policies and procedures
  - Monitor compliance with the Trust’s Complaints Policy and convene complaints panels as required.
  - Participate in recruitment and disciplinary / grievance panels as required by the Trust’s policies.
  - Ensure that the school is actively contributing to the development of Trust-wide initiatives, including curriculum development.
  - Oversight of the delivery of key projects.
  - Develop effective links within the school’s community, communicating openly and frequently as appropriate and ensuring that the school meets its responsibilities to the community and developing the school’s reputation and marketing to ensure that full capacity is achieved.
  - Monitor the spend analysis and impact of the pupil premium in the school and publication.
  - Support the Trust Board in its monitoring and evaluation of delivery and value for money of any central services and functions provided or procured by the Trust for the schools, reporting any issues or concerns to the Chief Operating Officer.
  - Ensure that the school is presented in the best possible way to the community and visitors by overseeing and challenge school estates quality and presentation.
  - Monitor the school compliance with the Trust’s Health and Safety Policy and Procedures. The SGB should have an oversight of Health and Safety within the school and ensure that the staff have the necessary skills, knowledge and training. The role of the Health and Safety Link Governor is particularly important in ensuring that the SGB has a suitable oversight.
  - Review improvement and maintenance plans for the school’s premises
  - Review the significant risks, and the adequacy and delivery of any mitigating actions, in relation to the areas delegated to the SGB.
  - Review the use of school premises in particular lettings and letting agreements/charges and review relevant policies and procedures.

- Review the school's allocation and use of School Condition Funding in relation to the improvement of school premises.
- Review the school's arrangements for Catering, ensure the School's Food Standards Policy is implemented. Monitor the delivery and quality of school meals.
- Review the school's arrangements for Cleaning and Caretaking. Monitor and report on school cleaning, and caretaking arrangements and ensure they are effectively implemented
- Monitor and report on the delivery and take-up of community use of sports and facilities, as applicable.
- Ensure engagement with the Trust's enrichment programme, including supporting charitable fundraising.
- Understand the Ofsted requirements for governance and ensure that the SGB members have the appropriate level of information to ensure they are properly equipped to engage with the inspection.
- Engage fully and openly with any inspection of the school, whether by the Trust Board, Ofsted, or any other appropriate public body to whom the Trust is accountable.
- SGB to engage in training opportunities to continually develop the skill level and knowledge of the SGB members.

### **Composition of the SGB**

See table on page 30. There is no restriction on having more than the minimum number, but consideration should be given to skills gap analysis before increasing the numbers of Governors and the effectiveness of having a larger board.

### **Term of Office**

The length of a Governor's term of office shall be four years save that this time limit shall not apply to the Headteacher or any Trust senior leadership post which is held *ex officio*, which person may (and, in the case of the Headteacher, shall) and will therefore serve for as long as he or she remains in office.

Subject to remaining eligible to be a Governor, a Governor may be re-appointed for one further consecutive term (i.e. not exceeding 12 years in total)

### **Qualifications and Disqualifications for Governors**

An SGB Governor must be aged 18 or over at the time of election or appointment. Registered students cannot be Members.

A person is disqualified or may be terminated from being an SGB Governor if:

- S/he resigns by serving written notice to the Invictus Governance Team, via the Chair and Clerk of the SGB.
- The Trustees terminate his/her appointment.
- In the case of a Staff Member, his/her employment is terminated.
- S/he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

- S/he is absent, unless agreed otherwise, for two consecutive meetings of the Governors, in which case the Trustees may remove a Governor at their discretion.
- S/he would be disqualified from acting as a charity trustee by virtue of Section 178 of the Charities Act 2011.
- His/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced or if he is the subject of a bankruptcy restrictions order or an interim order.
- S/he is: included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999.
- S/he is disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000.
- S/he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002;
- S/he is has not complied with the Trust's safeguarding/DBS policies or a material part of these Terms of Reference.
- S/he is has not complied with the Trust's Conflicts of Interests' policy resulting in a significant breach of trust, as determined by the Trustees.
- Refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check.
- At any time, the Trustees reasonably consider his or her removal to be in the interests of the Trust.

It is the philosophy of Invictus to nominate a majority of local community members with the relevant skills and experience to the SGB. There will be a diverse range of governors on the SGB, to ensure accountability and challenge.

### **Commitment of Governors**

Governors are required to:

- Prepare for and make an active contribution at meetings of the SGB.
- Champion the Trust's vision, ethos and promote the school in the local community.
- Challenge and hold senior leaders to account for all aspects of the school's performance. Provide support and encouragement to the leadership team.
- Familiarise themselves with Trust and School policies.
- Visit the school both during school hours (with prior arrangement with the Headteacher) and for evening events to get to know the school and to be visible to the school community.
- Promote the school within the local community and contribute to the development of the school's reputation.

- Ensure that they are fully equipped with appropriate levels of information in order to participate in Ofsted inspections effectively.
- Undertake mandatory training for Governors and in addition attend additional training sessions for Governors, where possible.

### **Meetings of SGB**

The SGB shall meet 6 times per year.

A Clerk shall be appointed by the Trust and all meetings shall be convened by the Clerk, who shall send to the SGB written notice of the meeting and a copy of the agenda at least 7 clear days in advance of the meeting.

A special meeting of the SGB shall be called by the Clerk whenever requested by the Chair or at the request in writing of any three Governors. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair may, with the approval of the CEO, waive the need for 7 days' notice of the meeting and substitute such notice as he thinks fit.

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

In the absence of either the Chair or the Vice-chair at a meeting of the SGB, the SGB will agree a replacement for the meeting from among the Governors in attendance. The Clerk or the Headteacher shall not Chair the meeting.

See appendix 2 for Template Agenda for Governors Meetings

### **Quorum**

A quorum must be present, being three or one third of the Governors (if greater).

If the number of Governors assembled for a meeting of the SGB does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the SGB the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.

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

### **Decision Making and Voting**

All issues to be decided at a meeting of the SGB shall be determined by a majority of the votes of the Governors present and voting on the question. Every Governor shall have one vote. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

A Governor may not vote by proxy.

No resolution of the Governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

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

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

### **Interests of Governors**

Governors shall complete a register of their relevant personal and business interests, which shall be reviewed annually and published in summary on the school's website. Any Governor who has any duty or personal interest that conflicts or may conflict with his or her duties as a Governor shall:

- Disclose that fact to the SGB as soon as he or she becomes aware of it. A Governor must absent himself or herself from any discussions of the SGB in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the school and such duty or personal interest:
  - Withdraw from any meeting for that item unless expressly invited to remain in order to provide information
  - Not be counted in the quorum for that part of any meeting
  - Withdraw during the vote and have no vote on the matter.

### **Minutes**

Minutes must be prepared of all SGB meetings. Drafts of those minutes must be sent to the Chair no later than 7 days after the date of the meeting. Final minutes, as approved by the Chair must be circulated to SGB

### **Effectiveness of the SGB**

The Trust will monitor the effectiveness of the SGB by:

- Annual Reports from SGB Chairs
- External Reviews
- Performance against KPIs
- Analysis of SGB minutes
- SGB Effectiveness Reviews

### **Review of Terms of Reference**

The Trustees reserve the right to determine the Terms of Reference, membership and proceedings of any SGB as a committee of the Board of Trustee which may alter from the above.

As documented in the Trust's Articles of Association, the terms of reference of each SGB shall be reviewed every twelve months to ensure they are effective.

## **13.0 Register of Business/Pecuniary Interests**

Members/Trustees/Governors complete a register of their relevant personal and business interests, which is reviewed annually and published in summary on the Trust's website. A conflict of interest may arise as a result of circumstances affecting a person connected with a Trustee/Governor. "Connected persons" would include individuals who are family members and other bodies in which family members have certain interests. Any Trustee/Governor who has any duty or personal interest that conflicts or may conflict with his or her duties as a Trustee/Governor shall:

- Disclose that fact to the Chair of Trustees/Chair of Committee/Headteacher as soon as he or she becomes aware of it.
- A Trustee/Governor must absent himself or herself from any discussions of the Trust Board/Academy Committee in which it is possible that a conflict will arise between his or her duty to act solely in the

interests of the Trust/School and such duty or personal interest and must withdraw from any meeting for that item unless expressly invited to remain in order to provide information.

- Not be counted in the quorum for that part of any meeting; and
- Withdraw during the vote and have no vote on the matter.

## **14.0 Clerking Service**

A clerk's role is advising, guiding and supporting the governance of the Trust as well as taking minutes.

Key aspects of the service should be:

- Assisting Chairs with creations of agendas in line with the Trust agenda framework.
- Provide advice to the Trustees and Governors on governance, constitutional and procedural matters
- Effective administration of meetings, taking minutes and managing the flow of information
- Managing membership and election processes
- To have a consistent approach to clerking across the Trust
- To upload data and manage the Invictus Governor Hub Portal

The Trust has appointed an independent qualified Clerk who will provide a full clerking service across the Trust in line with the specified job description.

## **15.0 Scheme of Delegation Matrix**

As the accountable body the Trustee Board is the key decision maker, except for certain specific tasks that fall to the Members and/or School Governing Board. The Executive Headteacher/CEO and/or Headteacher will be responsible for operational matter. The Board as the corporate entity remains accountable and responsible for all decisions made and executive leaders operate within the autonomy, powers and functions delegated to them by the Board of Trustees.

The Scheme of Delegation Matrix lists key tasks and delegated powers using the following categories:

- Approval – Authority for making the decision and/or implementing the task
- Management – Managing the completion and delivery of the task and communicating with all relevant parties
- Consultation – Stakeholders/relevant parties whose opinions are sought and considered
- Responsibility – Oversight/Monitoring compliance at local level

Further details of scheme of delegation can be found within this document and within the Trust/School relevant policies and procedures.

Scheme of Delegation - See Appendix 1

**Invictus Education Trust Proposed Scheme of Delegation Matrix November 2020**

The different levels of delegated powers are listed below, but it should be noted that not every task requires all levels of delegated power to be defined.

Category	Description	Key
Approval	Authority for making the decision and/or implementing the task	A
Management	Managing the completion and delivery of task and the communications with all relevant parties	M
Responsibility	Oversight/monitoring compliance at local level	R
Consultation	Stakeholders/relevant parties whose opinions are sought and considered	C

Reference Number	Task	Members	Board of Trustees	Chief Executive Officer	Finance & Audit Committee	School Governing Board	Headteacher
<b>1. Governance</b>							
1.1	To draw up legal Governing Documents such as Articles of Association, Master Funding Agreements, Commercial Transfer Agreements etc.	A	C	M			
1.2	Amend Legal Governing Documents such as Articles of Association if changes to Governance Structure	A	C	M	C	C	C
1.3	Change of name or legal entity	A	C	M	C	C	C
1.4	Approve new academies joining the Trust	A	C	M	C	C	C
1.5	Appoint & Remove - Chair of Board	A	C	M			
1.6	Appoint & Remove - Vice-Chair of Board		A	M			
1.7	Appoint and remove Trustees	A	C	M			

1.8	Appoint and remove External Auditors to the Board	A	C	M			
1.9	Appointment and remove Chair of Board Finance & Audit Sub Committees		A	M	C		
1.1	Appoint and remove Board Sub-Committee members		A	M	C		
1.11	Initial Set up of School Governance Board and Appointment Chair of School Governing Board		A	M		C	C
1.12	Appointment of Chair of existing School Governing Board		C	C		A	M
1.13	Removal of Chair of School Governing Board		A	M		C	C
1.14	Appoint and remove School Governing Board Members		C	C		A	M
1.15	Appoint and remove Clerk Services across the Trust		A	M		C	C
1.16	Determine and approve the Trust Board Terms of Reference	A	C	M	C		
1.17	Determine and approve the Trust Board Sub-Committee Terms of Reference		A	M	C	C	
1.18	Determine and approve School Governing Board Terms of Reference		A	M	C	C	C
1.19	Determine Calendar of Trustee and School Governing Board meetings		A	M	C	C	C
1.20	To determine and approve the delegation of duties to relevant committee		A	M	C	C	C
1.21	To set up and maintain a register of Business Interests for all Members, Trustees, Governors, Staff	C	A	M	C	C	C
1.22	To determine the development needs of Trustees and Governors and put in place appropriate programme of training with reference to skills audit		A	M	C	C	C
1.23	Incorporate a subsidiary company. Disposal/Dissolution of a subsidiary company	A	C	M	C	C	C
1.24	Bid to open new Free School	A	C	M	C	C	C
1.25	Approval of school to leave the Trust	A	C	M	C	C	C
1.26	Ensuring Trust and schools comply with all regulations regarding publication of information		A	M		R	M
1.27	Consultation and engagement with the wider local communities		A	M		R	M
1.28	Trust vision and strategies		A	M	C	C	C
1.29	Approve and adopt all statutory and Trust wide policies and ensure compliance		A	M		R	M
1.30	Approve and adopt all school-based policies and ensure compliance		A	M		R	M
<b>2. Finance &amp; Audit</b>							
2.1	Approve and adopt all Trust Financial policies and ensure compliance		A	M	C		
2.2	Trust 3-year budget plan		A	M	C	C	C
2.3	Schools 3-year budget plan		A	M	C	C	C
2.4	Budget virements			A	C		
2.5	Trustees Report and Annual Finance Statement		A	M	C		
2.6	Trust schools accounts return to EFA and submission to DfE		A	M	C		
2.7	School Budget Monitoring and Forecast Report and actions		A	M	C		

2.8	Approval and management of Trust Significant Risk Register		A	M	C	C	C
2.9	Approval and management of School Condition Allocation Capital Grant Projects		A	M	C	C	C
2.10	Disposal of any land and buildings		A	M	C	C	C
2.11	Approval of legal terms and conditions of supplier contracts		A	M	C		
2.12	Scope of central services to be provided to schools within the trust with regards to the Central Levy Charge to schools		A	M	C		
2.13	Amendment of central bank account mandate/signatories		A	M	C		
2.14	Amendment of school bank account mandate/signatories		A	M	C		C
2.15	Borrowing including finance leases and overdraft facilities from any source		A	M	C		
2.16	Charitable donations/contributions to social innovation projects/gifts/sponsorship		A	M	C		M
2.17	Settlement of litigation claims/threatened or pending legal proceedings		A	M	C		
2.18	Trust and School Business continuity Policies and procedures		A	M	C	C	M
2.19	Asset Management Strategic Policy and Plan and management of assets		A	M	C	C	C
2.20	Acquiring and disposing of freehold on land or buildings		A	M	C		
2.21	Entering/granting any leasehold or tenancy agreement		A	M	C		
2.22	Entering into any finance or operating leases		A	M	C		
2.23	Procurement of Insurance for the Trust		A	M	C		
2.24	Services to be contracted by the trust		A	M	C		
<b>3. HR and Operations</b>							
3.1	Development, Approval and implementation of all statutory and Trust wide HR policies and ensure compliance		A	M		R	M
3.2	To determine a pay and grading structure and the impact of implementation		A	M	C		
3.3	Determining staff structure within agreed budget			A		C	R
3.4	To make payroll and pension arrangements for all Trust staff		A	M			
3.5	To recruit, appoint and manage the probationary period of the Chief Executive Officer		A	M			
3.6	To carry out the statutory appraisal of CEO and to determine pay progression		A	M			
3.7	Managing the Disciplinary of CEO		A	M			
3.8	Managing the Appeal process of Disciplinary of CEO		A	M			
3.9	Dismissal of any type /suspension of CEO		A	M			
3.10	Determining dismissal payment/early retirement of CEO		A	M			
3.11	To recruit, appoint and manage the probationary period of the Headteacher (Panel members approve the appointment CEO, Chair of SGB and Trustee)		A	A		A	
3.12	To carry out and manage the pay progression of Headteachers		A	M		C	
3.13	Managing the Disciplinary of Headteacher		A	M		C	

3.14	Managing the Appeal process of Disciplinary of Headteacher		A	M		C	
3.15	Dismissal of any type/suspension of Headteacher		A	M		C	
3.16	Determining dismissal payment/early retirement of Headteacher		A	M		C	
3.18	To recruit, appoint and manage the probationary period of members School Senior Leadership Team			A		A	M
3.19	To carry out appraisal and manage pay progression of School Senior Leadership Team			C		A	M
3.20	Disciplinary of School Senior Leadership Team			C		A	M
3.21	Managing the Appeal process of Disciplinary of Senior Leadership Team			C		A	M
3.22	Determining dismissal payment/early retirement of School Senior Leadership Team			C		A	M
3.23	Dismissal of any type/suspension of School Senior Leadership Team			C		A	M
3.24	To recruit, appoint and manage the probationary period of Central staff members		A	M			
3.25	To carry out and manage pay progression of Central Staff.		A	M			
3.26	Disciplinary of Central Staff		A	M			
3.27	Managing the Appeal process of Disciplinary of Central Staff		A	M			
3.28	Determining dismissal payment/early retirement of Central staff		A	M			
3.29	Dismissal of any type/suspension of Central staff			C		A	M
3.30	To recruit, appoint and manage the probationary period of school staff members			C		A	M
3.31	To carry out and manage pay progression of school teaching staff			C		A	M
3.32	Disciplinary of School Staff			C		A	M
3.33	Managing the Appeal process of Disciplinary of School Staff			C		A	M
3.34	Determining dismissal payment/early retirement of school staff			C		A	M
3.35	Dismissal of any type/suspension of school staff			C		A	M
3.17	Approve additions to staffing to Trust/School within budgets		A	M			C
3.36	Approve cost of living pay rises and other national policy pay rises		A	M	C		
3.37	Media and Public Relations		A	M		C	C
3.38	Staff Induction Process		A	M		R	M
3.39	Determine amendments to employee's terms and conditions		A	M		C	C
<b>4. Education</b>							
4.1	Determine and set admission policy and the appeal process		A	M		C	C
4.2	Approval of education strategy		A	M		C	C
4.3	Development, Approval and implementation of all statutory and Trust wide Educational policies and ensure compliance		A	M		C	C
4.4	Development, Approval and implementation of School Educational policies and ensure compliance		A	M		R	M
4.5	To prepare and publish the school's prospectus		C	A		C	C

4.6	To ensure school website is fully compliant		A	M		R	M
4.7	Determine School logo and branding			A		R	M
4.8	Determine School uniform			A		R	M
4.9	To set the times of school sessions and the dates of school terms and holidays			A		R	M
4.10	To ensure that schools meet the statutory requirements for 380 sessions in a school year			A		R	M
4.11	Monitor School Performance		A	M		R	M
4.12	Focus Day Quality Assurance Assessment & Feedback to staff and action plan		A	M		R	M
4.13	Production and approval of the School's 3-year development/improvement plan		A	M		R	M
4.14	Production and approval of the School's 1-year development/improvement plan (if applicable)		A	M		R	M
4.15	Ofsted Preparation for Ofsted Inspection and Post-Inspection Action Plan		A	M		R	M
4.16	Expansion or reduction of School (PAN)		A	M		R	M
4.17	Determine Pupil Premium Plan			C		A	M
4.18	To determine, approve student exclusions and reinstatement and manage any appeals relating to the exclusion			C		A	M
4.19	Managing the Complaints process and any appeals		A	M		A	M
<b>5. Health &amp; Safety</b>							
5.1	Development, Approval and implementation of all statutory and Trust wide Health & Safety policies/procedures and ensure compliance		A	M		R	M
5.2	Ensure an annual assessment cycle of risk management is actioned by relevant staff with delegated responsibility		A	M		R	M
5.3	School Designated Health & Safety Officer Training		A	M		R	M
5.4	General Health & Safety Training for staff with delegated responsibility such as Heads of Dept., Central Support Staff, other school staff			C		R	M
5.5	Appointment of External Health & Safety Inspection Service		A	M			
5.6	Approve and implement actions recommended by the Health & Safety Inspector			C		A	M

## Draft Template for School Governing Board Agenda

### Apologies and Attendance (every meeting)

### Governing Board Matters (every meeting)

- Membership
- Confidentiality
- Register of Business Interests
- Declaration of Interest – Business and Pecuniary
- Code of Conduct

### Minutes of Previous Meeting (every meeting)

### Matters Arising from the Previous Meeting (if not on the agenda) (every meeting)

### Reports (every meeting)

- Chair's and Vice Chair's Actions (every meeting)
- Link Governors Reports – Finance, H & S, PP, Safeguarding, T & L (once per term)

### Head Teacher's Report (once per term)

- Performance – all year groups – specific groups (PP, SEND, Y7 Catch-up, Boys v Girls) (HT Report)
- School Improvement – progress against plan
- Finance - Actual v Budget, Cash Flow issues, Audit Findings, Specific budgets – PP, Year 7 Catch-up, Procurement
- Staffing/recruitment
- Results of Focus Days
- External Reviews
- Changes in legislation, Government Policy, etc.

### Review of GCSE/A Level Results (first meeting of the school year)

### School Improvement

- Approval of School Improvement Plan (first meeting of the school year)
- Review of the School Improvement Plan (Summer Term meetings)
- Teaching and Learning – QA activities and Findings – Link Governors' Report – Assistant Head's Report (once per term)
- Complaints – complaints made, investigated and outcomes (once per term)
- Staff leaving – exit interview outcomes (once per term)
- Student Voice (once per year)
- Staff Survey (once per year)
- Parent Survey (once per year)
- Review of Career Advice provision (once per year)

### **Student and Staff Welfare (once per term)**

- Safeguarding – Link Governor’s Report/Assistant Head’s Report
- Bullying – report on incidents
- Discrimination – report on incidents
- Behaviour – overview, exclusions
- Up-date on new staff – induction training (Inc. H & S)
- Catering and Cleaning

### **Health & Safety**

- Link Governor’s Report/Health and Safety Officer’s Report (once per term)
- Accidents/Incidents/Near Misses (once per term)
- Results of latest fire drill (once per term)
- Results of bi-annual checklist (self-assessment) (twice a year)
- Results of review by H & S Advisors (Dudley MBC) (once a year)
- Results of external reviews – Electrical, Fire, Machinery, Gas Certificate, Legionella (once a year)
- Staff Training - Manual Handling, DSE, Lone Working, First Aid, etc. (once a year)
- School Significant Risk Register (once per term)

### **Governance (once per year)**

- Annual Review
- Skills/Training

### **Infrastructure (once per term)**

- Report on capital projects – CIF, etc.
- Issues with services – Heating, Electrical Installation, Water, Gas
- IT Issues