

**QED ACADEMY TRUST**  
**Scheme of Delegation for**  
**Local Governing Bodies and**  
**Trust Committees**

Approved: 11th July 2022

## 1. INTRODUCTION

1.1 As a charity and company limited by guarantee, QED Academy Trust (the "**Trust**") is governed by a Trust board (the "**Trustees**") who are accountable to the Department for Education and have overall responsibility and ultimate decision making authority for all the work of the Trust, including establishing and running of the academies maintained and operated by the Trust.

1.2 The following academies are currently operated by the Trust:

Coteford Junior School

Northwood School

Queensmead School

(each one the "**School**" or collectively the "**Schools**").

1.3 In order to support the effective operation of the Trust and the Schools, the Trustees have established Trust Committees (each one the "**Committee**" or collectively "**Committees**") to which it has delegated certain of its powers and functions. They have also established a Local Governing Body ("**LGB**") for each of the Schools to which it has also delegated certain of its powers and functions. The Trust Committees and the LGB shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of the Trust (the "**Articles**"). These terms of reference (terms of reference) set out the constitution, membership and proceedings of the Committee/LGB(s) that the Trust Board has established.

1.4 The Trustees may review these terms of reference together with membership of the Committee/LGB(s) at any time but shall review them at least annually.

1.5 These terms of reference may only be amended by the Trust Board. The functions, duties and proceedings of the Committee/LGB(s) set out in these terms of reference shall also be subject to any regulations made by the Trust Board from time to time.

## 2. CONSTITUTION OF THE LGBs

2.1 Members of the LGB shall be known as "**Governors**". Each LGB operating in respect of any one School shall, unless the Board resolve otherwise, have eight members.

2.2 The Trustees have the right to appoint such persons to the LGB as they shall determine from time to time.

2.3 Subject to clause 2.2, the composition of each LGB shall be as follows:

- 2.3.1 the Headteacher of the School (appointed ex Officio);
  - 2.3.2 One Staff Governor (elected);
  - 2.3.3 Two Parent Governors (elected);
  - 2.3.4 Up to four Governors drawn from the local community;
- 2.4 The procedure for the appointment and the removal of Governors shall be set out in the paragraph 6 below.

### **3. PROCEEDINGS OF THE LGB**

The proceedings for meetings of the LGB shall be as set out in paragraphs 15- 19 below.

### **4. RELATIONSHIP BETWEEN THE BOARD AND LGB**

- 4.1 In acknowledgement of the receipt by the Trustees of funds in relation to the School provided by the Secretary of State, donated to the Trust and generated from the activities of the Trust, the Trustees delegate to the Local Governing Body the responsibility to manage and expend all monies received on account of the School for the purposes of the School less a % of the funds received from the Secretary of State, an amount to be determined each year by the Trustees.
- 4.2 The LGB shall in carrying out its role:
- 4.2.1 uphold, support and promote the vision and values of the Trust;
  - 4.2.2 promote high standards and aim to ensure that students are attending a successful school which provides them with a good education and supports their well-being;
  - 4.2.3 be responsible to the Trustees for its actions and follow the expectations of Governors as laid down by the Trustees;
  - 4.2.4 aim to establish that it is competent, accountable, independent and diverse that it promotes best practise in governance'
  - 4.2.5 aim to ensure that its Governors promote and uphold high standards of conduct, probity and ethics;
- 4.3 The Trustees shall support the work of the LGB by:
- 4.3.1 setting a clear strategic vision to allow the LGB to set and achieve

- its own aims and objectives within such a vision;
- 4.3.2 ensuring that systems are put in place to allow the Governors to be presented with timely and good data to allow the LGB to analyse School performance in order to support and challenge the Headteacher of the School; and
- 4.3.3 ensuring the Governors have access to high quality training and induction.
- 4.4 Without prejudice to the Trustees other rights to remove any Governor and the Trustees rights to amend these terms of reference at any time, where the Trustees have concerns about the performance of an LGB they may amongst other actions:
  - 4.4.1 require the LGB to adopt and comply with a governance action plan in such a form as determined by the Trustees;
  - 4.4.2 suspend or remove any or all of the matters delegated to the LGB;
  - 4.4.3 suspend or remove any or all of the Governors of the relevant LGB;
- 4.5 The Trustees may require a governance action where:
  - 4.5.1 the School has a deficit budget (both revenue and capital);
  - 4.5.2 the School has been rated by Ofsted as less than 'Good'<sup>7</sup>;
  - 4.5.3 there has been a serious breach of Trust policies
- 4.6 The Trustees may vary the matters delegated where:
  - 4.6.1 the LGB acts outside its delegated powers and limitations;
  - 4.6.2 the LGB is in breach of these terms of reference;
  - 4.6.3 there has been a serious breach of Trust policies
- 4.7 The Trustees may remove/replace Governors where:
  - 4.7.1 the School is in material breach of its funding arrangements;
  - 4.7.2 the LGB is in material breach of these terms of reference or has persistently breached terms of reference;
  - 4.7.3 an individual Governors has failed to meet the standards of honesty, integrity and objectivity required of their office.
- 4.8 The circumstances listed in paragraphs 4.4, 4.5, 4.6 and 4.7 are illustrative only and shall not limit the rights of the Trustees to suspend or remove any or all of the matters delegated to the LGB.

## 5. DELEGATED POWERS

### General Principles

- 5.1 In the exercise of its delegated powers and functions, the Governors of the LGB shall:
- 5.1.1 ensure that the School is conducted in accordance with the objects of the Trust, the terms of any trust or lease governing the use of land which is used for the purposes of the School, any agreement entered into with the Secretary of State for the funding of the School and these terms of reference;
  - 5.1.2 promptly implement and comply with any Trust policies or procedures communicated to the LGB by the Trustees from time to time;
  - 5.1.3 review its own local policies and practices on a regular basis and in view of any advice or recommendations made by the Trustees;
  - 5.1.4 work with the Trustees and act with integrity, objectivity and honesty in the best interests of the Trust and the School;
  - 5.1.5 be open about decisions and be prepared to justify those decisions;
  - 5.1.6 keep confidential all information of a confidential nature obtained by them relating to the School and the Trust: and
  - 5.1.7 hold the Headteacher to account for the educational performance of the School and its students or pupils, and the performance management of staff
  - 5.1.8 adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the School and are delegated to them.
- 5.2 Each Governor shall be required to take part in regular self-review and is accountable for meeting their own training and development needs. It is a Governor's responsibility to consider if, and raise any concerns where, they feel that appropriate training and development is not being provided.
- 5.3 Governors shall be expected to report to the Trust against any criteria which have been set for the School and provide such data and information regarding the business of the School and the students attending the School as the Trustees may require from time to time.
- 5.4 Annex 1 sets out the decision planner prescribing which powers are retained by the Trust and which powers are delegated from the Trustees to the Committees/LGBs.
- 5.5 For the avoidance of doubt, where a power is not expressly delegated to the

Headteacher or LGB, it will be deemed to have been retained by the Trust regardless of whether it is specified in Annex 1.

- 5.6 Annex 1 may be reviewed by the Trustees at any time but shall be reviewed at least annually. Trustees reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the local LGB.
- 5.7 The LGB shall conduct an annual self-review of their performance and report their finding to the Trustees. As a minimum the self-review will be in line with the National Governors Association guidelines.
- 5.8 The Clerk to the Governors shall maintain a record of Governors' attendance at meetings and shall report on such attendance annually.
- 5.9 Notwithstanding the application of any provision of these terms of reference, if the Chair of the LGB or the Vice Chair, is of the opinion that a matter of urgency exists and a delay in exercising the function would likely be seriously detrimental to the interests of the individual School, any student or their parent or a person who works at the School, then they may exercise any function of the LGB which can be delegated to an individual of any function relating to the exclusion of students after consultation with the Headteacher.

## **6. PROCEDURE FOR THE APPOINTMENT AND REMOVAL OF GOVERNORS**

### **6.1 Staff Governor**

- 6.1.1 All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be agreed in advance by the Trustees. The Trustees will delegate the running of the election to the LGB.
- 6.1.2 The LGB shall invite nominations from all staff of the school employed under a contract of employment and, where there are any contested posts, shall hold an election by a secret ballot.
- 6.1.3 The LGB will report the outcome of the election, including the number of votes cast, to the Trustees, who will then appoint the Staff Governor.
- 6.1.4 Where an election is unopposed, the Trustees will be informed of the nominations received and may proceed to appoint the Staff Governor.

### **6.2 Parent Governors**

- 6.2.1 Parent Governors of the LGB shall be elected by parents or registered carers of registered students at the School. They must be a parent of, or have parental responsibility for, a student at the School at the time when they are elected.

- 6.2.2 All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be agreed in advance by the Trustees. The Trustees will delegate the running of the election to the LGB.
- 6.2.3 Where a vacancy for a Parent Governor is required to be filled by election, the LGB shall take such steps as are reasonable practical to secure that every person who is known to them to be a parent or registered carer of a registered student at the School is informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 6.2.4 Any election of persons who are to be the Parent Governors which is contested shall be held by secret ballot. The arrangements made for the election of the Parent Governors shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if they prefer, by having their ballot paper returned to the School by a registered student at the School.
- 6.2.5 The LGB will report the outcome of the election, including the number of votes cast, to the Trustees, who may then proceed to appoint the required number of Parent Governors.
- 6.2.6 Where the number of parents or registered carers standing for election is less than the number of vacancies, the Trustees may appoint a person who is the parent or registered student at the School or, where it is not reasonably practical to do so, a person who is the parent or registered carer of a registered student of another school run by the Trust.

### 6.3 Community Governors

- 6.3.1 The Trustees will appoint Community Governors to the LGB. They must be:
- a) a person who lives or works in the community served by the School; or
  - b) a person, who, in the opinion of the Trustees, is committed to the government and success of the School.
- 6.3.2 The Trustees may not appoint an employee of the Trust as a Community Governor if the number of Governors who are employed by the Trust, including the Headteacher, would exceed one third of the total number of Governors.

## **7. TERMS OF OFFICE**

- 7.1 The term of office for any governor shall be 4 years, save that this time limit shall not apply for the Headteacher of the School who shall remain a Governor until they cease to work at the School.
- 7.2 Subject to remaining eligible to be a particular type of Governor and ratification by the Trustees, any person may be re-appointed or re-elected to the LGB (as the case may be). Governors shall not serve more than two terms of office.

## **8. GOVERNOR RESIGNATION AND REMOVAL**

- 8.1 A person serving on the LGB shall cease to hold office if:
- a) their term of office expires;
  - b) they resign their office by giving notice in writing to the Clerk to the LGB;
  - c) the Headteacher or Staff governors ceases to work at the School,
  - d) the Trustees terminate the appointment of a Governor whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust or the School.
  - e) is or becomes disqualified from holding office as a governor of a school or academy;
  - f) is included in the list of teachers or workers considered by the Secretary of State as unsuitable to work with children or young people;
  - g) is barred from any regulated activity relating to children;
  - h) is or becomes bankrupt or makes any arrangement or composition with their creditors generally; or their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
  - i) is convicted of any criminal offence (other than minor offences under the Road Traffic Acts or the Road Safety Acts for which a fine or non-custodial penalty is imposed or any conviction which is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974);
  - j) has been fined for causing a nuisance or disturbance on school premises during the 5 years prior to or since appointment or election as a LGB member;
  - k) refuses to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check;
  - l) commits a serious breach of the Trust's code of governance or any standing order or protocol implemented by the Board;
  - m) in the case of a LGB Member, is absent without the permission of the LGB Members from all their meetings held within a period of six months and the LGB Members resolve that his office be vacated;
- 8.2 For the avoidance of doubt, Parent Governors shall not automatically cease to hold office solely by reason of their child ceasing to be a student at the School.
- 8.3 The LGB may pass a resolution recommending to the Trustees the removal of Community Governor.



8.4 It shall be the responsibility of the Chair of the LGB to inform the Trustees when a vacancy becomes available on the LGB.

## **9. DISQUALIFICATION OF GOVERNORS OF THE LGB**

9.1 A person shall be disqualified from serving on the LGB if they would not be able to serve as a Trustee in accordance with Articles of the Association. This must be ratified by the Trustees.

## **10. APPOINTMENT OF CLERK TO THE LGB**

Subject to the overarching terms and conditions of employment operated by the Trust, the LGB may appoint a Clerk for such term, at such remuneration and upon such conditions as they may think fit and any Clerk so appointed may be removed by them. The Clerk shall not be a Governor or the Headteacher. Notwithstanding this paragraph, the Governors may, where the Clerk fails to attend a meeting, appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.

## **11. APPOINTMENT AND REMOVAL OF CHAIR AND VICE CHAIR**

11.1 The LGB shall vote for a Chair and Vice-Chair of the LGB. A Governor who is employed by the Trust shall not be eligible for election as Chair or Vice-Chair.

11.2 The election of the Chair and Vice-Chair shall occur at the first meeting of the relevant educational year.

11.3 The appointments of Chair and Vice-Chair will be subject to the approval of the Trustees.

11.4 The term of office of the Chair and Vice-Chair shall be 1 year. Subject to remaining eligible to be a Governor, any Governor may be re-appointed as Chair and Vice-Chair of the LGB.

11.5 The Chair and Vice-Chair may at any time resign their office by giving notice in writing to the Trustees. The Chair and Vice-Chair shall cease to hold office if:

- a) they cease to serve on the LGB;
- b) they are employed by the Trust whether or not at the School; or
- c) in case of the Vice-Chair, they are appointed to fill a vacancy in the office of the Chair.

11.6 Where, by reason of any of the matters referred to in para 11.5 above, a vacancy arises in the office of Chair, the Governors shall, at their next meeting, elect one of their number to fill the vacancy.

11.7 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as the chair for the purposes of the meeting. Where the Vice-Chair is also absent from the meeting or there is

at the time a vacancy in the office of Vice-Chair, the Governors of the LGB shall elect one of their number to act as chair for the purposes of that meeting.

- 11.8 The Clerk to the LGB shall act as Chair during the part of any meeting at which a Chair is elected.
- 11.9 An election of Chair or Vice-Chair which is contested shall be held by secret ballot.
- 11.10 Where a Chair or Vice-Chair has been appointed by the LGB but not yet approved by the Trust Board they shall, until the first meeting of the Trust Board, be considered as full Governors.
- 11.11 The LGB may remove the Chair or Vice-Chair from Office by passing a resolution. Such a resolution shall not have effect unless:
  - a) It is confirmed by a resolution passed at a second meeting, held not less than 14 days after the first meeting; and
  - b) The matter of the Chair or Vice-Chairs removal from Office is specified as an item of business on the agenda for each of those meetings
- 11.12 Before the LGB resolve on whether to confirm the resolution to remove a Chair or Vice-Chair from Office, the Governor(s) proposing the removal shall, at that meeting, state their reasons for doing so and the Chair or Vice-Chair shall be given an opportunity to make a statement in response.
- 11.13 Where a Chair has either resigned or been removed from office, the Clerk to the LGB will notify the Company Secretary of the action within one working days of the decision having been made.
- 11.14 Notwithstanding articles 11.1 and 11.2, the Trustees reserve the right to reject the election of a Chair or Vice-Chair primarily but not exclusively if the Trustees believe the individual is in breach of article 4.1, and may either:
  - a) Ask the LGB to hold another election for Chair or Vice-Chair; or
  - b) directly appoint a Chair or Vice-Chair to the LGB themselves.

## **12. POWERS OF GOVERNORS**

- 12.1 Subject to provisions of the Companies Act 2006, the Articles and the Scheme of Delegation at Annex 1, the business of the School shall be managed by the LGB.
- 12.2 The LGB shall, within the funds delegated to them by Trustees, have the power to expend the funds of the School in such a manner as they shall consider most beneficial for the achievement of the Objects.
- 12.3 The LGB may seek Trustee approval to invest any part of the funds allocated to them and to subsequently direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object.

- 12.4 The LGB may enter into contracts on behalf of the Trust, subject to the limits set out in the Scheme of Delegation.
- 12.5 In the exercise of their powers and functions, the LGB may consider any advice given by the Headteacher and any other executive officer.

### **13. CONFLICTS OF INTEREST**

- 13.1 Any Governors who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a Governor shall disclose that fact to the Governors as soon as they become aware of it. A Governor must absent themselves from any discussions of the Governors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 13.2 For the purposes of Para 13.1, a Governor has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Governor as permitted by and as defined by articles 6.5-6.9.

### **14. LGB COMMITTEES**

- 14.1 Subject to the prior agreement of the Trustees, the LGB may establish committees. No vote on any matter shall be taken at a meeting of a committee of the Governors unless the majority of members of the committee are present.
- 14.2 The LGB may delegate to a committee or any person serving on the LGB, committee, the Headteacher or any other holder of an executive office, such of their powers or functions as they consider desirable. Any such delegation may be made subject to any conditions either the Trustees or the LGB may impose and may be revoked or altered. The person or committee shall report to the LGB in respect of any action taken or decision made with respect to the exercise of the power or function at the meeting of the LGB immediately following the taking of the action or the making of the decision.
- 14.3 The establishment, terms of reference, constitution and membership of any committee of the Governors shall be reviewed at least once annually.

### **15. MEETINGS OF THE LGB**

- 15.1 The LGB shall meet as often as is necessary to fulfil their responsibilities but at least once in every term.
- 15.2 Meetings of the LGB shall be convened by the Clerk to the LGB, who shall send the Governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in their absence, the Vice-Chair,

may waive the need for seven days' notice of the meeting and substitute such notice as they think fit.

- 15.3 Any Governors shall be able to participate in meetings of the Governors by telephone or video conference provided that they have given reasonable notice to the Clerk of the LGB and that the Governors have access to the appropriate equipment.
- 15.4 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual (with the exception of the Company Secretary) not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the LGB.
- 15.5 The Trustees (all or any of them) shall also be entitled to serve on the Local Governing Body and attend any meetings of the Local Governing Body. Any Trustee attending a meeting of the Local Governing Body shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Local Governing Body.

## **16. LGB QUORUM**

- 16.1 Subject to paragraph 16.3 below, the quorum for a meeting of the full LGB, and any vote on any matter at such a meeting, shall be at least 5 of the Governors of the LGB.
- 16.2 The quorum for a meeting of a committee of the LGB, and any vote on any matter at such a meeting, shall be any three of the governors of the LGB at the date of the meeting.
- 16.3 The quorum for the purposes of:
  - a) any vote on the removal of a Governor; and
  - b) any vote on the removal of the Chair of the Governors shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Governors entitled to vote on those respective matters.

## **17. TERMINATION OF MEETINGS**

- 17.1 A meeting of the Governors shall be terminated forthwith if:
  - a) the Governors so resolve; or
  - b) the number of Governors present ceases to constitute a quorum for a meeting of the Governors in accordance with paragraphs 16.1 and 16.2 above.
- 17.2 Where in accordance with paragraph 17.1 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the

meetings have been disposed of, a further meeting shall be convened by the Clerk as soon as it reasonable practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

- 17.3 Where the Governors resolve in accordance with paragraph 17.1 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Governors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.

## **18. VOTING**

- 18.1 Every matter to be decided at a meeting of the LGB shall be determined by a majority of the votes of the Governors present and entitled to vote on the matter. Every Governor shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote.
- 18.2 Any Governor who is also an employee of the Trust shall withdraw from that part of any meeting of the LGB at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

## **19. MINUTES OF MEETING**

- 19.1 At every meeting of the LGB the minutes of the last meeting shall be taken as the first or at least the second agenda item after any apologies and, if agreed by Governors to be accurate, shall be signed as a true record.
- 19.2 The Clerk to the LGB shall ensure that a copy of the agenda for every meeting of the Governors, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as it is reasonable practicable, made available to the Company Secretary of the Trust.
- 19.3 The Clerk to the LGB shall ensure that a central record, available for inspection, of all meeting agendas, minutes and supporting papers is maintained and kept up to date at the School.

## 20. TRUST COMMITTEES

Powers delegated to the MAT sub committees are set out in their separate Terms of Reference which are approved annually. Listed below are the main delegated powers for each Committee:

### 20.1 Remuneration Committee

20.1.1 To approve pay awards of all employees earning over £60,000 including headteachers.

20.1.2 To approve Trust pay policy and ensure it is being implemented consistently.

### 20.2 Finance and Audit Committee

20.2.1 To ensure the annual internal and external audit has been completed and subsequent recommendations acted upon.

20.2.2 To ensure the preparation of the Financial Statements to form part of the annual report of the Trust Board to stakeholders and filing in accordance with the Companies Act, Charity Commission and Funding Agreement.

20.2.3 To agree Budget Setting for the Trust and all academies. To contribute to the formulation of the Trust's and Academies' strategic plans, through consideration of financial priorities and proposals.

20.2.4 To ensure Financial Monitoring processes are in place and to advise the Trust on aspects which need attention.

20.2.5 Approve levels of expenditure.

20.2.6 To determine the use of the Trust's premises and grounds outside Academies' sessions with regard to the lettings and charging policies.

20.2.7 To ensure Trust Asset Management policies are implemented and assets managed in accordance with that policy.

20.2.8 To monitor Health & Safety policy and review any relevant reports and advise when necessary.

20.2.9 To approve Risk Management processes.

20.2.10 To ensure all relevant risks are included in the risk register and are monitored on a regular basis.

## **21. CONSTITUTION OF TRUST COMMITTEES**

- 21.1 Members of the Trust Committees shall be known as "Committee Members". Each Committee operating in respect of any one specialism shall, unless the Trust resolve otherwise, have a minimum of three members.
- 21.2 The Trustees have the right to appoint such persons to the Committee as they shall determine from time to time.
- 21.3 The composition of each committee shall be members of the Trust Board.
- 21.4 The procedure for the appointment and the removal of Trustees shall be set out in paragraph 27 below.

## **22. PROCEEDINGS OF THE TRUST COMMITTEES**

The proceedings for meetings of the Committees shall be as set out in paragraphs 30 - 33 below.

## **23. RELATIONSHIP BETWEEN THE BOARD AND COMMITTEES**

- 23.1 The Committees shall in carrying out its role:
  - 23.1.1 uphold, support and promote the vision and values of the Trust;
  - 23.1.2 promote high standards;
  - 23.1.3 be responsible to the Trust Board for its actions and follow the expectations of members as laid down by the Trustees;
  - 23.1.4 aim to establish that it is competent, accountable, independent and diverse that it promotes best practise in governance'
  - 23.1.5 aim to ensure that its members promote and uphold high standards of conduct, probity and ethics;
- 23.2 The Trustees shall support the work of the Committee by:
  - 23.2.1 setting a clear strategic vision to allow the Committee to set and achieve their own aims and objectives within such a vision;
  - 23.2.2 ensuring the Committee Members have access to high quality training and induction.
- 23.3 Without prejudice to the Trustees other rights to remove any Committee member and the Trustees rights to amend these terms of reference at any time, where the Trustees have concerns about the performance of a Committee they may amongst other actions:
  - 23.3.1 require the Committee to adopt and comply with a governance

- action plan in such a form as determined by the Trust Board;
  - 23.3.2 suspend or remove any or all of the matters delegated to the Committee;
  - 23.3.3 suspend or remove any or all of the Trustees of the relevant Committee;
- 23.4 The Trust Board may vary the matters delegated where:
  - 23.4.1 the Committee acts outside its delegated powers and limitations;
  - 23.4.2 the Committee is in breach of these terms of reference;
  - 23.4.3 there has been a serious breach of Trust policies
- 23.5 The Trustees may remove/replace Committee members where:
  - 23.5.1 the Trust is in material breach of these terms of reference or has persistently breached terms of reference;
  - 23.5.2 an individual Committee member has failed to meet the standards of honesty, integrity and objectivity required of their office.
  - 23.5.3 The circumstances listed in paragraphs 23.3, 23.4 and 23.5 are illustrative only and shall not limit the rights of the Trustees to suspend or remove any or all of the matters delegated to the Committee.

## **24. DELEGATED POWERS**

### General Principles

- 24.1 In the exercise of its delegated powers and functions, the Committee members shall:
  - 24.1.1 ensure that the Committee is conducted in accordance with the objects of the Trust.
  - 24.1.2 promptly implement and comply with any Trust policies or procedures communicated to the Committee by the Trustees from time to time;
  - 24.1.3 review its own policies and practices on a regular basis and in view of any advice or recommendations made by the Trustees;
  - 24.1.4 act with integrity, objectivity and honesty in the best interests of the Trust and the Schools;
  - 24.1.5 be open about decisions and be prepared to justify those decisions;



- 24.1.6 keep confidential all information of a confidential nature obtained by them relating to the School and the Trust: and
- 24.1.7 adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Trust and are delegated to them.
- 24.2 Each Committee member shall be required to take part in regular self-review and is accountable for meeting their own training and development needs. It is a Trustee's responsibility to consider if, and raise any concerns where, they feel that appropriate training and development is not being provided.
- 24.3 Committee members shall be expected to report to the Trust against any criteria which have been set for the Trust and provide such data and information regarding the business of the Trust as the Trustees may require from time to time.
- 24.4 Annex 1 sets out the decision planner prescribing which powers are retained by the Trust and which powers are delegated from the Trustees to the Trust Committees.
- 24.5 For the avoidance of doubt, where a power is not expressly delegated to the Trust Committee, it will be deemed to have been retained by the Trust Board regardless of whether it is specified in Annex 1.
- 24.6 Annex 1 may be reviewed by the Trustees at any time but shall be reviewed at least annually. Trustees reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the Committee Members.
- 24.7 The Committees shall conduct an annual self-review of their performance and report their finding to the Trustees. As a minimum the self-review will be in line with the National Governors Association guidelines.
- 24.8 The Clerk to the Governors shall maintain a record of Committees' attendance at meetings and shall report on such attendance annually.

## **25. DISQUALIFICATION OF COMMITTEE MEMBERS**

- 25.1 A person shall be disqualified from serving on the Committee if they would not be able to serve as a Trustee in accordance with Articles of the Association. This must be ratified by the Trustees.

## **26. APPOINTMENT OF CLERK TO THE COMMITTEES**

Subject to the overarching terms and conditions of employment operated by the Trust, the Committee may appoint a Clerk for such term, at such remuneration

and upon such conditions as they may think fit and any Clerk so appointed may be removed by them. The Clerk shall not be a Governor or Headteacher. Notwithstanding this paragraph, the Committee may, where the Clerk fails to attend a meeting, appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.

## **27. APPOINTMENT AND REMOVAL OF CHAIR**

- 27.1 The Committee shall vote for a Chair of the Committee.
- 27.2 The election of the Chair shall occur at the first meeting of the relevant educational year.
- 27.3 The appointments of Chair will be subject to the approval of the Trustees.
- 27.4 The term of office of the Chair shall be 1 year. Subject to remaining eligible to be a Trustee, any Trustee may be re-appointed as Chair of the Committee except for;
- 27.5 A Member of the Trust as set out in the Articles of Association is not eligible to be a Chair of the Trust Committees.
- 27.6 The Chair may at any time resign their office by giving notice in writing to the Trustees. The Chair shall cease to hold office if:
- a) they cease to serve on the Committee;
  - b) they are employed by the Trust whether or not at a School;
- 27.7 Where, by reason of any of the matters referred to in para 27 above, a vacancy arises in the office of Chair, the Trustees shall, at their next meeting, elect one of their number to fill the vacancy.
- 27.8 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Committee members shall elect one of their number to act as chair for the purposes of that meeting.
- 27.9 The Clerk to the Committee shall act as Chair during the part of any meeting at which a Chair is elected.
- 27.10 An election of Chair which is contested shall be held by secret ballot.
- 27.11 Where a Chair has been appointed by the Committee but not yet approved by the Trust Board they shall, until the first meeting of the Trust Board, be considered as full Committee members.
- 27.12 The Committee may remove the Chair from Office by passing a resolution. Such a resolution shall not have effect unless:
- a) It is confirmed by a resolution passed at a second meeting, held not less than 14 days after the first meeting; and
  - b) The matter of the Chair removal from Office is specified as an item of

business on the agenda for each of those meetings

27.13 Before the Committee resolve on whether to confirm the resolution to remove a Chair from Office, the member(s) proposing the removal shall, at that meeting, state their reasons for doing so and the Chair shall be given an opportunity to make a statement in response.

27.14 Where a Chair has either resigned or been removed from office, the Clerk to the Committee will notify the Company Secretary of the action within one working days of the decision having been made.

## **28. POWERS OF TRUSTEES**

28.1 Subject to provisions of the Companies Act 2006, the Articles and the Scheme of Delegation at Annex 1, the business of the Trust shall be managed by the Committee.

28.2 The Committee shall, within the funds delegated to them by Trustees, have the power to expend the funds of the School in such a manner as they shall consider most beneficial for the achievement of the Objects.

28.3 The Committee may seek Trustee approval to invest any part of the funds allocated to them and to subsequently direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object.

28.4 The Committee may enter into contracts on behalf of the Trust, subject to the limits set out in the Scheme of Delegation.

28.5 In the exercise of their powers and functions, the Committee may consider any advice given by the CEO and any other executive officer.

## **29. CONFLICTS OF INTEREST**

29.1 Any Trustees who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with their duties as a Trustee shall disclose that fact to the Trustees as soon as they become aware of it. A Trustee must absent themselves from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).

29.2 For the purposes of Para 29.1, a Governor has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Governor as permitted by and as defined by articles 6.5-6.9.

## **30. MEETINGS OF THE TRUST COMMITTEES**

30.1 The Committee shall meet as often as is necessary to fulfil their responsibilities

or requested by the Trust Board.

- 30.2 Meetings of the Committee shall be convened by the Clerk to the Committee, who shall send the Trustees written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair may waive the need for seven days' notice of the meeting and substitute such notice as they thinks fit.
- 30.3 Any Trustees shall be able to participate in meetings of the Trust committee by telephone or video conference provided that they have given reasonable notice to the Clerk of the Committee and that the Governors have access to the appropriate equipment.
- 30.4 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual (with the exception of the Company Secretary) not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the Committee.
- 30.5 The Trustees (all or any of them) shall also be entitled to serve on the Committee and attend any meetings of the Committee. Any Trustee attending a meeting of the Committee shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Committee.

## **31. COMMITTEE QUORUM**

- 31.1 The quorum for a meeting of a Trust Committee, and any vote on any matter at such a meeting, shall be at least 3 of the Committee members.
- 31.2 The quorum for the purposes of:
- a) any vote on the removal of a Trustee; and
  - b) any vote on the removal of the Chair of the Trust
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Trustees entitled to vote on those respective matters.

## **32. TERMINATION OF MEETINGS**

- 32.1 A meeting of the Committee members shall be terminated forthwith if:
- a) the Trustees so resolve; or
  - b) the number of Trustees present ceases to constitute a quorum for a meeting of the Trust Board in accordance with paragraphs 31.1 and 31.2 above.
- 32.2 Where in accordance with paragraph 32.1 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meetings have been disposed of, a further meeting shall be convened by the

Clerk as soon as it reasonable practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

- 32.3 Where the Trustees resolve in accordance with paragraph 32.1 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Governors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.

### **33. VOTING**

- 33.1 Every matter to be decided at a meeting of the Committee shall be determined by a majority of the votes of the Trustees present and entitled to vote on the matter. Every Trustee shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote.
- 33.2 Any Trustee who is also an employee of the Trust shall withdraw from that part of any meeting of the Committee at which their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.

### **34. MINUTES OF MEETING**

- 34.1 At every meeting of the Committee the minutes of the last meeting shall be taken as the first or at least the second agenda item after any apologies and, if agreed by Trustees to be accurate, shall be signed as a true record.
- 34.2 The Clerk to the Committee shall ensure that a copy of the agenda for every meeting of the Trustees, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as it is reasonable practicable, made available to the Company Secretary of the Trust.
- 34.3 The Clerk to the Committee shall ensure that a central record, available for inspection, of all meeting agendas, minutes and supporting papers is maintained and kept up to date at the Trust.