Salterns Academy Trust

STANDING ORDERS

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This document is reviewed each academic year.

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Standing Orders and the Scheme of Delegated Authority should always be reviewed together.

These Standing Orders establish the basic rules about how the Salterns Academy Trust will conduct its proceedings. They supplement the requirements outlined in the Academies Trust Handbook (ATH). If a procedural point arises during a meeting which is not covered by these Standing Orders, the Chair will be the final authority on the interpretation of the rules.

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1. MEMBERS – ROLES AND RESPONSIBILITIES

Every Trust has Members who have a similar role to shareholders of a company limited by shares. They:

- Are the subscribers to the memorandum of association (where they are founding Members)
- May amend the Articles of Association subject to any restrictions created by the funding agreement or charity law.
- May, by special resolution, appoint new Members or remove existing Members other than, where there is one, the foundation/sponsor body and any Members it has appointed.
- Have powers to appoint Trustees as set out in the Trust's Articles of Association and powers under the Companies Act 2006 to remove Trustees.
- May, by special resolution, issue direction to the Trustees to take a specific action
- Appoint the Trust's external auditors and receive (but do not sign) the audited. annual report and accounts (subject to the Companies Act)
- Have power to change the company's name and, ultimately, wind it up.

The Trust **must** have at least three Members. The ATH expresses a strong preference for five Members. The Trust currently has four Members.

Members **must not** be employees of the Trust, nor occupy staff establishment roles on an unpaid voluntary basis. There should be significant separation between the individuals who are Members and those who are Trustees.

As responsibility to conduct the Trust's business sits with the Trustees, Members should be 'eyes on and hands off' and avoid compromising the Board's discretion.

If the governance of the Trust by the Board of Trustees becomes dysfunctional the Members will have a strong interest in ensuring the Board has plans to address the issues or otherwise to remove the Board or individual Trustees and re-appoint Trustees with the skills necessary for effective governance.

Members must be to be kept informed about Trust business so they can be assured that the Board is exercising effective governance. This includes providing the Members with the Trust's audited annual report and accounts.

The Trust website www.salternstrust.co.uk contains information about the Trust, details of the Trust Members, Trustees and Committee membership.

2. TRUSTEES – ROLES AND RESPONSIBILITIES

The Trustees should focus on three core functions:

- Ensuring clarity of vision, ethos, and strategic direction
- Holding executive leaders to account for the educational performance of the organisation and its students and the performance management of staff
- Overseeing and ensuring effective financial performance.

They must comply with the Trust's charitable objects, with company and charity law, and with their contractual obligations under the funding agreement with the DFE. Their duties are to:

- Act within their powers
- Promote the success of the company
- Exercise independent judgement
- Exercise reasonable care, skill, and diligence
- Avoid conflicts of interest
- Not accept benefits from third parties
- Declare interest in proposed transactions or arrangements.

As an employer, the Trust has a range of wider obligations including such matters as employment law and health and safety.

The Trustees must ensure regularity and propriety in use of the Trust's funds, and achieve economy, efficiency, and effectiveness – the three elements of value for money. The Trustees must also take ownership of the Trust's financial sustainability. and its ability to operate as a going concern.

The Articles of Association (AoA) make provision for six Trustees appointed by ordinary resolution. This would include the CEO, if appointed. The AoA allow for unlimited co-opted Trustees.

The AoA allow for a minimum of 2 Parent Trustees on the Trust Board, if there are not at least two parent governors on each LGB. However, the structure of the LGBs encompasses two parent governors for each school. Therefore, there will not be any parent governors on the Trust Board.

The Trustees must appoint a Chair and Vice Chair each year.[1] This is done at the AGM.

The quorum for Trust Board meetings must be a minimum of 3 Trustees and must be one third of the number of Trustees. Therefore, for 7 Trustees the quorum will be three Trustees. If the Trust Board grows, the quorum would be recalculated.

The Trust has a Scheme of Delegated Authority which explains responsibility, accountability, and contributions for a wide range of Trust matters. Delegation includes to the CEO, the Trust Executive, the Headteacher and the Local Governing Body of the school (LGB).

[1] Employees of the Trust should not be the Chair or Vice Chair.

The Trust has the following committees:

- Local Governing Body (ALNS)
- Local Governing Body (Trafalgar)
- Academy Committee (Mayfield)
- Finance, Audit and Risk Committee
- Pay and Conditions Committee

In addition, the Trust has established the Governance Leadership Board, with the terms of reference set out at appendix D and a Strategic leadership Group with the terms of reference set out at appendix G

Where a new school joins the Trust the Trust Board will decide on the arrangements for local governance, dependent upon the circumstances in which the school joins the Trust.

It is expected that if a school joins the Trust following an Ofsted inspection with that contains more than one rating of Needs Attention, or any area of Urgent Improvement, upon conversion the Trust will establish an Academy Committee for that school with a bespoke set of delegated powers which will approved by the Trust Board and set out in the terms of reference for the Academy Committee. The Academy Committee will operate until the Trust passes a resolution to establish a Local Governing Body for the School.

The Trust has a Scheme of Delegated Authority which explains responsibility, accountability, and contributions to a wide range of Trust matters.

The constitution of the committees is as follows:

Finance, Audit and Risk Committee

- Four committee members (one of which may be an independent, non-trustee member)
- The quorum would be three committee members.
- The committee is supported by the CEO, CFO and COO. They provide information but they are not committee Members.
- Please note that the Chair of the Trust Board cannot chair the Audit and Risk committee, and employees cannot be committee members of the Finance, Audit and Risk committee.

Pay and Conditions

- Five committee members

The quorum would be three committee members

Local Governing Bodies & Academy Committees

The composition of the Local Governing Bodies / Academy Committees is

	TS	ALNS	Mayfield
Headteacher	1	1	1
Employee Elected	1	1	2
Trust Board Appointed	3	3	8
Parent Elected (must be at least 2)	2	3	2
Co-opted by LGB/AC	3	3	0
Total	**10**	**11**	**13**

The quorum for each LGB/AC meeting shall be 3, or one third of the total membership of the LGB, whichever is greater.

LGB/AC information is found on the relevant school's website

3. MEETING ETIQUETTE

References to the Chair in the Meeting Etiquette section equally apply to the Chair of the Trust Board and the Chair of the LGB/ Academy Committee

Frequency of meetings
The Board and its Committees must meet regularly enough to discharge their responsibilities and ensure robust governance and effective financial management.

The Trust Board **must** meet at least three times a year, although it is strongly recommended that the Board meets at least six times a year.

Adjournment of meetings
The Chair may, with the consent of the meeting, adjourn a meeting for up to 7 days.

Alternative arrangements for meetings
Under our Articles of Association, any Trustee or committee member can participate in a meeting by telephone or video conference if:

- They have given notice of their intention to do so and provided the telephone number on which they can be reached and/or the video conferencing platform they will be using, and
- They have access to the appropriate equipment.

The Trustee or committee member is responsible for reviewing and confirming that the privacy terms and conditions and security features of the chosen platform are enabled.

To ensure confidentiality and the smooth running of the meeting, those attending virtually will:

- Attend the whole meeting.
- Attend with the webcam/video switched on where possible.

- Focus on the business of the meeting in the same way as if they were attending in person.
- Remain on mute unless they are speaking.
- Prevent unauthorised individuals overhearing conversations (for example, by using headphones)
- Be mindful of their surroundings – they will consider the privacy of the room, including, but not limited to, who or what is visible or audible in the background.

If it does not prove possible for a Trustee/committee member to participate by telephone or video conference for technical reasons, the meeting may still proceed with its business provided it is otherwise quorate. The Clerk will record in the minutes that the member in question attempted to participate but was unable to do so.

Agenda
The Clerk will issue an agenda for each meeting, providing seven calendar days' notice of the meeting. Except in cases of urgency, the agenda will also include any accompanying papers. This stipulation enables Trust Board members to have sufficient time to prepare for the meeting.

Chair
The Chair will lead the meeting. The Chair will chair virtual meetings, and meetings in which some participants are attending virtually, in the same way as face-to-face meetings. This applies to the Chair of the Trust Board and the Chair of the LGB/ Academy Committee

If the Chair is absent or unable to lead the meeting (for example for conflict of interest on a matter), the Vice-Chair will serve as Chair for the meeting or the agenda item, as appropriate. If the Vice-Chair is not available, the members present will select a Chair for the meeting.

For Finance, Audit and Risk or Pay and Conditions committee meetings, a Chair is elected for the year, but if they are unavailable, the committee members present will select a Chair for the meeting.

Attendance at meetings
Members are expected to attend all meetings of the Trust Board and committees as appropriate.

It is understood that there may be rare occurrences where a member cannot attend, and they must send their apologies in advance, which will be minuted.

Where there is a pattern of regular non-attendance, this will be discussed between the Chair and the member. If non-attendance continues, the member may be removed by resolution of the Trust Board.

Quorum
If the quorum is not achieved the Chair may decide to adjourn the meeting and all business which requires a decision will be held over. Discussion items can still be considered and minuted.

All members attending virtually count towards the quorum.

If a member loses connection to the meeting, they will no longer count towards the quorum. The meeting can continue undisrupted if it is otherwise quorate.

If during the meeting the quorum ceases to exist all remaining business which requires a decision will be held over. Discussion items can still be considered and minuted.

Conduct of Meetings
The order of business at a meeting must follow that set out in the agenda unless it is varied by the Chair with the consent of the meeting.

A member may only initiate a debate or request a decision on a matter which is not on the agenda with the consent of the meeting.

Voting
Any decision at a meeting is to be decided by a majority of the members present voting by a show of hands. In the event of an equality of votes, the Chair is entitled to an additional casting vote.

Minutes
The Clerk must keep minutes of each meeting which shall include a record of the members present.

At each meeting, the minutes of the preceding meeting must be confirmed (or confirmed as amended) and signed by the Chair as a true record of that meeting. If the meeting is a virtual meeting, the signing of the minutes will be done by virtue of electronic means. The signed minutes of a meeting, unless the contrary is proved, are conclusive proof of the proceedings of that meeting.

Register of Business Interests
Trustees and committee members must make a declaration of their personal interests and must ensure that their interests as set out in that Register are accurate and up to date.

The agenda for every meeting must include as an item of business the declaration of interests.

Anyone who has a personal interest in any matter under consideration at that meeting, whether already declared in the Register of Business Interests or not, must promptly disclose that interest to the meeting.

If the interest is a prejudicial interest, the Trustee/committee member must withdraw from the meeting during the consideration of that matter. If attending virtually, they will withdraw from the meeting by leaving the call. The Clerk will notify them when they can re-join the meeting.

Approval of resolutions without meeting
A resolution which, with the Chair's consent, is circulated to, and approved in writing or electronic form by the relevant quorum is as valid as if it had been passed at such a meeting.

Emergency Action
In an emergency, where a decision must be made before the next meeting, the powers and duties of the Board/Committee may be exercised by the Chair (Emergency Action).

An emergency means circumstances in which:

- The Trust will be unable to discharge its statutory functions or be exposed to a significant level of risk if urgent action is not taken; or
- Urgent action must be taken to prevent loss, damage, or significant disadvantage to the Trust.

The Chair must consult with the CEO and/or COO in relation to emergency action.

The Chair must make reasonable efforts to inform members of the proposed Emergency Action or, where it is impracticable to do so, must inform them as soon as possible after Emergency Action has been taken, but failure to do either does not invalidate any Emergency Action.

The Emergency Action functions of the Chair may be exercised by any other Trustee/committee member that the Chair and CEO may collectively nominate in writing.

Code of Conduct
Offensive or improper language or derogatory personal references are not allowed. See Annex 2 – Trustees' Code of Conduct.

The Chair may call attention to any irrelevance, repetition, or other improper conduct on the part of a Trustee/committee member and, where the conduct persists, may direct them to cease speaking. If, in the Chair's opinion, this ruling is persistently disregarded or they behave in a manner which is obstructing the business of the meeting, the Chair may order them to withdraw from the whole or part of the remainder of the meeting.

A ruling by the Chair on any question of order, whether provided for by the Standing Orders, is final and not open to debate.

Training
Trustees may be required to undertake training in relation to their role.

Training dates (for face-to-face training) will be negotiated in advance and Trustees are expected to attend. Where virtual training is required (i.e., online courses), Trustees will be allowed at least two weeks to complete the course. A deadline for completion will be given.

Retention of records relating to the Trust
The Records Management Policy covers the retention schedule for records relating to the Trust.

Adoption and circulation
The Standing Orders are reviewed annually by the Trust Board and are circulated to Trustees and committee members.

APPENDIX A – TERMS OF REFERENCE: TRUST BOARD

Core values

The Board of the Salterns Academy Trust will always:

- Observe the highest standards of impartiality, integrity, and objectivity in relation to the governance of Salterns Trust
- Be accountable to its stakeholders and regulatory bodies for its activities.
- Engage in a partnership with the CEO and the senior leaders of the Trust.

Expectations of Trustees

All Trustees are required to:

- Follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles" – See Annex 1)
- Comply with:
    - the Articles of Association
    - these Terms of Reference
    - the Scheme of Delegated Authority
    - the requirements about conflicts of interest and registering business interests.
- Ensure they understand their duties, rights, and responsibilities, and that they are familiar with the function and role of the Salterns Academy Trust
- Not misuse information gained during their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses, or other organisations
- Participate actively in the induction process and any relevant training

Powers, Functions and Responsibilities of Trustees

The Trustees are responsible for the governance and supervision of the Trust and its Committees (including the Local Governing Bodies). The Trustees have several duties and responsibilities relating to the governance of the Trust and its finances. In summary, the Trustees are responsible for:

- Establishing the vision, mission, and values for the Salterns Academy Trust
- Ensuring the Trust is a going concern in accordance with the objects set out in the Articles of Association and safeguarding the assets of the Trust
- Designing strategy and structure for the operation of the Trust
- Delegating the running of the schools and the direction of the education, pastoral care, financial and other policies of the schools to the Headteachers, liaising with the CEO
- Ensuring sound management and administration of the Trust by the CEO, and ensuring that the CEO is equipped with the relevant skills and guidance
- Ensuring the financial controls and the financial management of the Trust are in accordance with the provisions of the ATH, which sets out in detail provisions for the financial management of the Trust
- Setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon
- Risk management, that is identifying, quantifying, and devising systems to minimise the major risks affecting the Trust
- Ensuring the Trust and its schools operate in compliance with the general law

Accountability of Trustees

The Trustees are chiefly accountable to:

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

Quorum

The quorum for Trust Board meetings must be a minimum of 3 Trustees and must be one third of the number of Trustees. Therefore, for 7 Trustees the quorum will be three Trustees. If the Trust Board grows, the quorum would be recalculated.

Conducting Trustees' business

The Trustees are required to:

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

The Trustees should also hold the CEO to account. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information, and always improve proposals where appropriate and act in the best interests of the Trust. The Trustees shall have regard to the ATH, which shall be circulated to all Trustees.

Chair of Trustees

The Trust Board shall appoint an individual from among their number to act as Chair. A change of Chair will require a notification to be made to the DfE. The main role of the Chair is to chair meetings of the Trust Board. He or she also provides leadership to the Trustees and acts as the main point of contact between the Trustees and the CEO. Apart from any special responsibilities or powers given to the Chair in the Articles of Association (e.g., the right to chair meetings of the Trust Board and to have a second or casting vote in any case of an equality of votes at a meeting of the Trust Board), the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the CEO's appraisal) then this must be expressly delegated to him by the Board.

Meetings of Trustees

There will be a minimum of three meetings of the Trustees each academic year. Meetings of the Trustees shall be convened and conducted as provided by the Articles. In determining the agenda for Board meetings and Committee meetings, the Trustees will have regard to the requirement on them to:

- Ensure good financial management and effective internal controls
- Comply with the Funding Agreement and the current version of the ATH
- Receive and consider information on financial performance at least six times a year
- Take appropriate action to ensure ongoing viability against agreed budgets

Delegation of Powers of Trustees

Trusteeship is a personal office of trust and responsibility, and this cannot be transferred to another individual. However, to ensure the proper management of the Schools, the Trustees can delegate specific tasks to assist them in carrying out their duties and obligations.

It is for the Trust Board to determine what decisions it will take for itself, what will be delegated to Committees, working groups or individual Trustees (e.g., the Chair) and what will be delegated to the CEO. The Trustees must also consider when and from whom they should take professional advice. In determining whether delegation is appropriate, the Trustees will have regard to the following principles:

- Non-executive powers must be exercised by the Trustees personally and may not be delegated
- Except when it is impracticable to do so, executive powers should be delegated to the CEO, who may authorise further delegation
- Every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility

The Trustees must not delegate any of their powers listed Appendix G: Reserved Matters.

As per the Scheme of Delegated Authority and committee terms of reference appended to this document, delegation can be made to:

- The CEO
- The Executive Team
- Finance, Audit and Risk Committee
- Pay and Conditions Committee
- Local Governing Body/ Academy Committee of a school

Stakeholder voices

Trustees must have regard to the voices of their various stakeholders and should put in place arrangements to receive feedback and to respond appropriately. This shall include students, parents, and staff.

Risk Management

The charities statements of recommended practice ("the SORP") set out requirements for reporting on the risks to a charity. The Trustees' report therefore must include a description of the principal risks and uncertainties facing the Trust and any subsidiary undertakings, as identified by the Trustees. The report must also include a summary of the Trustees' plans and strategies for managing these risks. The Trustees must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management. The Trustees are therefore responsible for:

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

The Finance, Audit and Risk Committee, supported by the COO, will prepare a risk register for approval by the Trustees, along with undertaking regular review. The risk register shall have named postholders assigned to manage specific risks.

Conflicts of Interest

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

- Declare the nature and extent of any interest in any matter relating to the Academy Trust.
- Avoid any conflict of interest between that interest and the interests of the Academy Trust.

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

Recruitment of Trustees

It is essential that the Trust Board has a proper mix of skills and experience. The Trustees must therefore be able to identify potential new Trustees to plan for succession, which combines continuity of experience and expertise with new ideas and energy. The Trust Board as a whole is responsible for ensuring that:

- The skills of any new Trustee fit in with the Trust's requirements in the short, medium, and longer term
- Each new Trustee is not disqualified from acting as a Trustee by any provision of the Articles of Association (including the requirement that he is not disqualified as a company director or charity Trustee)
- There is a system in place which ensures that all relevant checks are completed before or as soon as practicable after a Trustee takes up position
- The new Trustee understands the responsibility he / she is taking on and consents to act as a Trustee

Each new Trustee will be properly inducted to ensure that he / she understands the nature and extent of their role and responsibilities. It is the duty of a new Trustee to ensure that he / she is familiar with the Objects of the Trust; its history and ethos and the nature and extent of its activities; and the content of the Articles of Association. The Trustees shall provide each new Trustee with:

- The Articles of Association
- Standing Orders
- The Scheme of Delegated Authority

New Trustees shall be required to sign a declaration of interest form. The Clerk shall ensure that any appointment of a new Trustee is updated on Get Information About Schools within 14 days of the appointment.

Training and Development of Trustees

The Trustees shall ensure that the Trust Board has the skills and experience needed to perform its functions effectively. Trustees shall also be kept up to date with developments in the legal and regulatory framework in which the Trust operates. The Trustees must have in place a system for evaluating Trustees, with a view to identifying potential gaps in their skills and any requirements for training. Such evaluation shall be carried out annually.

Trustees Terms of Office
In accordance with Articles of Association Trustees are appointed for a four-year term, and subject to still meeting eligibility requirements at the end of the term can be considered for reappointment.

It is the position of the Trust Board that a Trustee would normally serve a maximum of 8 years as a Trustee, and that a Trustee may serve in the role of Chair for a maximum of 6 years.

The Board acknowledges that there may be exceptional circumstances where, in the best interests of the Trust or its Schools, it wishes to appoint a trustee, or a chair in excess of these limits and reserves the right to make such an appointment in line with the Articles of Association, the Academy Trust Handbook and other relevant legislation or guidance. Any such decision, and the rationale for it will be recorded in the Minutes of the Trust Board. Any extension will be for a defined period of time, at which point the Board may choose to further extend such an appointment, subject to the requirements of the articles of association and these standing orders being met

The application of a limit to terms of office will not apply to ex-officio appointments (e.g. where the Members have chosen to appoint the Chief Executive as a member of the Board).

Annex 1: The Seven Principles of Public Life (set out by the Committee on Standards in Public Life ("the Nolan Principles")

1. Selflessness

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

2. Integrity

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

3. Objectivity

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

4. Accountability

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

5. Openness

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

6. Honesty

Holders of public office should be truthful.

7. Leadership

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

Annex 2: Trustees' Code of Practice

This Code of Practice is designed to set out the conduct required of Trustees to ensure the highest standards or integrity and stewardship.

General responsibilities

"*Trustees must act reasonably and prudently in all matters relating to the Charity and must always bear in mind the interests of the Charity. They should not let their personal views or prejudices affect their conduct as Trustees.*" (*The essential Trustee: what you need to know (CC3)*, Charity Commission, February 2008).

"*The primary duty of a Trustee is to carry out the function of his or her office with the utmost good faith. He or she must be impartial and mindful of the interests of the beneficiaries of the Charity and of the objects for which the Charity is established*". (*Governance and management of charities*, Andrew Hind, NCVO Publications, 1995) Trustees should listen to the view of other Trustees, staff, volunteers, or external advisers respectfully, taking cognisance of differences of opinion. Trustees should not cause offence to others or undermine the standing of their colleagues as a member of the Trust Board.

Trust Board papers

While the Trust Board aims to conduct its business openly, it is inevitable that some matters must be confidential either for a time or always. All matters discussed at Trust Board meetings (save for items which are clearly neither confidential nor of a sensitive nature either legally, commercially, financially, or personally) should be treated as strictly confidential and should not be discussed with anyone other than those present at the meeting when the matter in question was discussed unless authorised by the Trust Board to do so. If in any doubt, Trustees should contact the Chair.

Trust Board meetings

Open discussion and debate are actively encouraged, in which a wide spectrum of objective opinion is welcomed. As Trustees must act with probity, the Trust Board should take and consider professional advice from internal and / or from external advisers in all decision-making. Where consensus is not achieved, decisions will be taken during Trust Board meetings by calling for a vote by those present. Trustees who abstain on, or vote against, any motion may request an appropriate note be made in the minutes. The Trust Board must be accountable but can delegate authority on various matters on which it is entitled to, receiving full reports as necessary.

Outside of Board meetings

Trustees should exercise restraint outside a meeting in relation to comments made within the Trust Board meeting by individual members. Trustees must accept that it is inappropriate for any private or public references to "who said what", except in dialogue with other Trustees. Trustees should accept the need for care and restraint, honouring the spirit as well as the letter of the code of practice, when talking about Board matters in any other forum.

Disagreements

Where a Trustee has a disagreement on any matter, he or she should raise the matter informally with the Chair or through the normal procedures at a Trust Board meeting. If not resolved, a Trustee may request the matter be taken further by the Chair. If a satisfactory conclusion is not reached, the Trust Board may recommend the appointment of an independent mediator.

The Executive Team and the wider staff

Staff and Trustees are expected to deal with each other with respect and courtesy. Trustees must ensure there is a clear understanding of the scope of authority delegated to the CEO, via the Scheme of Delegated Authority.

Having given the CEO delegated authority, Trustees should be careful, individually, and collectively, not to undermine that authority either by word or action.

Trustees delegate the management to the CEO, which includes the management of staff. If a Trustee has concerns relating to the performance of a member of staff, he or she should contact the Chair, who will take up the matter with the CEO.

APPENDIX B: TERMS OF REFERENCE: FINANCE, AUDIT & RISK COMMITTEE

The Trust Board has resolved to establish a Finance, Audit and Risk Committee to advise on matters relating to the Trust's financial management, audit arrangements, systems of internal control and risk management.

The Committee is responsible to the Trust Board.

The Committee's Terms of Reference are adopted by the Trust Board and may only be changed with the approval of the Trust Board.

Constitution

- Five Trustees as committee members
- The Board may appoint an independent member to the committee. In the event of an independent member being appointed this individual will not count towards quorum or have any decision making/voting powers.
- The board will appoint the Chair and Vice Chair of the Committee
- The quorum is three committee members.
- The committee is supported by the CEO, COO and CFO. They provide information but they are not committee Members.
- The Chair of the Trust Board cannot chair the Finance, Audit and Risk committee, and employees cannot be committee members of the Finance, Audit and Risk committee.

The Board will determine how often the Committee will meet. This will be a minimum of 3 times a year. The Chair of the Committee or any two members of the Committee can call an extra meeting at any time.

Other Trustees will not have the right to attend the Committee.

The Clerk will prepare the agenda and minutes under the direction of the Chair of the Committee.

The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Trust Board. It is authorised to request any information it requires from any employee of the Trust, and all employees are directed to co-operate with any request made by the Committee. It is also authorised to obtain relevant information from contractors, sub-contractors and other third parties. The Committee may obtain any outside legal or independent professional advice it considers necessary, subject to any costs associated with obtaining this advice being approved in advance by the Board.

The Committee's role is to:

- Oversee and provide assurance with regards to the financial systems and processes of the Trust making recommendations to the Trust Board as necessary /
- Direct the Trust's programme of internal scrutiny
- Ensure that risks are being addressed appropriately through internal scrutiny
- Advise the Board on the adequacy and effectiveness of the Trust's systems of internal control and its risk management and governance processes
- Satisfy itself that suitable arrangements are in place to promote economy, efficiency, and effectiveness (value for money).
- Oversee school specific Finance and Risk functions in relation to Mayfield School until such time as a full Local Governing Body is approved for the school.

Duties

- To present the annual balanced budget to the Trust Board for approval, having taken into account feedback from the local tier of governance.

- To monitor spending of pupil premium, PE and sport premium (and other relevant premiums); ensure that funding is spent effectively and is having the intended impact on pupil outcome.
- To review and recommend any adjustments to the trust's approved budget (subject to the scheme of delegation).
- Review and recommend for approval a realistic three-year financial plan, taking into account the trust's vision, known risks and opportunities.
- receive the trust's management accounts in order to monitor the trust's cash position and income and expenditure against the approved budget.
- Review pupil number estimates (that underpin revenue projections) termly.
- To ensure the Trust has formal and transparent arrangements for conducting corporate reporting and applying internal control principles and to satisfy itself that the system of internal control has operated effectively throughout the year.
- To review and recommend to the Trust Board the annual governance statement and any accompanying statements in the annual report concerning internal control and risk management.
- To ensure that there has been a robust process in preparing the financial statements and annual report, reviewing the findings of the audit with the external auditors.
- To maintain an appropriate relationship with the external auditors and review their effectiveness.
- To consider the Trust's strategic risk register at each meeting and ensure the appropriate identification of risk within the Trust, then monitor the response of the Trust Board in prioritising the level of risk and in adopting appropriate strategies for the management of identified risk.
- To review the adequacy of governance arrangements within the Trust.
- To review the adequacy and security of the Trust's arrangements for its employees. or contractors to raise concerns, in confidence, about possible wrongdoing or failings in financial reporting or other matters.
- To receive regular reports from the Data Protection Officer.
- To review and assess the Trust's Business Continuity Plan.
- To review and approve those policies delegated to the Committee as set out in the Trust Scheme of delegation

The Committee must:

- Agree a programme of work annually to deliver internal scrutiny that provides coverage across the year.
- Review the robustness of the Trust's risk register processes and procedures for the identification, assessment, evaluation, management, and reporting of risks. This will inform the programme of work, ensuring checks are modified as appropriate each year.
- Agree who will perform internal scrutiny.
- Advise in relation to the appointment of the external auditor, the terms of such appointments, the scope of work to be. undertaken by them and the associated fee; to monitor their performance in accordance with agreed criteria.
- Consider reports at each meeting from those carrying out the programme of work.
- Monitor, within an agreed timescale, the implementation of audit-based recommendations from whatever source.
- Consider outputs from other assurance activities by third parties including DFE financial management and governance reviews, funding audits and investigations.
- Have access to the external auditor as well as those carrying out internal scrutiny and consider their quality.
- Ensure that the conditions of the Trust's Funding Agreements, including compliance

with the ATH are met.
- Ensure that the trust follows procurement rules and achieves best value for money when acquiring goods and services.
- Review the trusts finance policy annually and recommend any changes to this to the Board for approval.
- Report back to each meeting of the Trust Board on the business conducted at its meetings and alerting the Board to potential problems and significant variations to the approved budget at the earliest opportunity.

APPENDIX C: TERMS OF REFERENCE: PAY & CONDITIONS COMMITTEE

The Trust Board has resolved to establish a Pay and Conditions Committee to advise the Board on matters relating to the Trust's staffing organisation and matters relating to employment and in particular pay arrangements.

The Committee is responsible to the Trust Board.

The Committee's Terms of Reference are adopted by the Trust Board and may only be changed with the approval of the Trust Board.

Constitution

- Four committee members (all Trustees)
- The quorum would be three committee members.

The Board will determine how often the Committee will meet. This will be a minimum of 3 times a year. The Committee will usually be convened 5 times annually:

The Chair or any two members of the Committee can call an extra meeting at any time.

Employees of the Trust will withdraw when their pay or conditions are discussed.

Other Trustees will not have the right to attend the Committee.

The Clerk will prepare the agenda and confidential minutes under the direction of the Chair of the Committee. The minutes of the Committee's meetings are confidential to its members and Trust records only.

The Committee has delegated powers to annually approve the pay policy for teaching and leadership staff including pay awards, pay point values, annually approve the pay policy for other staff, including cost of living awards and pay progression and to approve formal restructure plans.

The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Trust Board. It is authorised to request any information it requires from any employee of the Trust, and all employees are directed to co-operate with any request made by the Committee.

It is also authorised to obtain relevant information from contractors, sub-contractors and other third parties. The Committee may obtain any outside legal or independent professional advice it considers necessary, subject to any costs associated with obtaining this advice being approved in advance by the Board.

The Committee's role is to

- To approve staffing structures for the schools and the central Trust
- To approve the Pay Policy for all staff employed by the Trust, reviewing the appropriate Pay Policies annually
- Approve the annual pay progression for staff
- Ensure a consistent approach to benchmarking of proposed pay awards has taken place and that they are affordable
- Oversee the delivery of the Trust's People Strategy
- Endorse changes to staff structures beyond overall budget
- Advise the Board on policy development related to employment matters
- Make recommendations to the Trust Board, where appropriate

Duties

The main purposes of the Committee are as follows:

- Monitor the delivery of the Trust's People Strategy
- To monitor the implementation of the Trust's employment policies and procedures
- To receive a comprehensive range of HR monitoring data to provide assurance that employees across the trust have a safe working environment and a satisfactory experience at work
- Receive reports from the LGBs regarding aspects of HR that are delegated to them
- Oversee the staffing requirements and receive HR data to monitor all schools in the Trust who have Academy Committees
- To ensure that staffing structures within the schools are affordable and sufficient to meet to needs of the students and staff
- To ensure that the central trust staffing structures are affordable and sufficient to meet to needs of the students and staff
- To receive reports from the CEO in relation to appointments made outside of range in the salary structure
- To review the application of the Pay Policy and monitor its impact from an equalities perspective and make recommendations to the CEO to facilitate any changes
- To review the School Teachers' Pay and Conditions Document group size calculation for each school in the Trust and make any amendments to the Headteacher pay range that are required.
- To review and approve those policies delegated to the Committee as set out in the Trust Scheme of delegation

The Committee must:

- Achieve the aims of the Trust-wide pay policy in a fair and equal manner
- Seek any appropriate information that it requires from any officer of the Trust and all officers shall be directed to co-operate with any request made
- Ensure that the Trust operates in accordance with all its statutory responsibilities arising from employment legislation and Health & Safety legislation.
- Keep abreast of relevant developments within the purview of the committee

Appendix D Governance Leadership Board

1. Membership

1.1 The Governance Leadership Board shall comprise the following (a maximum of two reps) from each Board/committee) :

- The Chair of the Trust
- The Vice Chair of the Trust
- The Chair(s) of each LGB
- The Vice Chair of each LGB
- The Chair of each Academy Committee
- The Vice Chair of each Academy Committee

In attendance

- The Trust Chief Executive Officer (CEO)
- The Trust Chief Operating Officer (COO)

1.2 The Chair of the Trust shall chair the Governance Leadership Board

2. Secretary

The Clerk shall act as the secretary of the Governance Leadership Board.

3. Quorum

The quorum necessary for the transaction of business shall be four, providing this includes a representative from each LGB, Academy Committee and the Trust.

4. Frequency of meetings

4.1 The Group shall meet termly. The Chair of the Governance Leadership Board may call an additional meeting at any point if required.

4.2 Members of the group may request the Chair call a meeting at any point. Such requests are to be made in writing, and stating the business required to be transacted and shall not be unreasonably refused.

5. Notice of meetings

5.1 A programme of termly meetings will be agreed at the first meeting of the group in each academic year.

5.2 The Clerk shall ensure that the Group receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

5.3 It is the expectation that meetings of the Group will be held in person at a Trust School .

6. Minutes of meetings

6.1 The Clerk shall ensure a record of the proceedings and outcomes of all group meetings is kept, including the names of those present and in attendance.

7. Duties

7.1 The leadership group shall carry out the duties detailed below for the Salterns Academy Trust.

7.2 The Governance Leadership Board **will**:

- Provide a forum for the members of the group to discuss issues relating to trust governance and promote effective communication between tiers of governance.
- Monitor and report to the Board, LGBs and AC's on the delivery of the governance leadership section of the Trust Improvement Plan.
- Oversee the self-evaluation of Governance across the Trust (informed by stakeholder feedback).
- Work with the Trust Exec Team to draft the annual Governance and Leadership section of the Trust Improvement Plan, informed by the outcomes of the annual self-evaluation process.
- Make recommendations to the Board for changes and updates to the governance leadership section of the Trust Improvement Plan.
- Consider how matters within its remit should be communicated to key stakeholders including staff, parents and students within all schools and how the views / feedback of stakeholders can influence the development of strategy and policy.

7.3 For clarity, the Governance Leadership Board **will not**:

- Have any operational decision-making powers or responsibilities, however individuals charged with such powers and/or responsibilities may seek the views of the group, or individual members of the group, prior to making decisions.

8. Reporting responsibilities

The Governance Leadership Board chair shall report to the Trust Board after each meeting on the nature and content of its discussion, recommendations and action to be taken. The minutes of its meetings will be presented to the first available Trust Board/LGB/AC meeting after each Governance Leadership Board meeting.

9. Other matters

The Governance Leadership Board shall:

- Have access to sufficient resources in order to carry out its duties,
- Be provided with appropriate and timely training as required.
- Give due consideration to all relevant laws and regulations.

10. Review

These terms of reference were approved by the Trust Board and are subject to their review and amendment periodically and when necessary.

APPENDIX E : TERMS OF REFERENCE: Local Governing Bodies (Admiral Lord Nelson School and Trafalgar School)

1. Membership

1.1 The Local Governing Body (LGB) **shall** comprise the following:

	TS	ALNS
Headteacher	1	1
Employee Elected	1	1
Trust Board Appointed	3	3
Parent Elected (must be at least 2)	2	3
Co-opted by LGB	3	3
Total	**10**	**11**

1.2 The LGB shall elect a chair form amongst the LGB membership. The Headteacher / Executive Headteacher and Employee elected members are not eligible to be chair of the LGB.

2. Secretary

The Trust Clerk shall act as the secretary of the LGB. The Clerk will work with the LGB chair and Headteacher/ Executive Headteacher to ensure effective organisation and administration of the work of the LGB and to assist the LGB to understand their roles and functions.

3. Quorum

The quorum for each LGB meeting shall be 3, or one third of the total membership of the LGB, whichever is greater.

4. Application of Trust Standing orders to the work of the LGB

In addition to these standing orders Trust standing order 3 (meeting etiquette) and annexe 1 (the seven principles of public life) apply to the work of the LGB:

5. Frequency of meetings

The schedule of meetings of the LGB shall be approved by the Trust Board annually.

The LGB will meet no less than 8 times per year.

The Chair of the LGB may call an additional meeting at any point if required.

Members of the LGB may request the Chair call a meeting at any point. Such requests are to be made in writing to the Chair, stating the business required to be transacted and shall not be unreasonably refused.

5. Notice of meetings

The Clerk shall ensure that the Group receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

It is the expectation that meetings of the LGB will be held in person at ALNS. The use of video conferencing technology (such as teams or zoom) will be at the discretion of the Chair.

6. Minutes of meetings

6.1 The Clerk shall ensure a record of the proceedings and outcomes of all LGB meetings is kept, including the names of those present and in attendance.

7. Duties

7.1 The LGB shall carry out the duties detailed below in line with the scheme of delegation approved by the Trust Board.

7.2 The LGB **will**:

- **Approve** School improvement plans based on Self Evaluation Framework
- **Monitor** safeguarding practice, **ensuring compliance** with school and trust wide policies and statutory requirements.
- **Ensure** pupils with special educational needs and disabilities (SEND) get the support they need and seek assurance that staff are adequately trained.
- **Approval of and Monitoring of** school performance targets – reviewing data, including exam results, attendance rates, and pupil progress.
- Work with school leaders to **identify areas** for improvement.
- **Develop** communication channels**, consult** stakeholders and work in partnership with the local community.
- **Ensure** stakeholder views are accounted for.
- Be **consulted** on the Trust Vision, ethos and strategy be consulted on changes of the age range or PAN of the School
- Appoint Co-opted members of the LGB
- Approve School specific policies including behaviour and relationship policy, safeguarding policy, and procedures.
- Maintain a register of interests of LGB members.
- Monitor school-based risk and provide feedback to the Trust Finance Audit & Risk committee.
- Be Consulted on applications to join the trust.
- Approve any post OFSETD Action Plan ensure a broad and balanced curriculum, that meets national requirements, is taught to all students.
- Monitor the provision of free school meals.
- Be consulted on the setting of school dates and the length/structure of the school day.
- Convene panels for the hearing of permanent exclusion and exclusion reviews.
- Approval of admissions policy where no changes proposed.
- Review school expenditure plans prior to the formal approval of the budget by the Trust Board
- Monitor school financial position against budget.
- Authorised to make budget virements for the school budget (in accordance with the trust finance policy)
- Authority to write off bad debts (in line with finance policy)

- Make recommendations to the trust bord on estates strategy, acquisition and/or disposal of freehold on land and buildings Granting, acquiring or disposal of a lease on land and buildings Structural changes to buildings, ICT infrastructure - strategic changes.
- Authorised to dispose of assets in line with finance policy.
- Be consulted on the priority areas for internal scrutiny and support the internal scrutiny programme of the trust through undertaking or commissioning reviews in line with the agreed priority areas.
- Be involved in the recruitment process of the Trust CEO, permanent trust executive staff, headteachers and other senior leaders.
- Have oversight of employment practices within the school
- Have oversight of delivery of staff wellbeing in the school
- Be consulted on formal restructuring plans within the school.
- Be involved in the panel convened to issue warnings or disciplinary matters (excluding dismissal
- Convene and hold appeals panels.
- Ensuring plans for health and safety, critical incident planning health and safety reporting, statutory training statutory testing and fire risk assessments are adequate.

8. Reporting responsibilities

The LGB **chair** shall report to the Trust board on any matters it considers significant and any recommendations and actions it considers necessary to be taken.

The LGB will report to FA&R committee on its deliberation of risk and changes to the risk register.

The LGB will provide to the FA&R committee a termly update its internal scrutiny/monitoring activities, providing copies of link governor reports and other externally commissioned reports for inclusion the trust annual internal scrutiny report.

9. Other matters

The LGB **shall**:

- Have access to sufficient resources to carry out its duties,
- Be provided with appropriate and timely training as required.
- Give due consideration to all relevant laws, regulations, and statutory and non-statutory guidance.
- Shall not establish sub-committees without the approval of the Trust CEO

10. Review

These terms of reference were approved by the Trust Board and are subject to their review and amendment periodically and when necessary. The LGB will annually review the terms of reference and make recommendation to the Trust Board for any changes it considers necessary.

APPENDIX F – TERMS OF REFERENCE - Academy Committee (Mayfield School)

The Purpose of the Academy Committee is to ensure the provision of a broad, balanced curriculum that adequately meets the needs of all the students in the school. As part of its work the Academy Committee will have oversight of the leadership and management of the curriculum and staffing in line with delegated authority set out in these terms of reference and the wider Trust Scheme of Delegation. The Academy Committee will also ensure compliance with statutory requirements including Health and Safety.

Matters relating to estates management, finance and staffing resources will be retained by the Trust Board, and in accordance with the Scheme of Delegation and Trust Standing Orders be delegated to the CEO and the Trust Executive Team.

1. Membership

1.1 The Academy Committee shall comprise the following:

Headteacher	1
Employee elected	2
Trust appointed	8
Parent representative (must be at least 2)	2
Total	**13**

1.2 The Academy Committee chair shall be appointed by the Trust Board. The Headteacher and Employee elected members are not eligible to be Chair of the Academy Committee.

2. Secretary

A member of the Trust Clerk team shall act as the secretary of the Academy Committee. The Clerk will work with the ACADEMY COMMITTEE chair and Headteacher to ensure effective organisation and administration of the work of the ACADEMY COMMITTEE and to assist the ACADEMY COMMITTEE to understand their roles and functions.

3. Quorum

The quorum for the ACADEMY COMMITTEE meeting shall be 4 of which at least 2 should not be employees. The Academy Committee will not be considered quorate unless the Headteacher is present.

4. Application of Trust Standing orders to the work of the ACADEMY COMMITTEE

In addition to these terms of reference Trust standing order 3 (meeting etiquette) and annexe 1 (the seven principles of public life apply to the work of the ACADEMY COMMITTEE.

5. Frequency of meetings

The schedule of meetings of the ACADEMY COMMITTEE shall be approved by the Trust Board annually.

The Academy Committee will meet no less than 8 times per year.

The Chair of the ACADEMY COMMITTEE may call an additional meeting at any point if required.

Members of the ACADEMY COMMITTEE may request the Chair call a meeting at any point. Such requests are to be made in writing, and stating the business required to be transacted and shall not be unreasonably refused.

5. Notice of meetings

The Clerk shall ensure that the Academy Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

It is the expectation that meetings of the ACADEMY COMMITTEE will be held in person at Mayfield School. The use of video conferencing technology (such as teams or zoom) will be at the discretion of the Chair.

6. Minutes of meetings

6.1 The Clerk shall ensure a record of the proceedings and outcomes of all ACADEMY COMMITTEE meetings is kept, including the names of those present and in attendance.

7. Duties

7.1 The ACADEMY COMMITTEE shall carry out the duties detailed below in line with the scheme of delegation approved by the Trust Board.

7.2 The ACADEMY COMMITTEE **will**:

- Develop School improvement plans based on Self Evaluation Framework for recommendation the Trust Board for approval.
- Monitor safeguarding practice, ensuring compliance with school and trust wide policies and statutory requirements.
- Ensure pupils with special educational needs and disabilities (SEND) get the support they need and seek assurance that staff are adequately trained.
- Monitor school performance targets – reviewing data, including exam results, attendance rates, and pupil progress.
- Work with school leaders to identify areas for improvement.
- Develop communication channels, consult stakeholders and work in partnership with the local community.
- Ensure stakeholder views are accounted for.
- Be consulted on the Trust Vision, ethos, and strategy.
- Be consulted on changes of the age range or PAN of the School
- Approve school specific policies including Governor expenses policy, behaviour and relationships policy, safeguarding policy and procedures
- maintain a register of interests of ACADEMY COMMITTEE members.
- Monitor school-based risk and provide feedback to the Trust Finance, Audit and Risk (FA&R) committee.
- Monitor the post OFSTED Action Plan
- Ensure a broad and balanced curriculum, that meets national requirements, is taught to all students.
- Monitor the provision of free school meals.
- Be consulted on the setting of school dates and the length/structure of the school day
- Convene panels for the hearing of permanent exclusion and exclusion reviews.
- Approval of admissions policy where no changes proposed.
- Be consulted on the school budget plan prior to formal approval by the Board including top slice
- Support the internal scrutiny programme of the trust through undertaking or commissioning reviews in line with the agreed priority areas
- Have oversight of employment practices within the school

- Have oversight of delivery of staff wellbeing in the school
- Be consulted on formal restructuring plans within the school.
- Be involved in the panel convened to issue warnings or disciplinary matters (excluding dismissal)
- Convene and hold appeals panels
- Ensure plans for health and safety, critical incident planning, health and safety reporting, statutory training, statutory testing and fire risk assessments are adequate

8. Reporting responsibilities

The ACADEMY COMMITTEE chair shall report to the Trust Board on any matters it considers significant and any recommendations and action it considers necessary to be taken to be taken.

The ACADEMY COMMITTEE will report to Trust Finance, Audit & Risk (FA&R) committee on its deliberation of risk and changes to the risk register.

The ACADEMY COMMITTEE will report to the Trust FA&R committee on its internal scrutiny activities, providing copies of link governor reports and other externally commissioned reports for inclusion in the trust annual internal scrutiny report.

9. Other matters

The ACADEMY COMMITTEE **shall**:

- Have access to sufficient resources to carry out its duties,
- Be provided with appropriate and timely training as required.
- Give due consideration to all relevant laws, regulations and Statutory non-statutory Guidance
- Shall not establish sub-committees without the approval of the Trust CEO

10. Review

These terms of reference were approved by the Trust Board and are subject to their review and amendment periodically and when necessary. The ACADEMY COMMITTEE will annually review the terms of reference and make recommendation to the Trust Board for any changes it considers necessary.

Date of approval …… Date of next review……

APPENDIX G : Trust Strategic Leadership Group

TERMS OF REFERENCE

1. Membership

The Trust Strategic Leadership Group shall comprise the following:

- CEO of the Trust (Nys Hardingham)
- Trust Chief Operating Officer (Rob Parr)
- Headteacher of Admiral Lord Nelson School (Chris Doherty)
- Trust Chief Finance Officer (Vicky Bruce)
- Headteacher of Mayfield School (Ashley Howard)
- Trust People Director (Zia Hawtin)
- Acting Headteacher of Trafalgar School (Gemma Pearse)

The CEO of the Trust shall chair the Trust Strategic Leadership group meetings.

2. Secretary

A designated secretary shall be appointed for this group, if required.

3. Quorum

The quorum necessary for the transaction of business shall be five providing this includes the CEO.

4. Frequency of meetings

The Group shall meet at least half-termly. The Chair of the Group may call an additional meeting at any point if required.

Members of the group may request the Chair call a meeting at any point. Such requests are to be made in writing, and stating the business required to be transacted and shall not be unreasonably refused.

5. Notice of meetings

A programme of meetings will be agreed at the first meeting of the team in each academic year.

The secretary/chair shall ensure that the group receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

6. Minutes of meetings

A record of the outcomes of group meetings and any action points will be kept, including the names of those present and in attendance.

7. Duties

The Trust Strategic Leadership group shall carry out the duties detailed below for the Salterns Academy Trust.

The group **will**:

- Be collectively responsible for supporting the delivery of the annual Trust Improvement Plan
- Be collectively responsible for modelling a collaborative leadership culture for the Trust
- Collectively support the individual members of the group in the delivery of their delegated responsibilities within the Trust
- Provide a forum for the discussion of the future development of policy and practice of the Trust, working within the direction of the CEO
- Work with the CEO in critically evaluating the Trust's policies and practices
- Ensure that the consideration of options for the continued development of policy and practice centres on delivering our stated vision 'to provide excellent, inclusive education for our students that prepares them for the world of tomorrow'
- Ensure that the consideration of options for future policies and practices provides appropriate balance between the needs of the present stakeholders and the future stakeholders of the Trust. Present and future stakeholders include but are not restricted to the following: students; Trust employees; Trust Governors and Trustees; Portsmouth families; other educational settings in Portsmouth; children and families services in Portsmouth; Portsmouth City Council; Portsmouth employers in the public and private sector; the education community beyond Portsmouth.
- Consider how matters within its remit should be communicated to our key stakeholders, particularly staff, parents, and students within our schools and how the views / feedback of stakeholders can influence the development of strategy and policy.
- Report and make recommendations on matters within its remit to the Trust Board for consideration

For clarity, the Strategic Leadership group **will not**:

- Have any strategic or operational decision-making powers or responsibilities, however individuals charged with such powers and/or responsibilities may seek the views of the group, or individual members of the group, prior to making decisions.

9. Reporting responsibilities

The Chair of this group shall report to the Trust board on the nature and content of discussion at the Strategic Leadership group as required, providing recommendations, and suggesting action to be taken.

10. Other matters

The Strategic Leadership group shall:

- Have access to sufficient resources to carry out its duties,
- Be provided with appropriate and timely training as required.
- Give due consideration to all relevant laws, regulations and statutory guidance.

11. Review

These terms of reference were approved by the Trust Board and are subject to their review and amendment periodically and when necessary

APPENDIX H DELEGATION TO THE CEO

The Trust Board has appointed a CEO whose role is to provide professional leadership, strategic management and direction for the Trust and its Schools.

The CEO reports to the Trust Board and shall comply with any reasonable direction by the Trust Board when acting on the Trust's behalf.

Broadly, the CEO is responsible for:

- The internal organisation, management, and control of the Trust
- Advising on and implementing the Trust's strategic framework
- The implementation of all policies approved by the Trust Board
- Any restrictions made by the Trust Board

The CEO will formulate aims, objectives, policies, and targets for the Trust Board to consider, and will report to the Trust Board on progress at each meeting.

The Scheme of Delegated Authority provides clarity as to the decision makers for different matters.

The Accounting Officer

The CEO shall have the role of Accounting Officer as set out in the ATH.

The role includes ensuring high standards of probity in the managements of public funds and in particular:

- **Value for money** – this is about achieving the best possible educational outcomes through the economic, efficient, and effective use of resources
- **Regularity** – dealing with all items of income and expenditure in accordance with legislation, the terms of funding agreement and the Handbook, and compliance with the trust's internal procedures
- **Propriety** – the requirement that expenditure and receipts should be dealt with in accordance with Parliament's intentions and the principles of parliamentary control – these covers standards of conduct, behaviour, and corporate governance

Included in the responsibilities of the Accounting Officer is a duty to take appropriate action if the Trust Board (or a Local Governing Body) or the Chair of the Trust Board is contemplating a course of action that the Accounting Officer considers would infringe the requirements of propriety or regularity (including the provisions of the Funding Agreement or other documents setting out the financial duties of the Trust Board or of any other rules governing the conduct of the Trust Board), or would not represent prudent or economic administration, or the efficient or effective discharge of the Trust Board's functions.

The Accounting Officer may delegate or appoint others, such as the Chief Financial Officer (CFO), to assist in carrying out these functions.

Matters reserved to the Trust Board

Matters which are expressly reserved to the Trust Board are set out in Appendix G. In determining the division of roles between the Trust Board and the CEO, the Trust Board will have regard to the following principles:

- Non-executive powers must be exercised by the Trustees personally and may not be delegated.
- Except when it is impracticable to do so, executive powers should be delegated to the CEO, who may authorise further delegation.
- Every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

Reporting to the Trust Board

The CEO is responsible for the matters delegated to them by the Trust Board, but the Trust Board retains responsibility for all strategic decisions in relation to the Trust, which the CEO will ensure are considered by the Trust Board.

To assist the Trust Board to safeguard and apply the Trust's assets in the most effective manner, the CEO will ensure that any significant or material matter that arises during the Trust's operations is reported to the Trust Board, including in particular:

- Special risk management issues, including insurance limits
- The avoidance of wrongful or fraudulent trading
- Any correspondence from a regulator of a negative nature
- Matters which fall within the Charity Commission's definition of 'serious incidents' which require a report to the DFE
- Any matters which require referral to the Trust Board under the scheme of delegation of financial powers
- The acquisition and disposal of assets or liabilities
- Investments and capital projects which are material in the context of the Trust's net assets or income
- Contracts which are not in the ordinary course of the Trust's operations

The CEO will:

- Provide reports to the Trust Board in writing
- Attend the Trust Board meeting to discuss the reports, other relevant issues, and answer questions

The CEO shall maintain regular contact with the Chair of the Trust Board between Trust Board meetings and share all relevant information with them concerning the welfare and good reputation of the Trust, the Schools, and the community.

The Relationship between the Trust Board and the CEO

The relationship between the Trust Board and the CEO is characterised as a partnership to realise a common vision and a common purpose.

It is the role of the Trust Board to act as a critical friend to the CEO. The relationship between the Trust Board and the CEO should be one of mutual trust, confidence, and candour if the Trust is to succeed.

The Trust Board will support and oversee the work of the CEO and hold them accountable for the authority that is delegated to them and how they exercise it. The Trust Board will not without good cause and consultation (where practicable) interfere in the exercise of the CEO's executive powers and in particular, the role of the CEO in overseeing its work.

The Trustees are entitled to trust the CEO. However, the Trust Board must ask the CEO questions that ought to be asked and to satisfy themselves that the Trust is being properly conducted. The CEO must give the Trust Board appropriate and sufficient information to ensure they are fulfilling his / her duties properly and expeditiously.

The Trust Board must fully consider any views and proposals relating to any matter within the non-executive powers of the Trust Board which may be submitted to them by the CEO.

When exercising his / her professional judgement, the CEO acts not only as the Chief Executive Officer of the Trust but as an advisor to the Trust Board. Accordingly, the Trust Board should follow the CEO's advice unless they have good reason not to do so.

Any issues surrounding the performance of the CEO should be raised directly with the Chair of the Trust Board, and likewise, any concerns the CEO have over the Trust Board or one of its number should be raised with the Chair (or the Vice-Chair in the case of the Chair).

Appraisal

The CEO's performance is appraised annually by an Appraisal Committee, advised by an external consultant which reports to the Pay and Conditions Committee.

APPENDIX I: RESERVED MATTERS

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

- To change the name of the Academy Trust
- To change the Objects (which would require Charity Commission and Secretary of State consent)
- To change the structure of the Trust Board
- To amend the Articles of Association
- To pass a resolution to wind up the Academy Trust
- To appoint the auditors

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

- To change the name of the schools
- To determine the educational character, mission, or ethos of the schools
- To adopt or alter the constitution and terms of reference of any committee of the Trust Board
- To terminate a supplemental funding agreement for a school
- To establish a trading company
- To sell, purchase, mortgage or charge any land in which the Trust has an interest
- To approve the annual estimates of income and expenditure (budgets) and major projects
- To appoint investment advisors
- To sign off the annual accounts
- To appoint or dismiss the CEO

APPENDIX J: ANNUAL GENERAL MEETING

The AGM takes place in January each year.

Members and Trustees are invited to the meeting.

The meeting is promoted to the Trust and school community via websites, and communication with parents via newsletters and social media.

Members of the Trust and Schools community and the public can attend the meeting but are not permitted to speak.

Questions from the public must be submitted to the Clerk in advance and must be received by the deadline on the day before the meeting. Questions received after the deadline may not be accepted.

The Clerk will collate the questions and liaise with the Chair to ensure that the questions are raised at the meeting for a formal response.

Standing items on the AGM agenda will be:

- The Annual Report and the audited accounts
- Confirmation of Trustee Appointments
- Election of the Chair
- Election of the Vice-Chair
- Appointment of the auditors
- Report from the Chair of the Trust Board
- Report from the CEO of the Trust