

# Selby Educational Trust

## Governance Handbook

### Key points and Summary

This document outlines:

The requirements of the Articles of Association regarding delegation

The principles of decision making within Selby Educational Trust

The scheme of delegation within Selby Educational Trust

The respective roles of the Trustees (Directors), Local Governing Body, and the Head of Academy

The meetings of the Local Governing Body

Terms of Reference for the Committees

Approved by: SET Board of Trustees

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2<sup>nd</sup> April 2019 (Version 2)  
1<sup>st</sup> September 2019 (Version 3) – creation of Governance Handbook  
11<sup>th</sup> November 2020 (Version 4)  
24<sup>th</sup> November 2021 (Version 5)

Review date: Annually

To be read in conjunction with:

- SET Scheme of Delegation
- SET Financial Regulations Policy

## CONTENTS PAGE

1	Introduction – Legal and Administration details .....	4
2	Statement of Intent .....	4
3	Mission .....	4
4	Vision.....	4
5	Strategic Objectives .....	5
6	Glossary of Terms .....	6
7	The Articles of Association .....	7
8	The Minutes.....	8
9	Committees .....	8
10	Delegation .....	8
11	Overview of Selby Educational Trust .....	9
12	Members.....	9
13	Board of Trustees .....	10
14	Committees .....	11
15	Head of Academy and Staff of the Academy .....	11
16.	Roles for each Academy .....	Error! Bookmark not defined.
17	Functions of the Members of the Company .....	12
18	The Trustees (Directors) of the Company .....	12
19	Local Governing Bodies.....	14
20	Term of Office .....	17
21	Resignation and Removal .....	17
22	Disqualification of Members of the Local Governing Body .....	17
23	Meetings of the Local Governing Body.....	19

Roles page to be added

## **Appendices**

Appendix 1:	Job Description and Person Specification incorporating a Code of Conduct and Role of Responsibilities for Trustees (Directors)	page 21
Appendix 2:	Terms of Reference for the Board of Trustees (Directors)	page 25
Appendix 3:	Rules of the Local Governing Bodies	page 28
Appendix 4:	Local Governing Body – Disqualification Declaration	page 38
Appendix 5:	Code of Conduct for the Local Governing Body	page 41
Appendix 6:	Equality within the Selby Educational Trust	page 44
Appendix 7:	Scheme of Delegation to Local Governing Bodies	page 45
Appendix 8:	Register of Business and Pecuniary Interests	page 54
Appendix 9:	Governor Acknowledgement	page 57
Appendix 10:	Terms of Reference for the Selby Educational Trust	page 58
Appendix 11:	Terms of Reference for Selby Educational Trust – Audit & Risk Committee	page 60
Appendix 12:	Terms of Reference for Selby Educational Trust Standards Committee	page 62
Appendix 13:	Terms of Reference for Selby Educational Trust Finance Committee	page 64

## **1 Introduction – Legal and Administration details**

### **Legal and administrative details**

<b>Company Name:</b>	Selby Educational Trust
<b>Company Number:</b>	09950422
<b>Registered Office:</b>	Abbot's Road, Selby, YO8 8AT
<b>Charitable Status:</b>	Exempt Charity
<b>HMRC reference:</b>	EW42633

Selby Educational Trust (SET) was established on 13<sup>th</sup> January 2016 as a multi Academy trust and a Company limited by guarantee.

The SET is an exempt charity regulated by the Department for Education.

## **2 Statement of Intent**

The SET Board of Trustees (Directors) are responsible and accountable for the management and administration of the Trust and the academies within the Trust.

The Scheme of Delegation and Governance Handbook explains the respective roles of the SET Board of Trustees (Directors) and how their responsibilities are discharged through the Local Governing Bodies (LGB) of each of the academies within the Trust.

The document shall be reviewed on an annual basis and updated whenever the introduction of new legislation or guidance from the Department for Education or another legal authority required it.

## **3 Mission**

### **Our Mission**

To provide an inspirational and successful learning experience for children in the communities we serve.

## **4 Vision**

### **Our Vision**

That every child attending a SET academy receives a high-quality education, delivered locally that allows them to maximise their potential, shapes their lives and by so doing helps transform the communities we serve.

## 5 SET Goals

### ***Strategic Theme 1: SET on Futures***

Children only have one chance in education. As a trust we have a key role to play in ensuring all children receive the very best education, whatever their background. We need to equip today's children with the skills, knowledge and experiences to grow up in a different society from today. SET believes in '***Shaping Futures through Education***' and the way this will be delivered is through high quality experiences for all of our SET community. At the heart of our decision-making are our mission, vision and values. Covid-19 has impacted on children and the effects will continue to be felt for some time to come. We believe in not creating a deficit narrative, but believe in creating a narrative about ensuring entitlement for all.



#### **1.1 High expectations for all**



#### **1.2 High quality, broad and balanced curriculum**



#### **1.3 High quality teaching and learning**



#### **1.4 Raising standards for all**



#### **1.5 Response to the Covid pandemic**

### ***Strategic Theme 2: SET on Sustainability***

The educational landscape has quickly evolved not only to deal with Covid-19 but also a change of focus to the curriculum entitlement for pupils. SET believes that for children to have the best quality curriculum staff need to receive the highest quality professional development and learn from the latest research. Developing strong subject expertise means that the curriculum offer we develop across SET schools will be strong. Alongside this high quality curriculum development, the board will explore ways in which staff's workload can be managed through use of IT, collaboration and efficiencies. In turn this will improve the financial position of the trust and ensure that money is well spent based on needs and development opportunities.



#### **2.1 Growing together as a Trust**



#### **2.2 High quality professional development**



#### **2.3 Using research to improve outcomes for all**



#### **2.4 Subject expertise**



#### **2.5 Workload, engagement and efficiency**



#### **2.6 Strong financial decision making**

### ***Strategic Theme 3: SET on Collaboration***

In the recent past multi-academy trusts and to some extent local authority maintained schools felt more in competition than collaboration. SET truly believes in collaboration and improving the educational system as a whole. We believe in enhancing our local community, whatever the designation of the school or college, so that our communities grow stronger. We will do this through close partnerships between the key stakeholders within our community. In turn we will ensure our scheme of delegation and other governance functions remain strong, so that our schools improve and we continue to develop strong governing bodies locally and at board level. Clear communication is vital to SET continuing to be successful. This communication will not only be to those outside SET, but also all stakeholders in our organisation. We need to listen, reflect, evaluate and act.



### 3.1 Strengthening civic impact



### 3.2 Clear, open and honest communication



### 3.3 Strong governance at all levels

#### **Strategic Theme 4: SET on Safe Environments**

Children thrive when they are happy, healthy and safe. As the trust grows it is important that we have a top level view of risk management and also the improvements needed to each school through our estates strategy. This allows us to pin point future funding and over time improve our estates which have lacked funding prior to conversion to our trust. Children are calmer and more respectful if the environment in which they learn is of the highest standard. We will implement a learning environment improvement plan so that over time each school space is re-vitalised and contains all the essentials needed for education as well as to maintain the safety of the building.



#### 4.1 Proactive risk management



#### 4.2 Robust compliance and assurance systems



#### 4.3 High quality learning environments

## 6 Glossary of Terms

**Academy** – Academies are publicly funded independent schools. Academies have different governance arrangements from other schools

**Chief Executive Officer - (CEO)** – The lead professional and head of the executive branch for a group of academies known as a multi-Academy trust (MAT). The CEO will be ultimately accountable to the SET board for all aspects of the MAT as a whole

**Governance Professional** - The **Governance Professional** is the ‘constitutional conscience’ of the governing board. They provide advice on governance, constitutional and procedural matters. They also offer administrative support to the governing board and relay information on legal requirements

**CPD** - Continuing Professional Development for school staff or the governing board

**Company** – A company is co-terminus with the Trust

**Delegated Budget** - Money provided to schools, which governors can manage at their discretion

**Delegated Powers**- Authority given to a committee, an individual governor or the headteacher to take action on behalf of the governing board. In multi Academy trusts this also refers to powers delegated to Academy committees

**Designated Person** - Liaises with other services on behalf of young people in care and has a responsibility for promoting their educational achievement

**DfE** - Department for Education – the government department responsible for schools and children

**ESFA** - Education and Skills Funding Agency – a single funding agency accountable for funding education and training for children, young people and adults (formerly the EFA and SFA)

**Ethos** - The morals, values and beliefs that do, or at least should, underpin the school culture

**Executive Headteacher** - Unlike a traditional headteacher who leads one school only, an executive headteacher is the lead professional of more than one school; or a lead professional who manages a school with multiple phases; or who has management responsibility significantly beyond that of a single school site

**Head of Academy** – The person responsible for the day to day operational running of the Academy. They could also be called Headteacher, Principal or Head of School. **Funding Agreement** - The document which sets out the relationship between an Academy/MAT and the Education and Skills Funding Agency (ESFA)/Department for Education (DfE)

**Parent** – For the purpose of this document a parent is anyone who has parental responsibility, which includes carers.

**Parent Governor** - Member of the governing board elected by the parents of the school's pupils

**Quorate** - A meeting is quorate if a sufficient number of members are present. Decisions can only be ratified if a meeting is quorate

**Quorum** - The minimum number of members present at a meeting before decisions can be made

**Scheme of Delegation** - A document defining the lines of responsibility and accountability in a MAT, sometimes referred to as a Roles and Responsibilities document

**SEND** - Special Educational Needs and Disabilities – learning difficulties for which special educational provision has to be made

**Staff Governor** - Elected by those who are paid to work at the school

**Trustee** – Trustees are the Directors of Selby Educational Trust

## 7 **The Articles of Association**

The following are the relevant clauses from the Articles of Association that outline what can, and cannot, be delegated.

- Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Trust shall be managed by the Trustees (Directors), who may exercise all the powers of the Trust.
- The Trustees (Directors) shall appoint the Head of Academy of the Academies.
- The Trustees (Directors) may delegate such powers and functions as they consider are required by the Head of Academy for the internal organisation, management and control of the Academies including the implementation of all policies approved by the Trustees (Directors) and for the direction of the teaching and curriculum at the Academies.
- The Board of Trustees (Directors) cannot delegate any functions relating to:
  - the constitution of the Trust;
  - the appointment or removal of the Chair and Vice-Chair of the Trustees (Directors);
  - the suspension or removal of Trustees (Directors);

- the delegation of functions i.e. the adoption or revision of this Scheme of Delegation;
- the establishment of committees;
- the dissolution of committees.

## 8 The Minutes

The minutes of the proceedings of a meeting of the Trustees (Directors) shall be drawn up by the person acting as Clerk for the purposes of the meeting; and shall be signed [subject to the approval of the Trustees (Directors)] at the same or next subsequent meeting by the person acting as chair thereof. The Governance Professional will take the trust minutes and associated committees. A Clerk will be appointed for Local Governing Bodies.

## 9 Committees

Subject to these Articles, the Trustees (Directors):

- a. May appoint committees to be known as Local Governing Bodies for each Academy (and the same Local Governing Body may be appointed for more than one Academy); and
- b. May establish any other committees.

Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Trustees (Directors). The establishment, terms of reference, constitution and membership of any committee of the Trustees (Directors) shall be reviewed at least once in every twelve months. The membership of any committee of the Trustees (Directors) may include persons who are not Trustees (Directors), provided that (with the exception of the Local Governing Bodies) a majority of members of any such committee shall be Trustees (**Directors**). Except in the case of a Local Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Trustees (**Directors**) unless the majority of members of the committee present are Trustees (**Directors**).

The Trustees (**Directors**) shall ensure that any Local Governing Body shall include at least 2 Parent Local Governors. All meetings shall be minuted.

The functions, duties and proceedings of the Local Governing Bodies or committees shall be subject to regulations made by the Trustees (**Directors**) from time to time. Local Governing Bodies may also be established solely for the purpose of fulfilling an advisory function to the Board of Trustees (Directors).

## 10 Delegation

The Trustees (**Directors**) may delegate any of their powers or functions (including the power to sub-delegate) to any Trustee (**Director**), committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office. Any such delegation shall be made in writing and subject to any conditions they may impose, and may be revoked or altered by the Trustees (**Directors**).

A Trustees' (Directors), committee (including any Local Governing Body), the Chief Executive Officer or any other holder of an executive office to whom a power or function of the Trustees (Directors) is delegated under Article 105 may further sub-delegate those



powers or functions (or any of them) to a further person. Where any power or function of the Trustees (Directors) is sub-delegated by any person to whom it has been delegated, that person must inform the Trustees (Directors) as soon as reasonably practicable which powers and functions have been further delegated and to whom, and any such sub-delegation shall be made subject to any conditions they may impose, and may be revoked or altered by the Trustees **(Directors)**.

Where any power or function of the Trustees (Directors) has been exercised by any committee (including any Local Governing Body), any Trustee (Director), the Chief Executive Officer any other holder of an executive office, or a person to whom a power or function has been sub-delegated under Article 105A, that person or committee shall report to the Trustees (Directors) in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Trustees (Directors) immediately following the taking of the action or the making of the decision.

## **11 Overview of Selby Educational Trust**

The Company has two layers of corporate governance as set out in the Articles of Association:

- a) **Members:** The Members retain ownership of the Articles of Association and appointment of Directors.
- b) **Trustees:** Trustees (sometimes called Directors) have responsibility for the strategy and development of the Trust and oversight of performance and operation of the individual academies. They are also responsible for appointing co-opted Trustees (Directors) as appropriate and Local Governing Bodies of member academies.

The SET has a third layer of governance:

- c) **Local Governing Bodies:** Established as committees by the Directors to take a role in supporting and advising on the work of one or more academies. Local Governing Bodies consist of a board of Governors appointed by and with delegated responsibilities from the Trustees (Directors)

## **12 Members**

The Trust will have:

- 5 Members

The Members are the guardians of the Selby Educational Trust's constitution, determining the governance structure of the Trust and providing oversight and challenge of the Trustees (Directors) to ensure the charitable objectives of the Trust is being fulfilled.

The Members may agree to appoint/remove additional Members. The Chair of the SET and the CEO are not required to be Members. Employees of the Trust cannot be Members.

Members can appoint Trustees (Directors) and remove any Trustee (Director) subject to the provisions outlined below. Members will be able to sign off the Annual Report and Accounts, however this will be delegated to the Chair of the Board of Trustees (Directors).

Notwithstanding any provision of the Articles, the Members hereby delegate to the Board of Trustees (Directors) a power and responsibility to appoint and remove Trustees (Directors). Appointments will be ratified by the Members at the Annual General Meeting of the Trust. Any removal by the Board of a Trustee (Director) appointed by the Members shall only be undertaken with the consent of the Members.

### **13 Responsibilities & Powers of the Board of Trustees**

The Board of Trustees is able to exercise all of the powers of Selby Educational Trust. It is responsible for the performance of the Trust.

The Board will offer support, constructive advice, a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information, improve proposals and so seek to arrive at the best outcome for the Trust.

As directors of a charity (the Trust), the directors have a fiduciary duty to act in good faith in the best interests of the Trust. This duty includes a responsibility to do the following:

- to ensure compliance with any legal obligations;
- to report on the Trust's activities (the Trust must prepare accounts in accordance with the Statement of Recommended Practice for Charities, the so called "Charity SORP" and any reporting requirements of the Education and Skills Funding Agency);
- to fulfil the charitable objectives of the Trust as set out in its constitution (i.e. the Articles of Association) and to act in a way which is compliant with the rules of the Trust contained in the Articles;
- to act with integrity and to avoid any personal conflicts of interest and not to misuse any charity funds or assets;
- to act prudently in the financial management of the Trust, avoiding putting any assets, funds or reputation of the Trust at undue risk;
- to exercise reasonable care and skill, using personal knowledge and experience to ensure the Trust is well run and efficient; and
- to act responsibly, getting advice from others, including professional advisors, where appropriate.

Subject to any change in policy from time to time or where circumstances merit a different approach, the SET Board of Trustees (Directors) will be constituted as follows:

- 12 Trustees (Directors), 8 of whom will be appointed by the sponsor, Selby College Corporation

The Job Description and Person Specification incorporating a Code of Conduct and Role Responsibilities for Trustees (Directors) is set out in Appendix 1. Specific skills may be needed if a Trustee (Director) is to take responsibility for and lead on a specific area, or to undertake the role of the Chair of the Trust. A regular skills audit will be undertaken and Directors should expect to be able to articulate their contribution to the

success of the Trust and the Academies.

Detailed terms of reference for the SET Board of Trustees (Directors) are attached as Appendix 2.

## **14 Committees**

The SET Board of Trustees (Directors) will establish a structure of committees as appropriate. These committees will act in an advisory capacity to the Board of Trustees (Directors) except where powers have been specifically delegated to them by the SET Board of Trustees (Directors).

The SET Board of Trustees (Directors) will establish the following committees:

- Audit & Risk Committee
- Standards Committee
- Finance Committee
- Local Governing Body for each Academy

## **15 Head of Academy and Staff of the Academy**

Within the Company structure there are three main levels of authority for each Academy: Directors, Governors, and the Head of Academy (in this document this definition describes the role rather than any specific title e.g. Head of Academy, Headteacher, Principal, Head of School).

The Head of Academy is responsible for the internal organisation, management and control of their Academy, for advising on and implementing the Trust's strategic framework, for the implementation of all policies approved by the Trustees (Directors) for the direction of the teaching and the curriculum at the Academy.

In line with models provided, the Head of Academy will contextualise aims, objectives and policies for the Trustees (Directors) to consider, and will report to the Local Governing Body on progress at each meeting in accordance with a schedule drawn up annually with the Chair of the Local Governing Body. The Head of Academy will work closely with the senior management team to this end.

The Head of Academy and staff are accountable to the SET Board of Trustees (Directors) and to the Local Governing Body for the Academy's performance. The Local Governing Body and the Trustees (Directors) will be prepared to explain their decisions and actions to anyone who has a legitimate interest. This may include staff, pupils and parents as well as the Department of Education and Local Authority.

The Head of Academy will comply with any reasonable direction by the SET Board of Trustees (Directors) or Local Governing Body when acting on the Trust's behalf.

The Head of Academy will agree and monitor appropriate delegations of authority with other staff.

## **16 Functions of the Members of the Company**

Selby Educational Trust is a Company limited by guarantee has guarantors who are referred to as Members.

The Members do not have rights of ownership in the Company and do not receive dividends or other remuneration. Each of the members agrees to contribute towards any outstanding liabilities of the Company if the Company is wound up. Each Member's personal liability is limited to £10.

The Members' main functions are:

- Overseeing the achievement of the objectives of the Company.
- Taking part in Annual General Meetings and any other General Meetings.
- Appointing some of the Directors.
- Overseeing the Company's financial accounts and annual report.
- Overseeing the performance of the Trustees (Directors).
- Exercising Company law powers reserved to the members, such as amending the Articles of the Company and to remove Trustees (Directors).

## **17 The Trustees (Directors) of the Company**

This section summarises the legal duties, role and functions of the Trustees (Directors) of the Company.

### a) Duties of Trustees (Directors)

Under the Companies Act 2006, Trustees (directors) have a number of statutory duties that they must adhere to when acting on behalf of the Company. These include duties to:

- Act within their powers;
- Exercise independent judgment;
- Exercise reasonable care, skill and diligence;
- Avoid conflicts of interest;
- Not to accept benefits from third parties;
- Declare any interest in proposed transactions or arrangements with the Company; and
- Promote the success\* of the Company for the benefits of its purposes.

\* success for a charitable Company means (in basic terms) achieving its objectives.

The Companies Act 2006 provides guidance on the factors that must be taken into account when directors decide whether decision and actions they are taking will promote the success of the Company. These include the:

- Likely consequences of any decision in the long term (as well as the short term);
- Interests of the Company's employees;
- Need to maintain business relationships with suppliers, customers and others; and
- Impact of the Company's operations on the community and the environment.

The above factors should be considered every time the board makes a decision to ensure that the decision being made is in the best interest of the Company.

Should any Trustee (Director) have any concerns that they may be acting, or about to act, in breach of any duty or in a situation where their interests' conflict with the interests of the Company, legal advice should be sought as soon as possible.

Trustees (Directors) should note that the above list is not exhaustive and that there may well be other factors that become relevant when taking decisions. Directors should detail the factors that have been taken into account when passing a resolution in appropriate minutes of a meeting or written record of the resolution.

Resolutions and decisions of Trustees (Directors) are to be made in accordance with the Articles.

b) The functions of the Trustees (Directors) of the Company

- Setting aims and objectives of the Company in accordance with the charitable objectives set out in the Articles
- Monitoring and evaluating performance against the aims and objectives
- Responsibility for the Company's financial performance, accounts and annual report
- Ensuring the Articles of the Company (subject to the Members', Department of Education's and Charity Commission's approvals) are fit for purpose
- Appointing some of the Governors of each Local Governing Body and removing Governors if need be
- Setting strategic policy for the academies
- Setting and/or approving Academy budgets and performance plans
- Monitoring educational standards and performance in the academies
- Management of risks against the Trust's risk register

c) Term of office of the Trustees (Directors)

The term of office for most Trustees (Directors) is four years except for the Chief Executive Officer (as ex-officio Director) who will be a Trustee (director) as long as they hold the post. After their term of office Trustees (Directors) will retire, but may be reappointed or re-elected if they remain eligible and agree.

d) The Responsibilities of the Trustees (Directors)

The Trustees (Directors) have the following accountabilities and duties:

- Overall leadership responsibility for Selby Educational Trust and member academies, communicating the Trust's vision to Academy staff and setting strategic direction to ensure educational and financial success
- Recruiting, managing and supporting the heads of Academy and securing delivery of excellent teaching and learning throughout the Trust
- Strategic planning and operational work at SET Board of Trustees (Directors) level including:
  - development of sponsorship arrangements with under-performing schools

- supporting schools wishing to convert to Academy status under the trust
  - managing the executive services team
- Overseeing of capital projects within the academies
  - Creating and managing high level external relationships including DfE, local authorities, Ofsted
  - Develop the commercial interests of the Trust and generate income
  - Support other trust committees once established
  - The CEO is the Trust's Accounting Officer.

## 18 **Local Governing Bodies**

The Trustees (Directors) will establish a Local Governing Body for each Academy run by the Company.

### a) **The role of the Local Governing Bodies**

Each Academy has a Local Governing Body whose role is to exercise leadership on behalf of the Company in the running of the individual Academy. The Local Governing Body provides information to the Trustees (Directors) on the operation and success of the Academy. (See appendix 3)

The purpose of having a Local Governing Body is to:

- Help the Head of Academy and senior leadership team to set high standards by planning for the Academy's future and setting performance targets for the Academy;
- Monitor the effectiveness of the Academy provision;
- Monitor financial performance against Budget and the management of risks against the Academy's risk register
- Act as a critical friend to the Head of Academy and senior leadership team, offering support and advice;
- Help the Academy respond to the needs of parents, carers and the community;
- Help make the Academy be open and accountable to the public for what it does;
- Work with the Academy on planning, developing policies and keeping the Academy provision under review; and
- Exercise the responsibilities and powers delegated to it by the Trustees (Directors) in partnership with the Head of Academy and staff.

It is not the role of the Local Governing Body to intervene in the day-to-day management of the Academy unless there are weaknesses in the school. The Head of Academy, senior leadership team and staff are responsible for the operational delivery of the Academy. If the Local Governing Body has concerns about weaknesses in the Academy it should 1) report them to the Trustees (Directors) via the CEO or relevant committee of Trustees (Directors) depending on the nature of the concern and 2) seek to support and address the perceived weakness with the Head of Academy and senior leadership team.

### b) **Key responsibilities of Governors**

It is the responsibility of the Local Governing Body to ensure that the Academy complies with all policies and procedures established by the Directors, specifically:

- Monitoring the performance of the Academy;
- Ensuring the quality of educational provision;
- Evaluating pupil outcomes;
- Managing financial, physical and human resources;
- Monitoring the performance of the Academy against targets set and compliance with the Company's procedures; and
- Raising any concerns and potential risks about their school with the Trustees (Directors).

Governors are expected to exercise reasonable care and skill, and be objective in carrying out their responsibilities.

c) Functions delegated to the Local Governing Bodies

To carry out its role the Local Governing Body will:

- Own and champion the vision and mission for the Academy consistent with the Company's overarching vision, mission and objectives
- Encourage the highest standards of leadership and management at all levels with the Academy. In doing this, the Local Governing Body will:
  - Support, advise and hold the Head of Academy to account
  - Support and challenge the leadership team
- Organise its own work.

It will also:

- Promote an ethos which will positively develop pupils' spiritual, moral, social and cultural development
- Recognise and celebrate achievement by pupils and staff of the Academy

The Local Governing Body will systematically and regularly monitor and evaluate the work of the Academy in relation to:

Policy –

- Ensuring that the Company's policies and procedures are followed and used to maximise achievement and effectiveness
- Feedback to the Trustees (Directors) any perceived weaknesses in the Company's policies and procedures and recommend development or amendment
- Developing educational policies.

Pupil performance –

- Agreeing targets for pupil performance
- Monitoring and evaluating progress against those targets
- Monitor and evaluate the end of key stage outcomes for pupils
- Monitoring and evaluating the effectiveness of the curriculum set for the Academy
- Agreeing policies which will enhance the quality of teaching and learning within the Academy
- Reporting to the Trustees (Directors) on the performance in a timely manner

#### Self-evaluation –

- Reviewing the structure, personnel and performance of the Local Governing Body
- Reporting to the Trustees (Directors) on the performance of the Local Governing Body in a timely manner

#### Academy budgeting–

- Agree a plan for the Academy including setting projections and targets for 1 year (Budget) and 3 years (Financial Plan) for approval by Trustees (Directors).
- Monitoring Budget performance against the one year budget plan and reporting progress to the Trustees (Directors) as necessary.

#### School Community –

- Ensuring the Academy fulfils its statutory duties in relation to SEND and child protection
- Ensuring the Academy fulfil its statutory duties with regard to equality
- Ensuring that the Academy communicates well with parents and carers
- Seeking good relationships with external bodies and community groups

These delegated functions are subject to modification for sponsored academies (see Appendices 4 and 5).

#### Safeguarding –

- Ensuring the school complies with statutory duties around safeguarding.

#### d) Composition of the Local Governing Bodies

The composition of the Local Governing Body is at the discretion of the Directors from time to time. The Trustees' (Directors) main concern is to ensure the local governing bodies are effective in their role.

As a general rule the following guidance will be used:

- Each Local Governing Body will be made up of a maximum of 13 Governors in the following categories
  - Up to nine Governors appointed by the Trustees (Directors)
  - At least one staff representative, including the Head of Academy
  - The option of at least one Executive Director
  - At least two parents of pupils in the school
- The number in each category will be determined on an individual Academy basis with the exception of the parent/carers Governors which must remain at a minimum of two.
- The number of Governors on any one Local Governing Body who are employed by or otherwise receiving any direct or indirect financial benefit from the Company must not exceed one third of the total number of persons on the Local Governing Body.
- In the case of a sponsored Academy the majority of Governors will be appointed by the Sponsor.



- The Trustees (Directors) can appoint additional Governors onto any Local Governing Body at any time, including for a fixed period to add capacity in relation to a specific need.

The Trustees (Directors) reserve the right to remove Governors from office and change the governance structure in consultation with the DfE. For example for a failure in duty.

As long as Governors have acted honestly, for the benefit of the Academy, and reasonably, within the law and terms of their delegated powers the Governors cannot be held personally liable for any liabilities incurred on behalf of the Company.

## **19 Term of Office**

The term of office for any person serving on the Local Governing Body shall be 4 years, save that this time limit shall not apply to the CEO, Executive Head of Academy (or any Head of Academy serving in an ex officio capacity), who will serve for as long as they remain in office. Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed to re-elected (including being “Co-opted” again) to the Local Governing Body.

## **20 Resignation and Removal**

A person serving on the Local Governing Body shall cease to hold office if they resign their office by notice to the Local Governing Body (but only if at least three persons will remain in office when the notice of resignation is to take effect).

A person serving on the Local Governing Body shall cease to hold office if they are removed by the person or persons who appointed them. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Local Governing Body by a person or persons who appointed them, any failure to uphold the values of the Trust and/or the Academies or to act in a way which is appropriate in light of this Scheme of Delegation or to comply with the role responsibilities set out in the “Job Description and Person Specification” will be taken into account. A person may also be removed by the Directors but only after the Trustees (Directors) have given due regard to any representations by the Local Governing Body. The removal of a Parent Governor will be undertaken only in exceptional circumstances.

If any person who serves on the Local Governing Body in their capacity as an employee at any of the Academies ceases to work at the Academy, then they shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of their work at the Academy.

Where a person who serves on the Local Governing Body resigns their office or is removed from office, that person or, where they are removed from office, those removing them, shall give written notice thereof to the Clerk to the Local Governing Body who shall inform both the Chair of the Local Governing Body and the Chair of the Trustees (Directors).

## **21 Disqualification of Members of the Local Governing Body**

No person shall be qualified to serve on the Local Governing Body unless they are aged 18 or over at the date of their election or appointment. No current pupil of the Academy shall

be entitled to serve on the Local Governing Body.

A person serving on the Local Governing Body shall cease to hold office if they become incapable by reason of mental disorder, illness or injury of managing or administering their own affairs.

A person serving on the Local Governing Body shall cease to hold office if they are absent without the permission of the Chair of the Local Governing Body from all the meetings of the Local Governing Body held within a period of six months and the Local Governing Body resolves that their office be vacated.

A person shall be disqualified from serving on the Local Governing Body if:

- their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
- they are the subject of a bankruptcy restrictions order or an interim order.

A person shall be disqualified from serving on the Local Governing Body at any time when they are subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

A person serving on the Local Governing Body shall cease to hold office if they would cease to be a Trustee (Director) by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a Trustee (Director) by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

A person shall be disqualified from serving on the Local Governing Body if they have been removed from the office of charity Trustee (Director) or Trustee (Director) for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which they were responsible or to which they were privy, or which they by their conduct contributed to or facilitated.

A person shall be disqualified from serving on the Local Governing Body at any time when they are:

- included in the list kept by the Department of Education under section 1 of the Protection of Children Act 1999; or
- disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
- barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).

A person shall be disqualified from serving on the Local Governing Body if they are a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.

A person shall be disqualified from serving on the Local Governing Body where they have, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has

been convicted of any offence which falls under section 178 of the Charities Act 2011.

After the Academy has opened, a person shall be disqualified from serving on the Local Governing Body if they have not provided to the Chair of the Local Governing Body a disclosure and barring certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the Chair of the Local Governing Body or the Head of Academy confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Chair of the Trustees (Directors) to determine the matter. The determination of the Chair of the Trustees (Directors) shall be final.

Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Body; and they were or were proposed, to so serve, they shall upon becoming so disqualified give written notice of that fact to the Local Governing Body.

This clause shall also apply to any member of any committee of the Local Governing Body who is not a member of the Local Governing Body.

## **22 Meetings of the Local Governing Body**

Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings as the members of the Local Governing Body think fit.

The Local Governing Body shall meet at least once every half term in every school year. Meetings of the Local Governing Body shall be convened by the Clerk to the Local Governing Body. In exercising their functions under this Scheme of Delegation the Clerk shall comply with any direction:

- Given by the Trustees (Directors) or the Local Governing Body; or
- Given by the Chair of the Local Governing Body or, in his or her absence or where there is a vacancy in the office of the Chair, the Vice-Chair of the Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned above.

Any three members of the Local Governing Body may, by notice in writing given to the Clerk, requisition a meeting of the Local Governing Body; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.

Each member of the Local Governing Body shall be given at least seven clear days before the date of a meeting:

- Notice in writing thereof, signed by the Clerk, and sent to each member of the Local Governing Body at the address provided by each member from time to time; and
- A copy of the agenda for the meeting;

Provided that where the Chair or, in his absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as they directs.

The convening of a meeting and the proceedings conducted thereat shall not be invalidated

by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.

A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Body shall not be proposed at a meeting of the Local Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

A meeting of the Local Governing Body shall be terminated forthwith if:

- The members of the Local Governing Body so resolve; or
- The number of members present ceases to constitute a quorum for a meeting of the Local Governing Body.

Where a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

Where the Local Governing Body resolves to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body 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.

Subject to paragraph 8.12, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be any three of the Governors of the Local Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Body at the date of the meeting.

The Local Governing Body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies.

The quorum for the purposes of:

- Any vote on the removal of a person in accordance with this Scheme of Delegation;
- Any vote on the removal of the Chair of the Local Governing Body;

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters and the CEO.

Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Local Governing Body shall have one vote.

Where there is an equal division of votes, the Chair of the meeting shall have a casting vote in addition to any other vote they may have.

The proceedings of the Local Governing Body shall not be invalidated by:

- any vacancy on the Local Governing Body; or

- any defect in the election, appointment or nomination of any person serving on the Local Governing Body.

A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Body or of a subcommittee of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body or (as the case may be) a subcommittee of the Local Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Body and may include an electronic communication by or on behalf of the Local Governing Body indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Body in writing of the email address or addresses which the member will use.

The Local Governing Body shall ensure that a copy of:

- The agenda for every meeting of the Local Governing Body;
- The draft minutes of every such meeting, if they have been approved by the person acting as the Chair of that meeting;
- The signed minutes of every such meeting; and
- Any report, document or other paper considered at any such meeting, are, as soon as is reasonably practicable, made available at each Academy to persons wishing to inspect them.

There may be excluded from any item required to be made available, any material relating to:

- A named teacher or other person employed, or proposed to be employed, at the Academy;
- A named pupil at, or candidate for admission to, the Academy; and
- Any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.

Any member of the Local Governing Body shall be able to participate in meetings of the Local Governing Body by telephone or video conference provided that:

- They have given notice of their intention to do so detailing the telephone number on which they can be reached and/or appropriate details of the video conference suite from which they shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- The Local Governing Body has access to the appropriate equipment, and
- If after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

## 23 Roles and Responsibilities

### **The Role of Members \***

- Approving the Articles of Association
- Recruitment and Appointment of Members
- Appointment of some Trustees
- Removal of Trustees

- Securing the highest standards of accountability from Trustees for the provision of all pupils in the Multi Academy Trust (MAT)
- Holding the Board of Trustees to account for performance and standards within academies.
- Appointment of the Trust's Auditors
- A Member counts towards the quorum by being present in person, by video or conference call or by proxy. Three persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member, shall constitute a quorum.
- Members are required to maintain an update record of pecuniary/business interests.

#### **The Role of the Board of Trustees \***

- Delivering the charitable objectives of the Trust.
- Setting a clear strategic vision to allow the LGBs to set and achieve their aims and objectives within such vision.
- Strategically controlling the organisation and managing the charitable assets.
- Ensuring compliance with the Trust's duties under company law and charity law and agreements made with the DfE & ESFA including the funding agreement and continued charitable status of the Trust.
- The determination, educational character and mission of the Trust.
- Ensuring the solvency of the Trust company and charity, safeguarding its assets and delivering its charitable outcomes.
- Setting key strategic objectives and targets and reviewing performance against these.
- Ensuring that the governors have access to high quality training.
- Approving the Trust development plan.
- Approving statutory policies that are common to all Academies within the Trust.
- Ensuring that the year-end accounts are submitted to Members for approval.
- Approving the annual consolidated budget for the Trust.
- Authorising income and expenditure in line with the Scheme of Delegation.
- Appointing or dismissing the CEO, Heads of Academies and Central Team Staff Members.
- Intervening as appropriate in any Academy at risk of underperformance.
- Undertaking determination of the establishment, constitution, membership, proceedings and delegated powers and functions of the Local Governing Board and committees along with their annual review and revision.

#### **The Role of the Chair of the Board of Trustees \***

- To lead the board in ensuring the strategic direction of Selby Educational Trust whilst offering effective support and challenge at all levels of the organisation
- To ensure the business of the Board is conducted properly, in accordance with legal requirements
- To ensure any decisions taken are done so in accordance with the scheme of delegation

- To ensure meetings are run effectively, focusing on priorities and making the best use of time available
- To ensure that all attendees have an equal opportunity to participate in discussion and decision making
- To establish and foster an effective relationship with the Chief Executive Officer, central team, Chairs of Local Governing Boards and Heads of Academies within the Multi Academy Trust based on trust and mutual respect for each other's roles
- In the event of a need to make genuinely urgent decision the Chair of the Board of Trustees, where appropriate in consultation with the CEO will take appropriate action on behalf of the Trust Board. The decisions taken and the reasons for urgency will be explained fully and minuted at the next meeting of the Trust Board.
- To exercise emergency powers as and when required.
- To have a casting vote in the event of a tie.

#### **The Role of the Chair of a Trust Committee \***

- Ensure the business of the committee is conducted properly, in accordance with legal requirements and the committee's terms of reference.
- Ensure that all delegated responsibilities are undertaken in line with agreed policies and on a timely basis.
- Ensure meetings are run effectively, focusing on priorities and making the best use of time available.
- Ensure that all members have an equal opportunity to participate in discussion and decision-making.
- Ensure any decisions taken are done so in accordance with the scheme of delegation

#### **The Role of the Chief Executive Officer \***

- Provide strategic leadership and direction of the Trust and its Academies within the vision and strategy agreed by the Trust Board, to ensure that children consistently achieve good or better outcomes
- Act in the role of accounting officer.
- Fulfil the Board's vision for medium term growth by engaging with future SET academies and liaising with external partners
- Be the lead education professional for Academies in the Trust, ensuring an effective strategy for building educational and leadership capacity ahead of need
- Act as an ambassador for the Trust to promote SET and its ethos and values in the communities in which it works, with the DfE and its Regional Schools Commissioner and Local Authority colleagues
- Ensure that the Trust's financial viability is secure and is able to meet the Trust's and its Academies' needs
- Establish and foster an effective relationship with the Chair of the Board, Chair of the Local Governing Bodies and Heads of Academies within the Multi-Academy Trust based on trust and mutual respect for each other's roles.
- Effectively deploy the staff and resources of the central Trust in line with strategic direction as determined by the board of trustees.
- Provide a written report on areas of responsibility to the Trust Board on at least a termly basis.
- Line manage SET central team and Heads of Academies to ensure the strategic direction of the Trust is followed and that standards are maintained across the Trust.
- Ensure that best practice is shared within SET but also that best practice nationally is applied across our organisation.
- Actively support and enhance the wellbeing and achievements of pupils and staff.
- Act as the Trust safeguarding officer.

- Provide support and training to Local Governing Bodies to ensure the highest standards of governance are achieved.
- Ensure Selby Educational Trust is represented in national, regional and local networks so that the Trust influences and is aware of new trends and is familiar with current best practice in the education sector
- Ensure any decisions taken are done so in accordance with the scheme of delegation

### **The Role of Head of Academy\***

- Ensuring high quality education for all pupils that includes a broad and balanced curriculum.
- Implementing all policies approved by the Trust Board
- Implementing the agreed SET assessment cycle.
- Developing and sustaining effective relationships with the CEO, central team and LGB members which are based on trust and mutual respect for each other's roles.
- Providing written reports to the CEO and LGB to enable effective monitoring to take place.
- Ensuring any actions / decisions taken are done so in accordance with the scheme of delegation.
- Raising the standards and quality of education for all pupils that includes a broad and balanced curriculum.

### **The Role of the Trust Governance Professional \***

The Trust Governance Professional is appointed by the Trust Board and will provide effective support, advice and guidance to the Board, LGB and their respective committees / sub-committees.

They will:

- Ensure governance business is conducted properly, in accordance with legal requirements and the Scheme of Delegation.
- Ensure accurate minutes are recorded and maintained of meetings of the Board, LGBs and their respective committees and sub-committees.
- Advise Trustees / Governors on constitutional or procedural matters, duties and powers.
- Work with relevant stakeholders to develop an annual overview/calendar of events and meetings for the Board and LGB
- Maintain those records that are required by legislation (Register of business interests, attendance of governors, persons with significant control etc.)
- Maintain Companies House and Get Information About Schools (GIAS) data on behalf of the Board and LGBs.
- Maintain the statutory information published on the Trust's website
- Oversee the Board's communication strategy and manage day-to-day communications on behalf of the Trust Board
- Establish and foster an effective relationship with the Members, Trustees, Chair of the Board, Chief Executive, Central Team, LGBs and Heads of Academies within the Multi-Academy Trust based on trust and mutual respect for each other's roles

\* Alongside anything else in the Scheme of Delegation







**Job Description and Person Specification incorporating a Code of Conduct and Role Responsibilities for Trustees (Directors)**

<b>Job title:</b>	Trustee
<b>Location:</b>	Trust Board meetings to be held at Selby College
<b>Hours:</b>	Up to six Trust Board meetings a year Remote involvement via email/telephone Regular review of reports and documentation
<b>Salary range:</b>	Voluntary
<b>Term of office:</b>	Four years

**Job purpose:** The Trustees (Directors) oversee the management and administration of the Trust and the Academies run by the Trust.

**Job Description**

**Governance**

The corporate management and Trustee (Director) responsibility for the Trust is vested in the Trustees (Directors), who will also be the Company Trustees (Directors) registered with Companies House. The Trustees (Directors) are personally responsible for the actions of the Trust and the Academies and are accountable to the Members of the Trust, the Secretary of State for Education and the wider community for the quality of the education received by all pupils of the Academies and the expenditure of public money.

The Trustees (Directors) are required as Trustees (Directors) and pursuant to the Funding Agreements to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Trust.

**Specific responsibilities of the Trust Board and the Trustees (Directors)**

The role of the Trust Board and the Trustees (Directors) collectively is to:

- Determine the strategic vision and overarching strategic plan of the Trust;
- Provide strategic leadership and governance;
- To develop effective links within the Academy's community, communicating openly and frequently as appropriate and ensuring that the Academies meet their responsibilities to the community and serve the community's needs in relation to the safeguarding and education of its pupils;
- Provide challenge and support to senior leaders including the CEO;
- Develop and decide strategic and operational policies;
- Facilitate collaboration between the Academies to actively seek opportunities for the Academies to work together either with the aim of improving economic efficiencies within the Trust or identifying and implementing best practice across all Academies;
- Co-ordinate and oversee shared services and resources;
- Develop and oversee the implementation of Academy action plans focusing on Academy improvement;
- Set and monitor performance benchmarks;
- Determine curriculum priorities;
- Set the overall Trust budget and approve the Academy budgets;
- Monitor expenditure in accordance with appropriate authorisations;
- Develop and implement a risk management strategy;
- Ensure the Trust and the Academies comply with their legal obligations;
- Determine the Trust's reserves/contingency policy;
- Ensure appropriate insurance cover is in place;
- Undertake recruitment and performance management of each Head of Academy and other senior leaders;
- Develop staff training programmes and opportunities for professional development;
- Support the development and building of leadership and governance capacity at Academy level;
- Approve of site and asset management strategies;
- Oversee any significant capital expenditure and building projects;
- Approve of all funding applications;
- Act as decision maker for appeals.

### **Core Competencies**

- Work as a team;
- Attend meetings and be prepared to contribute to discussions and commit to agreed actions;
- Be respectful of the views of others and to be open to new ideas and thoughts;
- Treat all confidential information confidentially;
- Act with integrity, avoiding any personal conflicts of interest and complying with the Trust's Conflict of Interest policy;
- Develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the Trust's mission;
- Understand the policies and procedures of the Trust and how these flow down to the Academies;
- Support the Trust in public and act as an ambassador of the Trust and the Academies;
- Commit to training and skills development;

- Be ready to ask questions;
- Be focused on problem solving and be ready to learn from past experiences;
- Adhere to the Nolan Principles in their conduct.

## Person Specification

### **Personal qualities and values:**

- A desire to create positive change for young people;
- A commitment to the aims and objectives of Selby Educational Trust;
- A willingness to devote time and effort;
- An ability to work effectively as a team member while contributing an independent perspective;
- An ability to build productive and supportive professional relationships;
- A commitment to the Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership;
- A commitment to equal opportunities and anti-discriminatory practice;
- A commitment to Safeguarding young people;
- Reliability and integrity.

### **Education and training:**

- A record of continuous professional development;
- Educated to higher level in professional area of expertise.

### **Experience:**

- Experience of driving positive change;
- Experience in leadership and management;
- Professional experience in education / accountancy/ finance / business / HR / marketing/law.

### **Knowledge:**

- An understanding and acceptance of legal duties, responsibilities and liabilities of trusteeship;
- An understanding of the use of attainment and other data to assess the progress, strengths and weaknesses of an educational environment;
- An understanding of financial and workforce data.

### **Skills:**

- Strategic vision;
- An ability to think creatively;
- Good, independent judgement;
- An ability to use financial and workforce data to inform decision-making.

## **Legal Requirements:**

Individuals who are not able to make the following declarations may not serve as a Trustee (Director):

- I am not disqualified from acting as a charity Trustee (Director);
- I have not been convicted of an offence involving deception or dishonesty (or any such conviction is legally regarded as “spent”);
- I have not been involved in tax fraud or other fraudulent behaviour including misrepresentation and/or identity theft;
- I have not used a tax avoidance scheme featuring charitable reliefs or using a charity to facilitate the avoidance;
- I am not an undischarged bankrupt;
- I have not made compositions or arrangements with my creditors from which I have not been discharged;
- I have not been removed from serving as a charity Trustee (Director), or been stopped from acting in a management position within a charity;
- I have not been disqualified from serving as a Company Trustee (Director);
- I am not included in the list kept by the Secretary of State for Education under s1 of the Protection of Children Act 1999 (or equivalent) or have ever been disqualified from working with children or serving on a governing body of a school;
- I am able to provide a valid Disclosure and Barring Service Certificate under the Protection of Freedoms Act 2012 which does not disclose any reason why I should be unsuitable for working with children. (The Certificate application can be organised by the Trust)



**SET**

**Terms of Reference for the Board of Trustees (Directors)**

**SELBY EDUCATIONAL TRUST (“the Trust”)**

**TERMS OF REFERENCE FOR THE TRUST BOARD (“the Trust Board”)**

**EFFECTIVE DATE 1<sup>st</sup> SEPTEMBER 2016**

**Purpose**

The Trustees (Directors) of the Trust have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of Academies, but have delegated the governance responsibility to strategic governing bodies, who will support the work of the Trust and promote the success of the Academies. The day to day management and responsibility for the running of the Academies has been delegated to the CEO (also a Trustee / Director), who will be supported by both a central management team (where appropriate) and leadership teams in each of the Academies, including the Head of Academies appointed in respect of the Academies. The role and responsibilities of the Trustees (Directors) and those serving on a strategic governing body are set out in the Scheme of Delegation.

The Trustees (Directors) fulfil their responsibilities through strategic planning and by the setting of policy and standards as well as taking responsibility for the oversight and management of risk. The Trustees (Directors) have the power to direct change where required. The Trustees (Directors) must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated such persons to serve on the Trust Board. The Trustees (Directors) are accountable to the Secretary of State for Education and to the communities that they serve. The Trustees (Directors), whilst in certain circumstances possibly also sitting on a Strategic governing body, are responsible for all the Academies run by the Trust and are expected to use their skills and experience in undertaking a role on the Trust Board.

**Membership**

The composition and powers of the Trust Board are (subject to charity and Company law) determined by the Articles of Association and in any conflict between these Terms of Reference and the Articles, the Articles shall prevail. Board members must be able to demonstrate an understanding of the ethos and values of the Trust and a commitment to

fulfilling the Trust's mission and objectives for the Academy, drawing on specialist skills where required.

The number of Trustees (Directors) shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

## **Quorum**

The quorum for a meeting of the Trustees (Directors), and any vote on any matter thereat, shall be any three Trustees (Directors), or where greater, any one third (rounded up to a whole number) of the total number of Trustees (Directors) holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

## **Meetings**

Trustees (Directors) will meet six times per year. A person serving as a Trustee (Director) shall cease to hold office if they are absent without the permission of the chair from all the meetings of the Trust held within a period of six months and the Trust resolves that their office be vacated. The Trust expects 100% attendance, other than in extenuated circumstances.

## **Responsibilities**

Responsibilities of the Trustees (Directors) are specified within the Decision-Making Authorities and Responsibilities in the SET Scheme of Delegation.

## **Review**

In accordance with best practice, the Trust Board will carry out a regular review of the skills and experience available on the Trust Board and will seek to develop additional capacity and skills where required. Except in relation to posts held in an ex officio capacity and otherwise only in exceptional circumstances, Trustees (Directors) will not seek reappointment beyond the usual 3 terms of office, a standard term of office being 4 years.

## **The General Equality Duty**

The Trust must have due regard to the need to:

- Eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by the Act;
- Advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it;
- Foster good relations between persons who share a relevant protected characteristic and persons who do not share it.

## **Protected Characteristics**

- Age (not pupils)
- Disability
- Ethnicity and race
- Gender
- Gender reassignment
- Marriage and civil partnership
- Pregnancy and maternity
- Religion and Belief
- Sexual identity and orientation



**Rules of the Local Governing Bodies**

**1. Constitution of the Local Governing Bodies**

**1.1 Categories of Governors on the Local Governing Bodies**

- 1.1.1 The individuals acting on each Local Governing Body shall be known as Governors.
- 1.1.2 The number of Governors who sit on each Local Governing Body shall be not less than six, but unless otherwise determined by the Trustees (Directors), shall be subject to a maximum of 13.
- 1.1.3 The Local Governing Body for each Academy shall have the following Governors:
  - 1.1.3.1 Governors appointed by the Trustees (Directors) under Rule 1.2.3;
  - 1.1.3.2 Staff representatives appointed under Rules 1.2.5 to 1.2.7;
  - 1.1.3.3 the Executive Trustee(s) (Director/s) appointed under Rule 1.2.8;
  - 1.1.3.4 Parent/carer representatives appointed under Rules 1.2.9 to 1.2.13;
  - 1.1.3.5 in the case of a sponsored Academy any Governors appointed by the Sponsor;
  - 1.1.3.6 any additional Governors if appointed by the Directors at the request of the Department of Education of Education;
  - 1.1.3.7 any Governors co-opted under Rule 1.3 below; and
  - 1.1.3.8 any Trustee (Director) shall also be entitled to serve on any Local Governing Body and attend any meetings of the Local Governing Body. Any Trustee (Director) 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. The Directors shall not be counted in a calculating a quorum if they are not in attendance.
- 1.1.4 The Trustees (Directors) may direct the constitution of the categories of Governors for each Academy at their absolute discretion
- 1.1.5 All persons appointed or elected to any Local Governing Body shall give an annual written undertaking to the Trustees (Directors) that they continue to be eligible as governors. See Appendix 4 for Local Governing Body Disqualification Declaration.

**1.2 Appointment of Governors to the Local Governing Body**

- 1.2.1 The Trustees (Directors) may appoint the Governors to the Local Governing Body for each Academy.
- 1.2.2 The Trustees (Directors) may consider any individual elected to represent staff or parents/carers or otherwise proposed in accordance with the following provision, but appointments are at the discretion of the Trustees (Directors).

**General**

- 1.2.3 The Trustees (Directors) may appoint any person who is eligible as a Governor on any Local Governing Body.
- 1.2.4 After the initial appointments of Governors to a Local Governing Body the Governors of the Local Governing Body for the time being may recommend persons to serve on the Local Governing Body, having regard to any recommendations and views of the Trustees (Directors) in relation to ensuring

that the people serving on the Local Governing Body between them have an appropriate range of skills and experience and due attention is given to succession planning. Any such recommendations shall be proposed to the Trustees (Directors) whose decision is final. Governors are appointed to the Local Governing Body by resolution of the Trustees (Directors).

#### Staff

- 1.2.5 Persons who are employed by the Company may serve on a Local Governing Body, provided that the total number of such persons on the Local Governing Body does not exceed one third of the total number of persons on the Local Governing Body (including the Executive director(s)). The positions held by those employed at the Academy (e.g. teaching and non-teaching) may be taken into account when considering appointments.
- 1.2.6 Unless the Trustees (Directors) agree otherwise, in electing persons to serve on the Local Governing Body who are employed at the Academy the Local Governing Body shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academy (excluding the Executive Trustee(s) (Director/s)) and, where there are contested posts, shall hold an election by secret ballot. 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 determined by the Local Governing Body or in default by the Trustees (Directors).
- 1.2.7 The Local Governing Body shall confirm the outcome of an election and request that the Trustees (Directors) appoint the individual elected provided the individual is eligible to act. The Trustees (Directors) decision is final. Staff Governors are appointed to the Local Governing Body by resolution of the Trustees (Directors).

#### The Executive Director(s)

- 1.2.8 Unless otherwise decided by the Trustees (Directors), the Executive Trustee(s) (director/s) shall be treated for all purposes as being an ex officio member of the Local Governing Body for that Academy.

#### Parents

- 1.2.9 Subject to Rules 1.2.10 to 1.2.13, the Parent Governors shall be elected by parents of registered pupils at the Academy and they must be a parent/carer of a pupil at the Academy at the time when they are elected. The Local Governing Body shall confirm the outcome of an election and request that the Trustees (Directors) appoint the individual elected provided the individual is eligible to act. The Trustees' (Directors) decision is final. Parent Governors are appointed to the Local Governing Body by resolution of the Trustees (Directors).
- 1.2.10 The Local Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent Governors of the Local Governing Body, including any question of whether a person is a parent/carer of a registered pupil at the Academy. Any election of persons who are to be the Parent Governors of the Local Governing Body which is contested shall be held by secret ballot.
- 1.2.11 Where a vacancy for a Parent Governor of the Local Governing Body is required to be filled by election, the Local Governing Body shall take such steps as are reasonably practical to secure that every person known to them to be a parent/carer of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that s/he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

- 1.2.12 The arrangements made for the election of the Parent Governors of the Local Governing Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if s/he prefers, by having his/her ballot paper returned to the Academy by a pupil registered at the Academy.
- 1.2.13 In appointing a person to be a Parent Governor of the Local Governing Body, the Local Governing Body shall appoint a person who is the parent/carer of a registered pupil(s) at the Academy; or where it is not reasonably practical to do so, a person who is the parent/carer of a child of compulsory school age.

### 1.3 Co-opted Governors of the Local Governing Body

- 1.3.1 The Local Governing Body may recommend up to three persons to be “co-opted” to the Local Governing Body by the Trustees (Directors). The Local Governing Body may not co-opt a person who is employed at the Academy if thereby the number of persons employed at the Academy serving on the Local Governing Body would exceed one third of the total number of persons serving on the Local Governing Body (including the Executive director(s)). The Trustees’ (Directors) decision is final. Co-opted Governors are appointed to the Local Governing Body by resolution of the Trustees (Directors).

### 1.4 Term of Office

- 1.4.1 The term of office for any person serving on the Local Governing Body shall be four years from the date of appointment, save that this time limit shall not apply to ex-officio Governors or to persons “Co-opted” to the Local Governing Body who shall serve for one year terms. Subject to remaining eligible to serve (including any restrictions on who may serve within a particular category of Governor) on the Local Governing Body, any person may be re-appointed or re-elected (including being “Co-opted” again) to the Local Governing Body.

### 1.5 Resignation and Removal

- 1.5.1 A person serving on the Local Governing Body shall cease to hold office if they resign their office by notice to the Local Governing Body or the Trustees (Directors) (but only if at least three persons will remain as Governors when the notice of resignation is to take effect). If notice is given to the Trustees (Directors), the Trustees (Directors) or the Secretary will give notice to the Local Governing Body.
- 1.5.2 A person serving on the Local Governing Body shall cease to hold office immediately if he is removed by the Trustees (Directors). When considering removing a Governor the Trustees (Directors) shall give due regard to any representations made by the person and the Local Governing Body.
- 1.5.3 A person serving on the Local Governing Body shall cease to hold office if they are removed by a two thirds majority of the Governors of the Local Governing Body present and voting at a meeting or in writing. In respect of any proposal to remove a person as a Governor:
- 1.5.3.1 the grounds for removal shall be circulated before the meeting or with the resolution and may include but not be limited to incompetence, misconduct or bringing the Academy or Company into disrepute;
- 1.5.3.2 the person who may be removed shall be given the opportunity to put forward representations on the proposal and the Governors shall consider any such representations.

- 1.5.4 Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Local Governing Body by a person or persons who appointed them, any failure to uphold the values of the Company and/or the Academy or to act in a way which is appropriate in light of these Rules or the Scheme of Delegation will be taken into account.
- 1.5.5 If any person who serves on the Local Governing Body in their capacity as an employee at the Academy ceases to work at the Academy, then they shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of their work at the Academy.
- 1.5.6 Where a person who serves on the Local Governing Body is removed from office those removing them shall give written notice thereof to the Local Governing Body who shall inform the Trustees (Directors).

## 1.6 Disqualification of Governors of the Local Governing Body

- 1.6.1 No person shall be eligible to serve on the Local Governing Body unless they are aged 18 or over at the date of election or appointment. No current pupil of the Academy shall be entitled to serve on the Local Governing Body.
- 1.6.2 A person serving on the Local Governing Body shall cease to hold office if they become incapable by reason of mental disorder, illness or injury or managing or administering their own affairs.
- 1.6.3 A person serving on the Local Governing Body shall cease to hold office if they are absent without the permission of the chair of the Local Governing Body from all the meetings of the Local Governing Body held within a period of six months and the Local Governing Body resolves that their office be vacated.
- 1.6.4 A person shall be disqualified from serving on the Local Governing Body if:
  - 1.6.4.1 their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
  - 1.6.4.2 they are the subject of a bankruptcy restrictions order or an interim order.
- 1.6.5 A person shall be disqualified from serving on the Local Governing Body at any time when s/he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- 1.6.6 A person serving on the Local Governing Body shall cease to hold office if s/he would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 1.6.7 A person shall be disqualified from serving on the Local Governing Body if s/he has been removed from the office of charity Trustee or Trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which they were responsible or to which they were privy, or which by their conduct contributed to or facilitated.
- 1.6.8 A person shall be disqualified from serving on the Local Governing Body at any time when they are:
  - 1.6.8.1 included in the list kept by the Department of Education under section 1 of the Protection of Children Act 1999; or
  - 1.6.8.2 disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or

1.6.8.3 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups act 2006).

- 1.6.9 A person shall be disqualified from serving on the Local Governing Body if they are a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 1.6.10 A person shall be disqualified from serving on the Local Governing Body where they have, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.
- 1.6.11 After the Academy has opened, a person shall be disqualified from serving on the Local Governing Body if they have not provided to the Company a disclosure and barring certificate at an enhanced disclosure level under section 113B of the Police Act 197. In the event that the certificate discloses any information which would in the opinion of either the chair or the Executive director confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether the person shall be disqualified, a referral shall be made to the Department of Education to determine the matter. The determination of the Department of Education shall be final.
- 1.6.12 Where, by virtue of these Rules, a person becomes disqualified from serving on the Local Governing Body; and s/he was, or was proposed, to so serve, s/he shall on becoming so disqualified give written notice of the fact to the Local Governing Body who shall inform the Directors.
- 1.6.13 This Rule 1.6 also applies to any member of any committee of the Local Governing Body who is not a Governor of the Local Governing Body.

## **2 Chair and Vice-Chair of the Local Governing Body**

- 2.1 The Governors of the Local Governing Body shall each school year, at their first meeting in that year, elect a chair of the Local Governing Body from among their number subject to the approval of the Trustees (Directors).
- 2.2 The Governors of the Local Governing Body shall each school year, at their first meeting in that year, elect a Vice-Chair of the Local Governing Body from among their number subject to the approval of the Trustees (Directors).
- 2.3 The Chair or Vice-Chair shall hold office as such until his successor has been elected in accordance with this clause 2.

### Resignation or removal of Governors' Chair and Vice-Chair

- 2.4 The Chair or Vice-Chair may at any time resign his/her office as chair or vice-chair by giving notice in writing to the Trustees (Directors) or the Local Governing Body.
- 2.5 The Chair or Vice-Chair shall cease to hold office if:
- 2.5.1 they cease to serve on the Local Governing Body;
  - 2.5.2 they are removed from office;
  - 2.5.3 in the case of the Vice-Chair, they are elected to fill a vacancy in the office of chair.

- 2.6 The Chair or Vice-Chair may be removed from office by the Trustees (Directors) at any time or by the Local Governing Body in accordance with clause 2.7 below.
- 2.7 A resolution to remove the Chair or Vice-Chair from office which is passed at a meeting of the Local Governing Body shall not have effect unless:
- 2.7.1 it is passed by a two thirds majority of the Governors of the Local Governing Body present and voting at a meeting or in writing;
  - 2.7.2 the potential removal shall be a specific item of business for the meeting or the subject of a specific resolution and the grounds for removal shall be circulated before the meeting or with the resolution;
  - 2.7.3 the person who may be removed from office shall be given the opportunity to put forward representations on the proposal and the Governors shall consider any such representations.

#### Vacancies

- 2.8 Where a vacancy arises in the office of chair or vice-chair, the Governors or Trustees (Directors) shall at their next meeting appoint or elect a person to fill that vacancy.
- 2.9 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. If the vice-chair is also absent from the meeting the Governors of the Local Governing Body shall elect one of their number to act as chair for the purposes of that meeting.

The delegated authorities in Section 2 are subject to modification for sponsored academies (see Appendices 4 and 5).

### **3 Conflicts of Interest**

- 3.1 Any Governor of the Local Governing Body who has or may have a direct or indirect duty or personal interest (including but not limited to any personal financial interest) which conflicts or may conflict with his duties as a Governor of the Local Governing Body shall disclose that fact to the Local Governing Body as soon as they become aware of it. A person must absent themselves from any discussions of the Local Governing Body in which it is possible that a conflict will arise between their duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any personal financial interest).
- 3.2 For the purpose of paragraph 3.1, a person has a personal financial interest if they are in the employment of the Company or is in receipt of remuneration of the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy.
- 3.3 This Rule 3 also applies to any member of any committee of the Local Governing Body who is not a Governor of the Local Governing Body.

### **4 Disputes**

- 4.1 Any disagreement between the Governors of the Local Governing Body or the committee members of any subcommittee of the Local Governing Body shall be referred to the Directors for their determination.

### **5 The Minutes**

- 5.1 The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and retained by the person authorised to keep the minutes of the Local Governing Body; and shall be signed (subject to the approval of the Governors of the

Local Governing Body) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:

- 5.1.1 all appointments of officers made by the Local Governing Body; and
- 5.1.2 all proceedings at meetings of the Local Governing Body and of committees of the Local Governing Body including the names of all persons present at each such meeting.

- 5.2 The chair shall ensure that copies of minutes of all meetings of the Local Governing Body (and such of the subcommittees as the Trustees (Directors) shall from time to time notify) shall be provided to the Trustees (Directors) as soon as reasonably practicable after those minutes are approved.

## **6 Committees**

- 6.1 The Local Governing Body will establish subcommittees as required. The membership of any subcommittee, may include persons who do not also serve on the Local Governing Body, provided that a majority of the members of any such committee shall be Governors of the Local Governing Body or Trustees (Directors). The Local Governing Body may determine that some of all of the members of a subcommittee who are not Governors or Trustees (Directors) or who do not serve on the Local Governing Body shall be entitled to vote in any proceedings of the subcommittee. No vote on any matter shall be taken at a meeting of a subcommittee unless the majority of members of the subcommittee present are Governors or Trustees (Directors) or who serve on the Local Governing Body.

## **7 Delegation**

- 7.1 Provided such power or function has been delegated to the Local Governing Body, the Local Governing Body may further delegate to any person serving on the Local Governing Body, committee, the Executive director or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Trustees (Directors) or the Local Governing Body may impose and may be revoked or altered.
- 7.2 Where any power or function of the Trustees (Directors) or the Local Governing Body is exercised by any subcommittee, any Director or Governor of the Local Governing Body, the Executive director or any other holder of an executive office, that person or subcommittee shall report to the Local Governing Body in respect of actions taken or decision made with respect to the exercise of that power or function at the meeting of the Local Governing Body immediately following the taking of the action or the making of the decision.

## **8 Meetings of the Local Governing Body**

- 8.1 Subject to these Rules and the Scheme of Delegation, the Local Governing Body may regulate its proceedings as the Governors of the Local Governing Body think fit.
- 8.2 The Local Governing Body shall meet at least half termly in every school year. Meetings of the Local Governing Body shall be convened by the Clerk to the Local Governing Body. In exercising its functions under these Rules the Clerk shall comply with any direction:
  - 8.2.1 given by the Trustees (Directors) or the Local Governing Body; or
  - 8.2.2 given by the chair of the Local Governing Body or, in his/her absence or where this is a vacancy in the office of chair, the vice-chair of the Local Governing Body,

so far as such direction is not inconsistent with any direction given as mentioned in 8.2.1 above.

8.3 *Not used*

8.4 Each Governor of the Local Governing Body shall normally be given seven clear days before the date of a meeting:

8.4.1 notice in writing thereof, signed by the Clerk, and sent to each Governor of the Local Governing Body at the postal address or email address provided by each Governor from time to time; and

8.4.2 a copy of the agenda for the meeting;

provided that where the chair or, in his absence or where there is a vacancy in the office of chair, the vice-chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

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

8.6 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Body shall not be proposed at a meeting of the Local Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

8.7 A meeting of the Local Governing Body shall be terminated forthwith if:

8.7.1 the Governors of the Local Governing Body so resolve; or

8.7.2 the number of Governors present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 8.10

8.8 Where in accordance with paragraph 8.7 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

8.9 Where the Local Governing Body resolves in accordance with paragraph 8.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body 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.

8.10 Subject to paragraph 8.12, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be any three of the Governors of the Local Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Body at the date of the meeting. If the Directors have appointed any additional Governors of the Local Governing Body pursuant to clause 1.2 of these Rules then a majority of the quorum must be made up of such persons.

8.11 The Local Governing Body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.

8.12 The quorum for the purposes of:

8.12.1 any vote by the Governors on the removal of a person as a Governor; or

8.12.2 any vote on the removal of the chair or vice-chair of the Local Governing Body;



shall be any two-thirds (rounded up to a whole number) of the persons who are at the time entitled to vote on those respective matters including at least one Director.

8.13 Subject to these Rules, every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every Governor of the Local Governing Body shall have one vote.

8.14 Where there is an equal division of votes, the chair of the meeting shall have the option of making a casting vote in addition to any other vote he may have.

8.15 The proceedings of the Local Governing Body shall not be invalidated by:

8.15.1 any vacancy on the board; or

8.15.2 any defect in the election, appointment or nomination of any person serving on the Local Governing Body.

8.16 A resolution in writing, signed by all persons entitled to receive notice of a meeting of the Local Governing Body or of a subcommittee of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body or (as the case may be) a subcommittee of the Local Governing Body duly convened and held. Such a resolution may consist on several documents in the same form, each signed by one or more of the Governors of the Local Governing Body and may include an electronic communication by or on behalf of the Local Governing Body indicating his or her agreement to the form of resolution providing that the Governor has previously notified the Local Governing Body in writing of the email address or addresses which the Governor will use.

8.17 Subject to paragraph 8.18, the Local Governing Body shall ensure that a copy of:

8.17.1 the agenda for every meeting of the Local Governing Body;

8.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;

8.17.3 the signed minutes of every such meeting; and

8.17.4 any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.

8.18 There may be excluded from any item required to be made available in pursuance of paragraph 8.17, any material relating to:

8.18.1 a named teacher or other person employed, or proposed to be employed at the Academy;

8.18.2 a named pupil at, or a candidate for admission to, the Academy; and

8.18.3 any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.

## **9 Clerk**

9.1 The Local Governing Body/ Trustees (Directors) may appoint a Clerk for the Local Governing Body. The clerk may be a person who is employed by the Company or may be paid for their services as clerk.

9.2 The Local Governing Body/Trustees (Directors) shall determine any required qualifications, competences or experience when appointing the Clerk.

9.3 The Clerk shall assist with the administration of the Local Governing Body.

- 9.4 The Clerk shall attend each meeting of the Local Governing Body. If the Clerk is absent from a meeting the Governors will select one individual from among their number to perform the Clerk's duties for that meeting.
- 9.5 The Clerk does not have a vote.

## **10 Notices**

- 10.1 Any notice to be given to or by any person pursuant to this Scheme of Delegation (other than a notice calling a meeting of the Local Governing Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number of addresses used for the purposes of such communication.
- 10.2 A notice may be given by the Local Governing Body to its Governors either personally or by sending it by post in a prepaid envelope addressed to the Governor at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing Body by the Governor. A Governor whose registered address is not within the United Kingdom and who gives the Local Governing Body an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Governor shall be entitled to receive any notice from the Local Governing Body.
- 10.3 A Governor of the Local Governing Body present, either in person or electronically at any meeting of the Local Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 10.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

## **11 Indemnity**

- 11.1 Subject to the provisions of the Companies Act 2006 every Governor of the Local Governing Body or other officer or auditor of the Company acting in relation to the Academy shall be indemnified out of the assets of the Company against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

**Selby Educational Trust**  
**Local Governing Body - Disqualification Declaration**

Please read this declaration carefully and sign the form at the end if you comply with the following criteria:

No person shall be qualified to serve on the Local Governing Body unless they are aged 18 or over at the date of their election or appointment. No current pupil of the Academy shall be entitled to serve on the Local Governing Body.

A person serving on the Local Governing Body shall cease to hold office if they become incapable by reason of mental disorder, illness or injury of managing or administering their own affairs.

A person serving on the Local Governing Body shall cease to hold office if they are absent without the permission of the Chair of the Local Governing Body from all the meetings of the Local Governing Body held within a period of six months and the Local Governing Body resolves that their office be vacated.

A person shall be disqualified from serving on the Local Governing Body if:

- their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
- they are the subject of a bankruptcy restrictions order or an interim order.

A person shall be disqualified from serving on the Local Governing Body at any time when they are subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

A person serving on the Local Governing Body shall cease to hold office if they would cease to be a Trustee (Director) by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a Trustee (Director) by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

A person shall be disqualified from serving on the Local Governing Body if they have been removed from the office of charity Trustee (Director) or Trustee (Director) for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which they were responsible or to which they were privy, or which they by their conduct contributed to or facilitated.

A person shall be disqualified from serving on the Local Governing Body at any time when they are:

- included in the list kept by the Department of Education under section 1 of the Protection of Children Act 1999; or
- disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
- barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).

A person shall be disqualified from serving on the Local Governing Body if they are a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.

A person shall be disqualified from serving on the Local Governing Body where they have, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.

After the Academy has opened, a person shall be disqualified from serving on the Local Governing Body if they have not provided to the Chair of the Local Governing Body a disclosure and barring certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the Chair of the Local Governing Body or the Head of Academy confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Chair of the Trustees (Directors) to determine the matter. The determination of the Chair of the Trustees (Directors) shall be final.

Where, by virtue of the criteria outlined above, a person becomes disqualified from serving on the Local Governing Body; and they were, or were proposed, to so serve, they shall upon becoming so disqualified give written notice of that fact to the Local Governing Body.

This clause shall also apply to any member of any committee of the Local Governing Body who is not a member of the Local Governing Body.

**I declare that I have read and understood this declaration and I am not disqualified from serving as a governor in accordance with the above criteria:**

**Name**.....

**Signature**.....

**Date**.....

**Selby Educational Trust**  
**Local Governing Body**  
**Publication of Governor's Details and the Register of Interests**

Governors hold an important public office and their identity should be known to their Academy and wider communities. Governing bodies should therefore publish on their website information about their members. The information they should publish should, as a minimum include for each governor:

- their name;
- their category of governor;
- which body appoints them;
- their term of office;
- the names of any committees the governor serves on; and
- details of any positions of responsibility such as chair or vice-chair of the governing body or a committee of the governing body.

Governing bodies should also publish this information for associate members, making clear whether they have voting rights on any of the committees they serve on.

From 1 September 2015, governing bodies will be under a duty to publish on their website their register of interests. The register should set out the relevant business interests of governors and details of any other educational establishments they govern. The register should also set out any relationships between governors and members of the school staff including spouses, partners and relatives.

Any governor failing to reveal information to enable the governing body to fulfil their responsibilities may be in breach of the code of conduct and as a result be bringing the governing body into disrepute. In such cases the governing body should consider suspending the governor.

**I declare I have read the publication of governor's details and register of interest requirements and I agree to the publication on the Academy website:**

**Name**.....

**Signature**.....

**Date**.....

**Code of Conduct for the Local Governing Body****The purpose of the Local Governing Body**

- The Local Governing Body works on behalf of the Trustees (Directors) to hold the Head of Academy and staff to account. It is responsible for promoting high standards. The Local Governing Body aims to ensure that young people are attending a successful Academy which provides them with a good education and supports their well-being.

**The Local Governing Body:**

- Own and Champion the strategic direction of the Academy by:
  - Understanding the policy framework for achieving the Academy's aims and objectives
  - Setting aspirational targets
  - Agreeing the improvement plan and budget for approval by the Trustees (Directors)
- Challenges and supports the school by monitoring, reviewing and evaluating:
  - The implementation and effectiveness of the improvement plan and agreed policies
  - Progress towards targets
  - The budget and the staffing structure
- Ensures accountability by:
  - Responding to Ofsted reports when necessary
  - Holding the Head of Academy to account for the performance of the school
  - Ensuring parents and pupils are involved, consulted and informed as appropriate
  - Making information available to the community
- Be involved in the appointment of the Head of Academy who will deliver the aims (through the day to day management of the school, implementation of the agreed policy framework and school improvement strategy, and delivery of the curriculum) and report appropriately via the CEO to the Trustees (Directors). The Trustees (Directors) will hold ultimate responsibility for the appointment of the Head of Academy.

For governing bodies to carry out their role effectively, Governors must be:

- Prepared and equipped to take their responsibilities seriously;
- Acknowledged as the accountable body by the lead professionals;
- Supported by the Trustees (Directors); and
- Willing and able to monitor and review their own performance.

**Governors' Declaration****General**

- We accept that we have no legal authority to act individually, except when the Trustees (Directors) have given us delegated authority to do so, and therefore we will only speak on behalf of the Local Governing Body when we have been specifically authorised to do so;
- We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer;
- We will encourage open government and will act appropriately;
- We accept collective responsibility for all decisions made by the Local Governing Body or its delegated agents. This means that we will not speak against majority decisions outside the Local Governing Body meeting;

- We will consider carefully how our decisions may affect the community and other schools;
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our school. Our actions within the Academy and the local community will reflect this;
- In making or responding to criticism or complaints affecting the school we will follow the procedures established by the Local Governing Body;

### ***Commitment***

- We acknowledge that accepting office as a Governor involves the commitment of significant amounts of time and energy;
- We will each involve ourselves actively in the work of the Local Governing Body, and accept our fair share of responsibilities, including service on committees or working groups;
- We will not go beyond our duties or act outside of the powers of authority conveyed on us, and acknowledge that were we to do so we could be held liable to the school and/or third parties;
- We will make full efforts to attend all meetings and where we cannot attend explain in advance in full why we are unable to;
- We will get to know the Academy well and respond to opportunities to involve ourselves in school activities;
- Our visits to the Academy will be arranged in advance with the staff and undertaken within the framework established by the Trustees (Directors) and agreed with the Head of Academy;
- We will consider seriously our individual and collective needs for training and development, and will undertake relevant training;

### ***Relationships***

- We will strive to work as a team in which constructive working relationships are actively promoted;
- We will express views openly, courteously and respectfully in all our communications with other Governors;
- We will support the chair in their role of ensuring appropriate conduct both at meetings and at all times;
- We will seek to develop effective working relationships with the Executive director, Head of Academy, staff, parents, the local authority and other relevant agencies and the community;

### ***Confidentiality***

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school;
- We will exercise the greatest prudence at all times when discussions regarding Academy business arise outside a Local Governing Body meeting;
- We will not reveal the details of any Local Governing Body vote;

### ***Conflicts of Interest***

- We will record any pecuniary or other business interest that we have in connection with the Local Governing Body's business in the Register of Business Interests;
- We will declare any pecuniary interest - or a personal interest which could be perceived as a conflict of interest - in a matter under discussion at a meeting and offer to leave the meeting for the appropriate length of time;

### ***Breach of this Code of Practice (including online breaches of conduct)***

- If we believe this code has been breached, we will raise this issue with the chair and the chair will investigate; the Local Governing Body should only use suspension as a last resort after seeking to resolve any difficulties or disputes in more constructive ways;
- We understand that any allegation of a material breach of this code of practice by any Governor shall be raised at a meeting of the Local Governing Body, and, if agreed to be substantiated

by a majority of Governors, shall be minuted and can lead to consideration of suspension from the Local Governing Body;



## **Equality within the Selby Educational Trust**

The policy and practice of the SET, its officers and staff must comply with the requirements of the Equality Act 2010. The Act makes it clear that the Company cannot unlawfully discriminate on the grounds of:

- Sex
- Race
- Disability
- Religion or belief
- Sexual orientation
- Gender reassignment
- Pregnancy or maternity
- Age
- Marriage and civil partnership

The Company Trustees (Directors) and the Local Governing Bodies must have 'due regard' to equality considerations whenever significant decisions are being made or policies developed.

## **Equality, Inclusion and Diversity Statement**

The Trust welcomes and celebrates equality and diversity. We believe that everyone should be treated equally and fairly regardless of their age, disability, sex, gender identity, race, religion or belief, marital status, sexual orientation, parental status and socio-economic background. We seek to ensure that no member of the Trust community receives less favourable treatment on any of these grounds.

This document is written with the above commitment, to ensure equality and diversity is at the centre of working life at Selby Educational Trust.

## **Safeguarding Policy**

Selby Educational Trust recognises its moral and statutory responsibility to safeguard and promote the welfare of pupils. We work to provide a safe and welcoming environment where pupils are respected and valued. We are alert to the signs of abuse, neglect, radicalisation and extremism and follow our procedures to ensure our pupils receive effective support, protection and justice. The Trust expects Governors, staff and volunteers working on behalf of the Trust to share this commitment.

## **Fraud, Bribery and Corruption**

The Fraud Act 2006 introduces a new offence of fraud, which can be committed in three ways:

- Fraud by false representation
- Fraud by failing to disclose
- Fraud by abuse of a position of trust

All offences occur where the act or omission is committed dishonestly and with intent to cause gain or loss. The gain or loss does not have to succeed, as long as there is intent.

The Bribery Act 2010 makes it a criminal offence to bribe or be bribed by another person by offering or requesting a financial or other advantage as a reward or incentive to perform a relevant function or activity improperly performed.

Further information, including how to raise concerns, is included within the Anti-Fraud and Anti-Bribery and Anti-Corruption Policies.

**Scheme of Delegation to Local Governing Bodies**

Effective date:

**1 Introduction**

- 1.1. As a charity and Company limited by guarantee, Selby Educational Trust (the “Company”) is governed by a Board of Trustees (the “Directors”) who are responsible for, and oversee, the management and administration of the Trust and the academies run by the Trust.

Schemes of Delegation applies to all academies run by the Trust. The SET has a scheme which may be adapted for sponsored academies. Categorisation of an individual Academy is confirmed by the Trust.

The delegated authorities detailed in this Annex are set for good and outstanding academies within the Trust. These delegated authorities are subject to modification for sponsored academies (see Annex 1).

- 1.2. The Trustees (Directors) are accountable to external government agencies including the Charity Commission and the Department for Education (including any successor bodies) for the quality of education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 1.3. In order to discharge these responsibilities, the Trustees (Directors) appoint people who are more locally based to serve on a committee (the “Local Governing Bodies”) which are established to ensure the good governance of the individual academies. The Local Governing Bodies are committees established by the Trustees (Directors) and are at all times subject to any directions the Trustees (Directors) may give. The terms of this delegation may be altered, suspended or withdrawn by the Trustees (Directors).
- 1.4. This Scheme of Delegation explains the ways in which the Trustees (Directors) fulfil their responsibilities for the leadership and management of the Academies, the respective roles and responsibilities of the Trustees (Directors) and Governors of the Local Governing Bodies and the commitment to each other to ensure the success of each Academy.
- 1.5. It is intended that a Local Governing Body shall be established for each Academy. For the avoidance of doubt a Local Governing Body may be delegated responsibility for more than one Academy.
- 1.6. Certain decisions and actions in respect of the Trust and the Academies are reserved to the Trustees (Directors). In general terms responsibility for the strategy, management and operations for each Academy will be delegated to a Local Governing Body.
- 1.7. This Scheme of Delegation has been put in place by the Trustees (Directors) from the Effective date in accordance with the provisions of the Trust’s Articles of Association (the “Articles”) and it should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant clause of the Articles.

## **2 Ethos and Trust Commitment**

- 2.1 The Commitment of the Trust is to: 'Make a difference by keeping children at the forefront of our thinking and decision making'. This is underpinned by a belief that: 'Every child deserves the opportunity to have a life that is free from fear and danger, where they can give and receive respect and enjoy a sense of wellbeing, belonging, worth and achievement'.
- 2.2 Each Academy will have its own mission, which the Local Governing Body will implement in accordance with the ethos of the Trust.
- 2.3 Academies within the Trust will work with each other in a co-operative and supportive manner; sharing expertise and specialisms. Academies within the Trust will engage with other local schools and partners in order to ensure quality provision for young people and families within a community.

## **3 Trustees' (Directors) powers and responsibilities**

- 3.1 The Board of Trustees (Directors), their powers and administration of their meetings and affairs is established in the Articles
- 3.2 The Trustees (Directors) have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and running of schools. This is largely exercised through strategic planning and the setting of budgets and policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality management processes. The Trustees (Directors) have the power to direct change where required.
- 3.3 The Trustees (Directors) have a duty to act in accordance with the Trust's objectives as set out in Article 4.
- 3.4 Trustees (Directors) will have regard to the interests of all academies for which the Trust is responsible in deciding and implementing any policy or exercising authority in respect of any one Academy.
- 3.5 Article 101 provides for the appointment by the Trustees (Directors) of committees to whom the Trustees (Directors) may delegate certain of the functions of Trustees (Directors). In further recognition of the Trustees (Directors) power to delegate under Articles 102 and 105, responsibility for running each Academy will be delegated to the committee established pursuant to this Scheme of Delegation known as a Local Governing Body.
- 3.6 The constitution, membership and proceedings of each Local Governing Body is determined by the Trustees (Directors) and this Scheme of Delegation expresses such matters, acknowledging the authority delegated to the Local Governing Bodies in order to enable the Local Governing Bodies to run the Academies and fulfil the Trust's Commitment and each Academy's vision/mission.

## **4 Coordinating Local Governing Bodies' work**

### **4.1 General provisions**

- 4.1.1 It is vital to the reputation and the overall governance and management of the Trust and the academies that the work of the Local Governing Bodies is

coordinated to avoid the risk of waste, duplication, and inconsistency in the development and implementation of policies and procedures.

- 4.1.2 All Local Governing Bodies must work within a structure of openness and accountability to ensure that decisions are consistent with the Trust's Commitment statement and the values and ethos of the Academy.
- 4.1.3 Local Governing Bodies and their committees must ensure that other Local Governing Bodies, their committees and the Trustees (Directors) are consulted and kept informed appropriately where they have, or are likely to have, an interest in the topic or matter
- 4.1.4 To ensure consistency of the Trust's public relations and presentation of the brand, the Local Governing Bodies and any committee with any responsibility for marketing or any other public representations must clear their policies and press statements with the Member Trustees (Directors) before issuing the material to the public.

## **5 Delegated powers**

### **5.1 General Provisions**

- 5.1.1 Subject to provisions of the Companies Act 2006, the Articles and to any directions given by the Members of the Trust following a special resolution and the decisions of the Trustees (Directors), the management of the business of each Academy are hereby delegated by the Directors to the Local Governing Body who may exercise all the powers of the Trust in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation.
- 5.1.2 All actions of the Local Governing Body must be in furtherance or ancillary to the objectives of the Trust.
- 5.1.3 No alteration of the Articles and no such direction shall invalidate any prior act of the Local Governing Body which would have been valid if that alteration had not been made or that direction had not been given.
- 5.1.4 A meeting of the Local Governing Body at which a quorum is present may exercise all the power so delegated.
- 5.1.5 The Trustees (Directors) retain responsibility for the business of the academies in so far as the business relates to all academies or multiple academies run by the Trust.
- 5.1.6 In general terms, the responsibility of the Trustees (Directors) in so far as the business of the Academy is concerned is to determine the policy and procedures of the Academy and to consider and respond to strategic issues. Whilst the Trustees (Directors) are free to decide what constitutes a strategic issue, having regard to all the circumstances, unless a matter is identified as a strategic issue and/or is identified as being the responsibility of the Trustees (Directors) under this Scheme of Delegation, the responsibility for such matter will be that of the Local Governing Body.
- 5.1.7 Except as provided for in this Scheme of Delegation, in addition to all powers hereby expressly conferred upon the Local Governing Body and without detracting

from the generality of the powers delegated, the Local Governing Body shall have the following powers, namely:

5.1.7.1 to expend certain funds of the Trust as permitted by clause 5.3 in such manner as the Local Governing Body shall consider most beneficial for the achievement of the objectives in so far as it relates to the Academy and to invest in the name of the Trust such parts of the funds of the Trust for which it has responsibility pursuant to this Scheme of Delegation as it may see fit and to direct the sale or transportation of any such investments and to expend the proceeds of any such sale in furtherance of the objectives; and

5.1.7.2 to enter into contracts on behalf of the Trust in so far as they relate to the Academy in accordance with clause 5.3 and subject to the limits and compliance authorised by the Directors and set out in the Finance and Budget Manual.

5.1.8 The delegated powers are delegated to the Local Governing Body as a whole.

5.1.9 In the event of a situation requiring an immediate decision the Chair or in their absence the Vice-chair shall have authority to make a decision and/or take action on behalf of the Local Governing Body. Following any such decision or action the Chair or Vice-chair shall report their actions to the Local Governing Body as soon as reasonably practicable. The situation shall thereafter be managed in the usual way.

5.1.10 In the exercise of its powers and functions, the Local Governing Body will consider any advice given by the Head of Academy and the Chief Executive of the Trust as well as other Trustees (Directors).

5.1.11 The Head of Academy and Governors shall ensure that finances are managed in line with the agreed financial protocol set out in the Finance and Budget Manual.

## 5.2 Ethos and Values

5.2.1 Whilst the Local Governing Body shall be responsible for ensuring that the Academy is conducted in accordance with its mission/vision and the values referred to in clause 2, the determination of each Academy's ethos and mission statement shall be the responsibility of the Trustees (Directors).

5.2.2 At all times, the Trustees (Directors) and the Local Governing Bodies shall ensure that the Academy is conducted in accordance with the objectives of the Trust and any agreement entered into with the Department of Education for the funding of the Academy.

## 5.3 Finance

5.3.1 In the exercise of their financial duties, the Directors shall ensure that the requirements and rules of the Funding Agreement and the Academies Financial Handbook are met.

In acknowledgement of the receipt by the Trust of funds in relation to each Academy; including by not limited to grant funding provided by the Department of Education, monies donated to the Trust and monies generated from the activities

of the Trust or any group Trust, the Trustees (Directors) delegate to each Local Governing Body the responsibility to manage and expend all monies received on account of the relevant Academy for the purposes of the Academy less an amount to be determined each year by the Trustees (Directors), which will include payment for centralised services. This amount is to be determined according to individual Academy circumstances within a transparent framework. Funding allocations will be notified to the Local Governing Bodies by the start of each School year or within 21 days of receipt of notification from the ESFA of the General Annual Grant for the Academy, normally received well in advance of the school year.

The Academy Trust as a whole must remain financially viable and therefore each entity within the Trust must remain viable. While the Trustees (Directors) will endeavour to ensure that cash surpluses accrued by each Academy remain within that Academy's financial allocation, they reserve the right to allocate funds as they see fit in order to ensure the ongoing viability of the Trust as a whole. In accordance with the Academies Financial Handbook, in allocating funds the Trustees (Directors) shall have due regard to the funding needs and allocations of each individual Academy and they will have an appeals mechanism in place.

All academies must conduct their financial transactions in line with the Trust's Finance and Budget Manual, which sets out the mandate and control framework, and supporting set of financial policies.

All academies are subject to internal and external audit control and monitoring.

- 5.3.2 Each Local Governing Body will agree a budget plan with the Trustees (Directors) in advance of each school year or as soon as possible thereafter.
- 5.3.3 Pursuant to clause 5.1.3 the Local Governing Body shall have the power to enter into contracts on behalf of the Trust as set out in the Financial Handbook provided that:
  - 5.3.1.1 all contracts must be in the name of the Trust
  - 5.3.1.2 the authority of the Local Governing Body to enter into contracts is limited to the thresholds provided in the Finance and Budget Manual
  - 5.3.1.3 any contracts must be signed by authorised signatories
  - 5.3.1.4 the Local Governing Body shall first obtain written consent from the Trustees (Directors) to enter into any contracts or expenditure for any single matter if the Finance and Budget Manual requires it.
- 5.3.4 The accounts of the Trust shall be the responsibility of the Trustees (Directors) but the Local Governing Body shall provide such information about the finances of the Academy as often and in such format as the Trustees (Directors) shall require. Each Local Governing Body shall provide management accounts to the Trustees (Directors).
- 5.3.5 The Local Governing Body shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook and the Trust's Financial Handbook are observed at all times

as well as any requirement and recommendations of the Trustees (Directors) and Department of Education.

5.3.6 The Local Governing Body shall inform the Trustees (Directors) of any need for significant unplanned expenditure and will discuss with the Trustees (Directors) (and others as the Directors shall require) options for identifying available funding.

5.3.7 The Local Governing Body shall develop appropriate risk management strategies and shall at all times adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Academy.

## **5.4 Premises**

5.4.1 The land and buildings of each Academy are held and owned by the Trust and any legal interests in the land and buildings to be granted or varied are reserved to the Trustees (Directors) on behalf of the Trust.

5.4.2 Informal lettings and use of the land and buildings may be managed by the Local Governing Bodies provided that no legal interest is granted.

5.4.3 The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Trustees (Directors).

5.4.4 Insuring the land and the buildings used by the Academy will be the responsibility of the Trustees (Directors) who shall recover the cost from the budget delegated to the Local Governing Body either before or after the budget is delegated.

5.4.5 It shall be noted that the use of the land and buildings may be subject to legal restrictions on the legal title or in any lease to the Trust. The Local Governing Bodies shall consult the Trustees (Directors) on any aspect of the land and buildings that may require a consent from a third party, including but not limited to proposed building works, proposed leases or sharing occupation.

5.4.6 Subject to and without prejudice to clauses 5.3.2 and 5.4.4, the maintenance of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Body, who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Trust as the owner of such buildings and facilities.

5.4.7 The Local Governing Body shall in conjunction with the Trustees (Directors) develop an estate management strategy that will identify the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Local Governing Body's responsibility to ensure the buildings and facilities are maintained to a good standard.

## **5.5 Resources**

### **5.5.1 Executive Directors and Heads of Academy**

5.5.1.1 The Trustees (Directors) shall always take responsibility for appointing Executive directors and the Heads of each Academy. The Trustees (Directors) and Local Governing Body may delegate such powers and functions as they consider are required by the Head of Academy for the internal organisation, management and control of the Academy (including



the implementation of all policies approved by the Trustees (Directors) and Local Governing Body and for the direction of teaching and the curriculum at the Academy).

- 5.5.1.2 The Executive Directors will take the lead in appraising the Heads of Academy with involvement of the Chair of the Local Governing Body. The Board of Trustees' (Directors) Chair and Vice-Chair will take the lead in appraising the Member Trustees (Directors) together and may choose to invite an external adviser to assist them in this role.

## **5.5.2 Other Staff**

- 5.5.2.1 The Local Governing Body shall be responsible for the appointment of all other staff to be employed at the Academy on behalf of the Trust provided that the Local Governing Body shall:

- 5.5.2.1.1 comply with all policies dealing with staff issued by the Trustees (Directors) from time to time;

- 5.5.2.1.2 take account of any pay terms set by the Trustees (Directors);

- 5.5.2.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Trustees (Directors) provided that if doing so would result in a breach of a legal obligation or result or potentially result in a liability arising the Local Governing Body shall first consult the Trustees (Directors) on the issue;

- 5.5.2.1.4 manage any claims and disputes with staff members on behalf of the Trust having regard to any advice and recommendations given by the Trustees (Directors); and

- 5.5.2.2 The Local Governing Body shall ensure that appropriate performance management is carried out on all staff in the Academy.

- 5.5.2.3 The Local Governing Body will delegate their powers and functions in regard to appointment and appraisal of all support staff (except those on the Leadership Team) and all temporary or fixed-term teachers to the Head of Academy.

## **5.6 Curriculum and Standards**

- 5.6.1 The Local Governing Body shall be responsible for agreeing and reviewing the curriculum and shall have due regard to any views of the Trustees (Directors) in recognition of the Trust's obligation to the Department of Education to provide a broad and balanced curriculum.

- 5.6.2 The Local Governing Body shall be responsible for the standards achieved by the Academy and the pupils attending the Academy but shall follow such advice and recommendations of the Trustees (Directors) as they might issue from time to time.

5.6.3 The Local Governing Body shall be responsible for the setting and review from time to time of the Academy's admissions policy provided that no change will be made to the admissions criteria without the consent of the Trustees (Directors).

5.6.4 Any decision to expand the Academy shall be that of the Trustees (Directors) but who shall have due regard to the views of the Local Governing Body.

## **5.7 Extended Schools and Business Activities**

5.7.1 Whilst the undertaking of any activities which would be described as part of the Academy's 'extended schools agenda' or any activities designed to generate business income, would be the responsibility of the Local Governing Body, this shall only be undertaken in a manner consistent with any policy set by the Trustees (Directors) and having regard to the viability of such activities, the impact on the Academy's activities and any financial implications, such as the threat of taxation in light of the Trust's charitable objectives and any threat to funding provided by the Department of Education.

5.7.2 Any proposed activity which may or shall result in establishing a separate trading Trust shall be reserved to the Trustees (Directors).

## **5.8 Regulatory matters**

5.8.1 The responsibility for the satisfaction and observance of all regulatory and legal matters shall be the Trustees (Directors) but the Local Governing Body shall do all such things as the Trustees (Directors) may specify as being necessary to ensure that the Trust is meeting its legal obligations.

## **6 Operational Matters**

6.1 The Local Governing Body shall comply with the obligations set out in the SET Scheme of Delegation which deals with the day to day operation of the Local Governing Body.

6.2 The Local Governing Body will adopt and will comply with all policies of the Trustees (Directors) communicated to the Local Governing Body from time to time.

6.3 Both the Trustees (Directors) and all Governors of the Local Governing Body have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, honesty and objectivity in the best interests of the Trust and the Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.

6.4 The Local Governing Body will review its policies and practices on a regular basis, having regard to recommendations made by the Trustees (Directors) from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.

6.5 The Local Governing Body shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Trustees (Directors) may require from time to time.

6.6 The Local Governing Body shall submit to any inspections by the Trustees (Directors) and any inspection by Ofsted.

- 6.7 The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Trustees (Directors).
- 6.8 In the event that intervention is either threatened or is carried out by the Department of Education the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under this Scheme of Delegation in such circumstances.

## **7 Conflicts**

7.1 In the event of any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.

## **8 Annual review**

- 8.1 The Scheme of Delegation shall operate in respect of each Academy from the Effective Date.
- 8.2 The Trustees (Directors) will have absolute discretion to review this Scheme of Delegation at least on an annual basis and to alter any provision of it.
- 8.3 In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Trustees (Directors) will have regard to and give due consideration of any views of the Local Governing Bodies.

## **Register of Business and Pecuniary Interests**

The Members and Trustees (Directors) of the Trust, the local governing body and Academy staff have a responsibility to avoid any conflict between their business and personal interests, and the interests of the Academy and the Trust. This obligation is set out clearly in the Academies Financial Handbook.

The Trust and each local governing body is required to maintain a Register of Business and Pecuniary Interests for all Members, Trustees (Directors), governors and senior Academy staff which must be freely available for inspection by the Trust, governors, staff, parents/carers and auditors. This is a statutory requirement.

Relevant interests of Members and Trustees (Directors) are now required to be published on the Trust and Academy website(s).

### **What is the purpose of the Register?**

The Nolan Committee published a report on standards in public life in May 1996. This applies to all public spending bodies including Academy trusts and local governing bodies. The report identified seven principles which should be applied to public life. These are:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

It is considered that one important means by which a SET Board of Trustees (Directors) and Local Governing Body may demonstrate that it is applying these principles is by maintaining a Register of Business and Pecuniary Interests.

### **Who is covered by the requirement?**

The business and pecuniary interests of all members, directors, governors and senior members of staff must be declared. It is considered best practice by the Trust to extend this requirement to those interests of their immediate family and to all Trust and Academy staff.

### **What is deemed to be a business and pecuniary interest?**

The Trust and Academy's register of interests must capture relevant business and pecuniary interests of Members, Trustees (Directors), local governors of academies and senior staff, including:

- Directorships, shareholdings, partnerships and employments with businesses that provide goods or services to the trust;
- Trusteeships and governorships including at other educational institutions and charities irrespective of whether there is a trading relationship with the trust; and
- For each interest: the name of the business, the nature of the business, the nature of the interest, and the date the interest began.

## **What are the responsibilities of the Local Governing Body?**

The Board and local governing body must ensure that the register is complete and kept up to date with any notification of changes and ensure that it is available for inspection by governors, staff, parents and the Trust. In order to ensure that the register is complete and up to date it is required that:

- Nil returns are required from those who have been requested to declare their interests and have none;
- There is a requirement to notify the Trust of any changes in business interests as they occur;
- The completed declarations are returned to the Trust Secretary for storage.

## **What happens if a matter is to be considered by the SET Board of Trustees (Directors) or local governing body in which a person has an interest?**

The person has a duty to disclose the interest at the meeting and withdraw from the meeting whilst the proposed contract or other related matter is being discussed. This should be recorded by the clerk in the minutes.

## Register of Business and Pecuniary Interests

### Selby Educational Trust

#### Register of Business and Pecuniary Interests

In line with guidance from the Academies Financial Handbook the Members, Trustees (Directors) and Local Governors of SET are required to declare and register their business and pecuniary interests. The interests declared should include those of the individual and their close family members. Members of staff are also required to declare such interests.

Interests include (i) Trusteeships, Directorships and employment with businesses or other organisations that provide services to the trust or are closely related to the working of the trust, (ii) trusteeships, directorships and governorships at other educational institutions and charities irrespective of whether there is a trading relationship with the trust, and (iii) for each interest the name of the business, the nature of the business, the nature of the interest, and the date the interest began.

It is the responsibility of the individual to notify the trust if there is a change in their business and pecuniary interests.

#### Name of Member / Trustee (Director) / Local Governor / member of Staff:

\_\_\_\_\_

Name of Business	Nature of Business	Nature of Interest	Date of Appointment or Acquisition	Date of Cessation Of Interest	Date of Entry

I certify that I have declared all beneficial interests which I or any person closely connected with me have with businesses or other organisations which may have dealings with the school.

Signed: ..... Date: .....

**Governor Acknowledgment**

In signing below, you are indicating that you have read and understood the Department of Education Governance Handbook and that you will work within its outlined parameters.

As a Governor of the Local Governing Body for the Academy I will always have the well-being of the pupils and the reputation of the Academy and Selby Educational Trust at heart; I will do all I can to be an ambassador for the Academy, publicly supporting its aims, values and ethos; I will never say or do anything publicly that would embarrass the Academy, the Local Governing Body, Selby Educational Trust, the Head of Academy or staff.

Name ..... Date .....

Signature .....

Academy .....

Please initial and date to indicate that you have received copies of the listed documents or undertaken the listed activities.

<i>Not listed in any specific order</i>	<b>Initial</b>	<b>Date</b>
▪ Visited Academy and met Head of Academy		
▪ Received copy of minutes from most recent Local Governing Body meeting		
▪ Introduced to Chair of Local Governing Body		
▪ Know which committees of the Local Governing Body you will attend		
▪ Received copy of Scheme of Delegation		
▪ Received information about the Trust		
▪ Received a copy of the Academies Financial Handbook		
▪ Read copy of most recent inspection report from Ofsted website		
▪ Received summary of attainment and progress data		
▪ Received lists of Governors of Local Governing Body and committee membership		
▪ Received schedule of Local Governing Body meetings and committee meetings		
▪ Know how to access copies of policies		
▪ Completed copy of governor skills audit		

Please return signed form to the Clerk of the Trust.

A copy of this form will be kept in your individual Governor file. This may be stored electronically.

**Terms of Reference for the Selby Educational Trust (SET)**

**Selby Educational Trust (The Trust)**

**Terms of Reference for the Local Governing Body ('Local Governing Body')**

**Effective Date .....**

Each Academy is accountable to and must serve its community. All children deserve and should expect to receive a high standard of education. Whilst the Trustees (Directors) of the Trust have overall responsibility and ultimate decision making authority for all the work of the Trust, and the standards achieved by the pupils and pupils of the Academies, a Local Governing Body has been set up to ensure the vision of the Trust is fulfilled. The Local Governing Body is focussed on the day to day life of the Academies from which it has responsibility and is there to ensure the staff working in the Academies are supported and challenged, when necessary, and the needs of the pupils and pupils are met.

The Local Governing Body represents the community and is responsible for all engagement with parents, carers and the wider community. The Local Governing Body will assist the Trustees (Directors) in the development of policy and strategy; advising on standards and target setting as well as daily life within the Academy and working with the Trust's CEO and the senior leadership teams in the Academies to secure the long term success of the Academy.

The Local Governing Body shall meet at least once a term.

**Responsibilities**

Responsibilities of Governors are specified within the summary of delegation of decision making authority in the SET Scheme of Delegation.

**Membership**

The role of those serving on the Local Governing Body is an important one, fulfilling the Trust's mission and providing feedback to the Trustees (Directors) of the Trust. Those serving on the Local Governing Body must act independently and in the best interest of the Academies and the Trust, whilst recognising that the Academy is part of a family of schools run by the Trust each with collective responsibility. They will act as ambassadors of the Academies and the Trust and must be able to demonstrate an understanding of the ethos and values of the Trust and a commitment to fulfilling the Trust's mission and objectives for the Academies, using their skills and experience and drawing on specialist skills where required.

Specific skills may be needed if a member of the Local Governing Body is to take responsibility for and lead on a specific area as part of a working party or when invited to serve on any of the Trust's committees looking at finances, audit and risk management, premises, resources, standards and continuous school improvement across the Trust. A regular skills audit will be undertaken and those serving on the Local Governing Body should expect to be able to articulate their contribution to the success of the Academies.

The Local Governing Body will comply with any guidance issued from time to time by the Trust Board as to the composition of the Local Governing Body, the carrying out elections and any other matter affecting the functioning of the Local Governing Body, including the holding of meetings and the removal of Governors. Minutes of all meetings will be sent to the CEO.



The responsibilities of the Local Governing Body are specified in the Decision Matrix within the Scheme of Delegation.

## **Review**

In accordance with best practice, the Local Governing Body will carry out a regular review of the skills and experience available on the board and will seek to develop additional capacity and skills where required. The Trust Board will review these Terms of Reference on a regular basis and will support the work of the Local Governing Body.

## **The General Equality Duty**

The Academies must have due regard to the need to:

- Eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by the Act;
- Advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it;
- Foster good relations between persons who share a relevant protected characteristic and persons who do not share it.

## **Protected characteristics**

- Sex
- Race
- Disability
- Religion or belief
- Sexual orientation
- Gender reassignment
- Pregnancy or maternity

**SELBY EDUCATIONAL TRUST**

**THE AUDIT & RISK COMMITTEE – TERMS OF REFERENCE**

**FOR REVIEW AND APPROVAL BY THE TRUST BOARD – 22<sup>nd</sup> OCTOBER 2021**

**Constitution**

The Trust Board (“the Board”) has resolved to establish an Audit and Risk Committee in accordance with the provisions of Article 6 of the Articles of Association to advise the Board on matters relating to the Trust’s audit arrangements and systems of internal control. This Committee will be subject to the provisions of the Standing Orders of the Trust’s Board and its Committees (to which specific reference should be made) and shall operate in accordance with any requirements of the Education and Skills Funding Agency and any other national funding bodies. It is responsible to the Board.

**Authority**

The Committee is authorised by the Board to:-

- i. investigate any activity within its terms of reference.
- ii. seek any information it requires from the internal audit service, the financial statements auditor, Trustees, Governors, Committees and College employees, plus relevant information from subcontractors and other third parties.
- iii. obtain external professional advice.

NB. The Board must not add to these terms of reference responsibilities that require the Audit Committee to adopt an executive role, or its members to offer professional advice to the Board. The Audit & Risk Committee should seek formal professional opinions from the internal audit service, financial statements auditor or other professional advisers to the Board. Advice should only be given in Committee members' capacity as Trustees and co-optees and only within their terms of reference.

**Membership and quorum**

The Board may co-opt persons to the Committee who are not Trustees. The Committee shall consist of a minimum of 3 and a maximum of 6 members (of whom at least two shall be Trustees and at least one of whom shall have the relevant skills and expertise). The Chair of the Board, and CEO shall not be eligible for membership. The Committee may include employees of the Academy (other than senior postholders and those with executive responsibilities in the Trust at senior level).

50% of members, rounded up represent a quorum, provided that there are a majority of Board members present.

**Chair**

The Chair of the Committee shall be appointed by the Board and will normally be a Trustee to allow effective feedback to the Board. If the Chair is absent from a meeting, the members shall choose one of their number to act as Chair for that meeting.

## Meetings

- i. The Committee shall meet as necessary but normally at least once per term. The Chair or any two members may call a meeting.
- ii. The meetings shall be timely with the work of the Trust's internal audit service and the financial statements auditor.
- iii. Non-members may be invited to attend meetings.
- iv. Other Board members shall not have the right to attend meetings.
- v. The Clerk to the Committee will keep appropriate records of the proceedings.
- vi. The minutes of Committee meetings shall be circulated to all Board members.

## Duties

The duties of the Committee shall include:-

- i. responsibility for monitoring the adequacy and effectiveness of the Trust's systems of internal control (including review of the statement of internal control) and its arrangements for risk management, control and governance processes and for securing economy, efficiency and effectiveness (value for money).
- ii. advising the Board on the appointment, re-appointment, dismissal and remuneration of the financial statements auditor and the internal audit service.
- iii. advising the Board on the scope and objectives of the work of the internal audit service and the financial statements auditor.
- iv. ensuring effective co-ordination between the internal audit service and the financial statements auditor
- v. considering and advising the Board on the audit strategy and annual internal audit plans for the internal audit service.
- vi. advising the Board on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor, and management's responses to these.
- vii. monitoring, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports and the financial statements auditor's management letter.
- viii. considering and advising the Board on relevant reports by the National Audit Office, the Education and Skills Funding Agency (including those from the local provider financial assurance teams) and other funding bodies and, where appropriate, management's response to these.
- ix. establishing, in conjunction with Trust management, relevant annual performance measures and indicators and monitoring the effectiveness of the internal audit service and financial statements auditor through these measures and indicators and deciding, based on this review, whether a competition for price and quality of the audit service is appropriate.
- x. monitoring the Academy's risk management register and advising the Board on its adequacy and effectiveness
- xi. producing an annual report for the Board and accounting officer which should include the Committee's advice on the effectiveness of the Trust's risk management, control and governance processes and any significant matters arising from the work of the internal audit service and the financial statements auditor.
- xii. monitoring and advising the Board on any alleged fraud and irregularity in the Trust's financial and other control systems and ensuring that all allegations of fraud and irregularity are properly followed up.
- xiii. being informed of all additional services undertaken by the internal audit service and the financial statements auditors.
- xiv. recommending the annual financial statements to the Board for approval, to include an annual review/challenge of the accounting policies, areas of judgement, and going concern assumption
- xv. monitoring the effectiveness of the Trust's whistleblowing procedures meeting privately with the Internal and External Auditors, and separately with the Director of Finance at least once a year.

These Terms of Reference were discussed and approved by the Trust Board on 22<sup>nd</sup> October 2021

Signed ..... Chair of Trustees

## **Appendix 12**

### **SELBY EDUCATIONAL TRUST STANDARDS COMMITTEE – TERMS OF REFERENCE FOR BOARD APPROVAL – OCTOBER 2021**

#### **Proposed Terms of Reference for SET Standards Committee**

##### **1 *Membership***

3 members comprising of:

- members of Selby Educational (SET) Board of Trustees (Directors).

The Chair will be appointed by the SET Board of Trustees (Directors).

In addition, a Clerk will be appointed to assist with the administration of the Committee. The CEO, and members of the Executive Team will be required to attend via invitation, along with other staff as the need arises.

##### **2 *Period of Office***

The members of the Committee shall serve for a period of two years, and are eligible for re- election.

Membership shall cease by:

- mutual agreement
- resignation as either a Trust Trustee (Director) or Trust Employee

### **3 Meetings**

The Committee will meet at least three times per year, usually at least two weeks prior to the SET Board meeting.

### **4 Quorum**

At least two members.

### **5 Authority**

The Standards Committee is a Committee of the Board and is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board.

### **6 Purpose**

With regard to the Trust, the Standards Committee is to maintain oversight of:

Monitoring and evaluating pupil achievement and the quality of teaching, ensuring the Trust provides a high quality learning experience and delivers a broad and balanced curriculum in keeping with the Trust's aims, all pupil needs and legal requirements.

### **7 Duties**

The duties of the Standards Committee are to:

- i. Advise the Board of Trustees (Directors) and support the Head of Teaching and Learning in holding Local Governing Body to account on the adequacy and effectiveness of the areas highlighted within the Purpose;
- ii. Report or make recommendations to the Board of Trustees (Directors) on the SEF, the Academy Improvement Plan and the policies allocated to the Local Governing Body Standards Committee;
- iii. take appropriate action on any other relevant matter referred by the Local Governing Body
- iv. the committee will review SEN, Pupil Premium and Covid catch up funding as standing items at every meeting and at each meeting agree additional specific topic areas to be

covered at the following meeting, e.g. school improvement plans in the autumn term

- v. training across the Trust will be a standing item.

## **8 Administration**

The Standards Committee will meet at least once per term, usually at least two weeks in advance of the Board of Trustees (Directors). In addition, the following requirements will be met:

- The Chair of the Standards Committee will be a Trustee (Director) of the Trust
- Any paid staff will have no voting rights and cannot Chair the Committee
- Agendas will be agreed in advance by the Chair of Standards Committee, with all required papers and reports circulated at least five working days in advance of the meeting.

These Terms of Reference were discussed and approved by the Trust Board on 11 October 2021

Signed ..... Chair of Trustees

**SELBY EDUCATIONAL TRUST  
FINANCE COMMITTEE – TERMS OF REFERENCE  
UPDATED AND APPROVED BY SELBY EDUCATIONAL TRUST BOARD –  
MAY 2021**

**Constitution**

The Trust Board hereby resolves to adopt the following terms of reference for the Finance Committee.

**Authority**

The Committee is authorised by the Board to:-

- i. investigate any activity within its terms of reference.
- ii. seek any information it requires from the internal audit service, the financial statements auditor, Trustees, Governors, Committees and College employees, plus relevant information from subcontractors and other third parties.
- iii. obtain external professional advice.
- iv. approve orders over £25,000 but less than £75,000 – all goods/services ordered with a value over £25,000, or for a series of contracts which in total exceed £25,000, must be subject to three written quotations and must be referred to the Finance Committee for formal approval. Orders over £75,000 will be subject to the tendering policy (as per section 10 of the Financial Regulations and Control Policy)NB. The Board must not add to these terms of reference responsibilities that require the Finance Committee to adopt an executive role, or its members to offer professional advice to the Board. The Finance Committee should seek formal professional opinions from the internal audit service, financial statements or other professional advisers to the Board. Advice should only be given in Committee members' capacity as Trustees (Directors) and co-optees and only within their terms of reference.

**Membership and quorum**

The Board may co-opt persons to the Committee who are not Trustees (Directors). The Committee shall consist of a minimum of 3 and a maximum of 6 members (of whom at least two shall be Trustees (Directors) and at least one of whom shall have the relevant skills and expertise). The Chair of the Board and CEO shall not be eligible for membership. The Committee may include employees of the Academy (other than senior postholders and those with executive responsibilities in the Academy at senior level).

50% of members, rounded up represent a quorum, provided that there are a majority of Board members present.

**Chair**

The Chair of the Committee shall be appointed by the Board and will normally be a Trustee (Director) to allow effective feedback to the Board. If the Chair is absent from a meeting, the members shall choose one of their number to act as Chair for that meeting.

**Meetings**

- The Committee shall meet as necessary but normally at least once per term. The Chair or any two members may call a meeting.
- The meetings shall be timely with the work of the Trust's internal audit service and the financial statements auditor.
- Non-members may be invited to attend meetings.
- Other Board members shall not have the right to attend meetings without an invitation.
- The Clerk to the Committee will keep appropriate records of the proceedings.
- The minutes of Committee meetings shall be circulated to all Board members.

**Duties**

The duties of the Committee shall include:-

- 1) To consider any matters relating to finance and assets/liabilities, including making recommendations to the Trust on:

- The annual estimates of income and expenditure
- Capital expenditure requirements including loans
- The financial implications of major building projects, major repairs and renewal projects, acquisitions and disposals of land and buildings
- Major variances of income and expenditure
- Financial forecasts

- 2) To review the audited annual accounts and recommend them for approval to the Trust.
- 3) To receive, at least 3 times a year, a review on financial matters which should include a financial forecast update and a report on any unexpected funding which comes into the Trust which does not form part of the agreed annual operating budget and capital budget
- 4) To monitor and advise the Trust on the solvency of the Trust and Trust Schools and on the safeguarding of its assets
- 5) To monitor the performance of the Trust against budget and key performance indicators
- 6) To ensure adequate Trust Insurance cover is in place
- 7) To keep under regular review the Trust's cash management and borrowing policies, together with its banking arrangements
- 8) To receive reports on virement within the agreed Trust annual budget expenditure
- 9) To authorise items to be disposed of with a book value in excess of £10,000
- 10) To authorise the writing off of bad debts greater than £1,000
- 11) To consider and agree amendments to the Financial Regulations and report to the Trust.
- 12) To review Financial Regulations on an annual basis
- 13) To monitor the reports to the ESFA and adherence to the requirements of the ESFA .
- 14) The Committee will be empowered to act on behalf of the Board of Trust in financial matters requiring urgent consideration, which will be delegated in accordance with clause 105A of the Articles of Government (appendix 1 attached), and the Board will be asked for confirmation via an email resolution or other appropriate means of the financial matter being recommended by the Finance Committee.

These Terms of Reference were discussed and approved by the Trust Board on 18th May 2021

Signed ..... Chair of Trustees



