



# *Ensuring Excellence* Governance Charter

## Introduction to this Document

This document brings together all the different aspects of the governance arrangements in our trust, describing processes, responsibilities, delegations, and terms of reference all in one place. It describes how we put our values into practice in the interests of the young people we serve.

## Introduction to the Trust

Our Trust is an educational charity that is **one** trust serving **one** pupil body with **one** professional staff body governed with **one** governance structure **described in this Charter**.

Our Trust achieves this by putting its values into practice in three main areas:

- **Community Schooling:** The delivery of an excellent and inspiring education in schools that are at the heart of their communities
- **Ensuring Excellence:** A culture of relentless determination to ensure excellence and aspiration in all that we do
- **Likemindedness:** A fiercely loyal family of schools where all our achievements are collective and our capacity for school improvement is developed and grown in our schools

This will ensure all our young people achieve excellence in three main areas:

- **Academic Achievement**
- **Personal Achievement**
- **Social Achievement**

Our trust believes in a decentralized approach to the improvement of our schools and ensuring the capacity for growth, school improvement and cultural development sits in our schools. When a new school joins our trust regardless of its OFSTED grade, it increases our trust's capacity by bringing with it more talented staff, pupils with enormous potential, governors, and families. Our trust provides the structure, systems, and governance arrangements to ensure school to school support is effective.

*"...you can mandate adequacy, but you can't mandate greatness, it has to be unleashed" - Joel Klein*

# Ensuring Excellent Governance

*A Charter for the governance of Community Academies Trust.*

Community Academies Trust is an organisation that relies on a large number of non-executive volunteers supported by an experienced team of staff to act on its behalf. The complexity of our trust linked to its size and significant level of public accountability requires different important elements of governance. All of those staff and volunteers are committed to the Nolan Principles for conduct in public service. They are:

- **Selflessness** - take decisions solely based on the vision and values of the Trust
- **Integrity** - not be compromised in carrying duties by outside organisations or personal interest
- **Objectivity** - remain impartial and ensure choices are made on merit alone
- **Accountability** - be responsible for decisions and actions
- **Openness** - give reasons for actions wherever possible and restrict information only when the wider public interest clearly demands
- **Honesty** - declare any private interests and take steps to resolve any conflicts arising in a way that protects the public interest
- **Leadership** - promote these principles by example

## Rationale

This Charter describes the values of our organisation and describes the rules for its governance. It can be read alongside our trust's articles of association, terms of reference and schemes of delegation. Our governance arrangements are designed to ensure the values that have brought us together are lived in our governance practice.

Our core aim is to deliver effective Community Schooling so that local families are well provided for, and their children thrive at their local school.

Our schools are focused on **Ensuring Excellence** through achieving consistency in 5 main areas:

- **The Power of Education** - Instilling a 'Crucial sense of possibility,' making sure pupils value education, and are motivated to achieve.
- **Living Inclusivity** - Valuing young people as individuals
- **Our Professional Best** - Ensuring excellent behaviour and relationships for learning
- **Education** - Ensuring an excellent curriculum and progress lesson after lesson.
- **Leadership** - Ensuring leadership so that our trust is a place where we all grow professionally and that this impacts on pupils' educational progress and experience **"a well led school is well led by many"**

Our schools are **Likeminded** defined as:

- A fundamental belief in young people and an orientation around ensuring they are nurtured and taught so that they achieve excellence personally, socially, and academically.
- A commitment from all involved in our work to the moral imperative of providing the best life chances possible for the next generation.
- A family of schools where all stakeholders are mutually supportive and fiercely loyal
- A family of schools where all are equal partners in our common endeavour to ensure excellence is the norm.
- Trust minded, celebrating all achievements within and beyond the walls of our own schools as well as understanding about who is responsible for providing valuable input to decision making and who has the decision-making responsibility.

- Financially disciplined and compliant with the expectations of our trust including those set by our external regulators.

These values extend to what we aim for in the interests of our Young People

We value three main types of achievement for our young people

**Achievement - Academic:** We believe all young people have the potential to achieve great things. Intelligence can be developed regardless of emotional and social background, given appropriate teaching and bespoke, individualised support. Young people should be encouraged to develop autonomy and understand what to do when they do not know what to do in their learning and to gain inspiration from learning. They should be equipped with a crucial sense of possibility based on a well developed self awareness and ambition - ambition not only for themselves but for the communities in which they live and work.

**Achievement - Personal:** All young people achieve things they can be proud of every day in addition to academic success and outside our school's planned curriculum. We have a vital role in ensuring individuals develop their own talents and interests and have a responsibility to instill in them a sense of pride in who they are and what they achieve. *We must recognise and celebrate these achievements.*

**Achievement - Social:** Excellent relationships for learning are a prerequisite for all other achievements. Relationships that result in mutual respect between young people and all other members of our school community will ensure learning can be fun in a disciplined and caring environment where the highest expectations are the norm.

#### ... and for our staff

All staff (support and teaching) play a crucial role in the education of young people. We all understand how our work has a direct influence on the life chances of the young people in our care. In the same way that we all have a duty of care to them, we have a duty of care to each other and have regard for each other's professional and personal well-being.

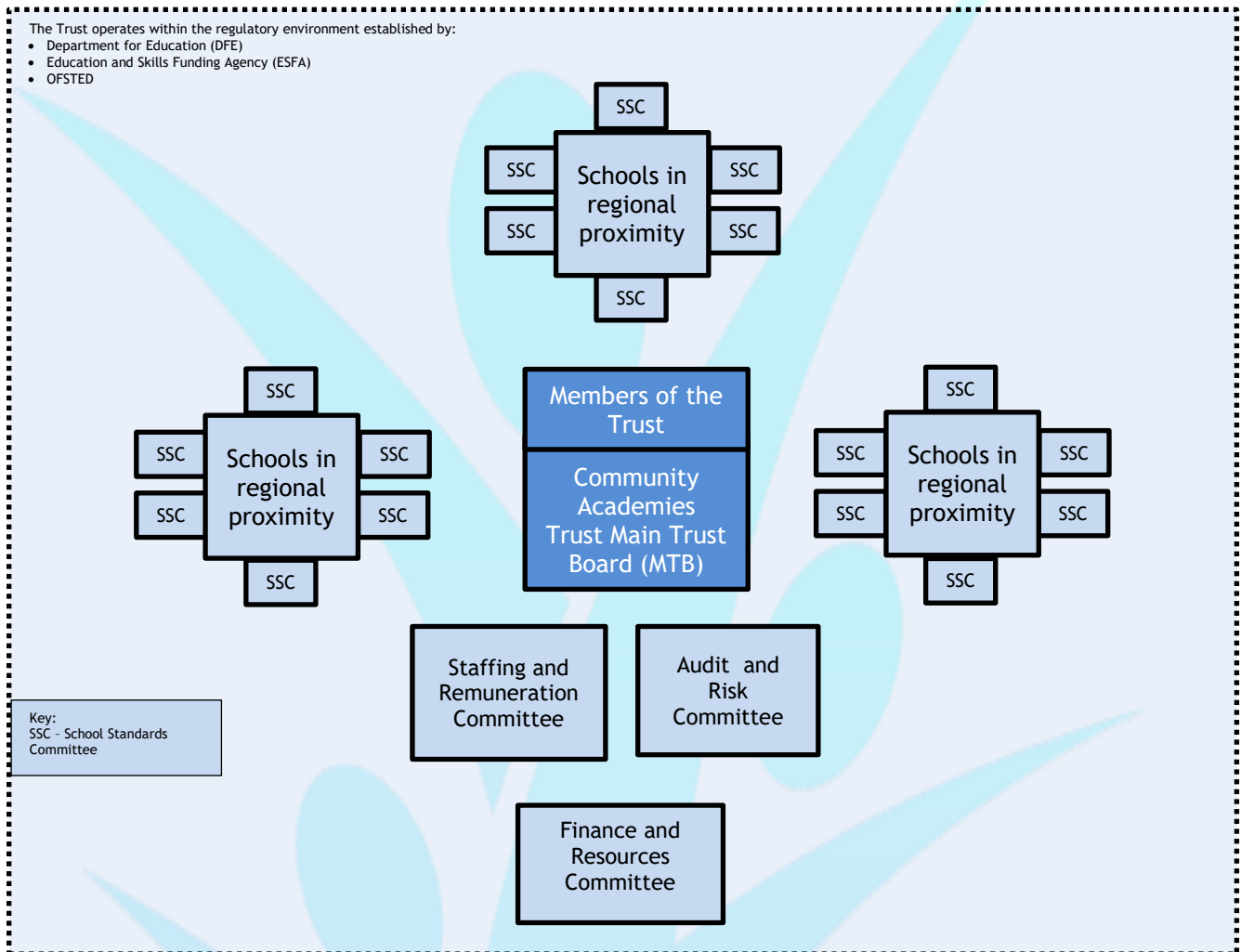
All members of our staff community see themselves as learners. They are empowered to make decisions, be creative and to lead. Mutual respect pervades all relationships, working together to enhance professional learning and practice and collaboration; collegiality and a sense of team identifies how all staff work together. All staff have clarity and certainty about the direction our trust is taking and are working on only a few initiatives at any one time with a sense of how their work is contributing to that direction. Our staff collaborate with each other and are not in competition with each other - they are part of a team that ensures our schools are among the best in the country.

**Effective governance** across our trust is delivered by the following:

- The Members of Community Academies Trust whose role can be described as 'eyes on and hands off'
- The Main Trust Board of Trustees (MTB)
- The School Standards Committees (SSC)
- The Executive Leadership Team (ELT) comprising the CEO and Co Founder, Executive Director for Education and Co Founder, Executive Director (Finance and Operations)

Our Trust Board has overall responsibility and ultimate decision-making authority for all the work of our trust, including the establishment and maintenance of the schools. The Guardianship of school standards is delegated to the School Standards Committee for each school.

The diagram below represents the governance structure.



## Accountability for Decisions

The Main Trust Board delegates **authority** to ensure effective leadership and governance of the trust and determines the terms of reference for key groups. The key groups are:

- Executive Leadership Team and the Strategic Leadership Team
- School Standards Committees
- Headteachers
- Staffing and Remuneration Committee
- Finance and Resources Committee
- Audit and Risk Committee
- Chair of the Main Trust Board
- Other ad hoc groups such as independent review panels and disciplinary committees

The terms of reference and schemes of delegation provide clarity as to who the decision makers are for different levels of decision.

## Intervention

Our trust is a single multi-site organisation with one group of staff serving one group of students and their families spread throughout its different geographical areas of operation. The Main Trust

Board governs this single organisation and remains ultimately responsible for our trust and the conduct of our family of schools. The operation of the different levels of governance described here are crucial to our success. However, there may be exceptional circumstances where the Main Trust Board might need to intervene and provide structured support to the SSC or withdraw delegated authority from a particular element of governance.

If these circumstances arise, the Main Trust Board and the Executive Leadership Team will work closely with any schools concerned and their governors who would be expected to rapidly implement tried and tested trust strategies.

The Main Trust Board reserves the right to remove any power or responsibility that it has delegated, in particular, in circumstances where serious concerns about the running of the schools are identified. These include:

- Insufficient progress is being made against educational targets (including where intervention by the secretary of state is being considered or carried out)
- There has been a break down in the way the school is managed or governed
- The safeguarding of pupils or staff is threatened, including a breakdown in discipline.

## **Overview of the Key Elements of Governance**

### **Members ('eyes on, hands off')**

Community Academies Trust has 'members' who can be regarded as the gatekeepers of our ethos, values and our constitution. They can change Articles if necessary and have a legal duty to ensure that the charitable object is fulfilled. The members appoint some of our Trustees and can (although rarely do) exercise reserve powers to remove Trustees. The Charitable Objects of our trust are:

1. To advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum or educational institutions which are principally concerned with providing full-time or part-time education for children of compulsory school age who, by reason of illness, exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them or 16 to 19 Academies offering a curriculum appropriate to the needs of its students or schools specially organised to make special educational provision for pupils with Special Educational Needs.
2. Providing recreational and leisure time facilities in the interests of social welfare for the inhabitants of the United Kingdom especially those who have need of such facilities by reason of youth, age, infirmity or disablement, poverty, or social and economic circumstances.

### **The Main Trust Board (MTB) - 'Guardians of Purpose'**

The members of the MTB are Trustees (charity law) and Company Directors (company law) who are registered with Companies House. The MTB is responsible for the management of our trust and individuals take personal responsibility for its actions. The schools are accountable to the MTB for the education received by their pupils and for the public money spent. The Trustees are required to have systems in place so they can assure themselves of the quality, safety, and good practice of the work of our trust.

The role of the Main Trust Board is described as:

- Setting the vision, ethos and strategy for our Trust and its schools

- Establishing the governance structures for our Trust, in keeping with the Articles of Association
- Providing clarity, through the published Terms of Reference and Schemes of Delegation, of the level at which the following governance functions are exercised:
  - Determining each individual School's vision, ethos, and strategic direction
  - Recruiting each School's Headteacher
  - Appraisal of each School's Headteacher
  - Determining Human Resources policy and practice including the professional development of our staff
  - Engaging with the Schools' communities, parents, pupils, and staff
- Setting the level at which the SSCs will have authority and accountability through the schemes of delegation
- Contributing to developing collaborative relationships beyond our Trust
- Ensuring that there is a strong and effective executive leadership structure and personnel in place across the Trust
- Overview and scrutiny of our schools' education performance
- Overview and scrutiny of our trust's financial capability and management systems to ensure compliance with The Academy Trust Handbook, delivering best value for money
- Ensuring senior leaders throughout our Trust are challenged and supported to improve the education of pupils
- Developing the trustees to ensure that the MTB has the capacity, skills and succession plans to have a positive impact on outcomes for pupils.
- To hold the CEO to account
- Overseeing financial performance of our trust and ensuring public money is well spent.

The Main Trust Board sets Trust-wide policy and carries out a regular skills audit of its Trustees. Where key skills are missing on the Board, expertise is identified to support the challenge and scrutiny of specialist areas.

The Main Trust Board asks a range of sub committees to act on its behalf. These include all the School Standards Committees. There is also a Staffing and Remuneration committee, a Finance and Resources committee and an Audit and Risk committee which report to the Main Trust Board. In between meetings trustees give the Chair of the Main Trust Board powers to act when necessary and receives reports on any actions taken by the Chair at the next main trust board meeting.

### School Standards Committees (SSCs) - 'Guardians of Standards'

The responsibilities delegated to the School Standards Committees are described in their Terms of References included in this charter and in our Schemes of Delegation. In essence the role of the SSCs is to act on behalf of the Main Trust Board as *Guardians of Standards* where as far as possible all their actions are focussed on ensuring the highest standards of educational provision in the school they govern. In broad terms the duties of the SSC are summarised as:

- To contribute to and fulfil the vision and ethos of Community Academies Trust as far as it relates to the school.
- To implement and review the strategic plan for the school.
- To promote the benefits of collaboration and actively work with others.
- To develop positive relationships with the school's community.
- To engage fully and openly with any inspection of the school by OFSTED or any other public body to whom the school is accountable.
- To engage fully and openly with any evaluative activities led by the Main Trust Board including peer reviews and safeguarding reviews.
- To ensure that pupils and parents have a voice in the running and improvement of the school.

To hold the school's leadership to account for the standards achieved by the school

For the purposes of these committees, “standards” are defined as everything Ofsted Inspects. A summary includes the following:

- Quality of Education (intent, implementation, impact (including “Expected standard at KS2, KS1-2 progress, Progress 8, EBACC, Progress KS 4to5, attainment at KS1, Phonics, in year attainment assessments)
- Behaviours and Attitudes
- Personal Development
- Leadership and Management
  - Training of school staff
  - Engagement with community
  - Management of staff workload and protecting staff from bullying and harassment
  - Staff wellbeing
  - Ensuring resources are managed well and impactful
  - Statutory Duties including
    - Equalities
    - Prevent
    - Safeguarding culture and safer recruitment (nb demarcations do not apply; all adults have a duty to keep children safe and if governance and scrutiny takes discussions beyond “standards” then we must all continue that accountability journey).
- Early Years, Foundation Stage
- Post 16

### **Education Advisory Boards (EAB) - Rapid School improvement and intervention**

Where a school is subject to intervention the responsibility for the governance of the school is delegated to a new task orientated governing body known as an Education Advisory Board. The EAB’s primary role is:

- To support the rapid turnaround of the school
- Establish a new School (for example a Free School)
- Facilitate the establishment of a School Standards Committee to whom delegated responsibility can be given.

The EAB is established by the MTB and may be appointed before a school joins our trust family in order to support its conversion into our trust or the opening of a new school ahead of handover. The EAB shall normally meet at least twice a term, although this varies depending upon the needs of the school.

The EAB will ensure that the strategic plan for the school is being implemented and will direct and advise on the development and review of the plan using our trust’s school improvement model as a point of reference. The EAB will be accountable to the Main Trust Board and to the Executive Leaders on progress, recommending further action, as necessary.

### **Executive Leadership Team (ELT)**

The Community Academies Trust ELT is charged with the management of the Trust. It focuses on the operations and educational performance of the schools. The ELT comprises the CEO, Executive Director (Education) and the Executive Director (Finance and Operations). It works directly with the staff in each school and supports the School Standards Committees (SSC) to ensure the required outcomes are achieved in accordance with the direction and vision of the Trust board. The ELT routinely attend main trust board meetings.

## Composition of Governance Elements

### Members

- As per the register of members

### Main Trust Board - Guardians of Purpose

- Up to 6 trustees appointed by the members
- Any others co-opted by the Trustees collectively

### School Standards Committees - Guardians of Standards

#### Primary Schools

- 1 elected Staff governor
- 2 elected parent governors
- up to 6 community governors appointed by the Main Trust Board

#### Secondary Schools

- 1 elected non-teaching staff governor
- 1 elected teaching staff governor
- 2 elected parent governors
- up to 9 community governors appointed by the Main Trust Board

### Education Advisory Boards

Membership of the EAB is flexible, however members of the EAB usually include colleagues from the school's local community, trust employees, trustees, and governors from elsewhere in the Trust. All members of the EAB are appointed by the MTB and often under the Chair's power to act as timings do not usually coincide with a meeting of the MTB. They will ensure the members have the capacity and skills to work intensively within the school. EAB members must:

- Demonstrate an understanding of the ethos and values of our trust
- Commit to fulfilling our trust's objectives for the school, drawing on specialist skills where required.

There is no limit on the numbers expected to serve on the EAB, however it will be kept as small as possible so that it can deliver its objectives effectively. At least one member of the EAB will be from the ELT and the chair of the EAB will normally be a member of the local community and an appointed community governor.



## Appendix 1 - Terms of Reference for a School Standards Committee



### ENSURING EXCELLENCE

#### TERMS OF REFERENCE FOR THE SUBCOMMITTEE OF THE MTB KNOWN AS SCHOOL STANDARDS COMMITTEE (SSC) *Guardians of Standards*

The role of our SSCs is to act on behalf of the Main Trust Board as ‘Guardians of Standards’ where as far as possible all their actions are focussed on ensuring the highest standards of educational provision in the school they govern.

#### 1. INTRODUCTION

- 1.1 As a charity and company limited by guarantee, Community Academies Trust (the “Trust”) is governed by a Main Trust Board (the “Trustees”) which has overall responsibility and ultimate decision-making authority for all the work of the Trust, including establishing and running schools that comprise the Trust. Throughout this document, words importing the masculine gender only shall include the feminine.
- 1.2 In order to assist with the discharge of their responsibilities, the Trustees have established a subcommittee known as the School Standards Committee (“SSC”) in each of the Schools except those schools which are subject to intervention where Trustees appoint an EAB. The SSC is a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of our Trust (the “Articles”).
- 1.3 The Trustees may review these terms of reference at any time but shall review them at least annually.
- 1.4 These terms of reference may only be amended by the Main Trust Board.

#### 2. CONSTITUTION OF THE SSC

##### Governors of the SSC

- 2.1 Members of the SSC shall be known as “governors.”
- 2.2 The Trustees have the right to appoint such persons to the SSC as they shall determine from time to time.
- 2.3 Subject to clause 2.2, the governorship of the SSC shall be comprised as follows

##### Primary Schools

- a) 1 staff governor elected in accordance with clauses 2.4 - 2.5;
- b) 2 parent governors elected in accordance with clauses 2.6 - 2.10;
- c) up to 6 community governors appointed by the Trustees in accordance with clauses 2.11 - 2.12.

##### Secondary Schools

- a) 1 non- teaching staff governor elected in accordance with clauses 2.4 - 2.5;
- b) 1 teaching staff governor elected in accordance with clauses 2.4 - 2.5
- c) 2 parent governors elected in accordance with clauses 2.6 - 2.10;

- d) up to 9 community governors appointed by the Trustees in accordance with clauses 2.11 - 2.12.

### **Appointment of governors**

#### *Staff governors*

- 2.4 The Trustees shall invite nominations from all staff employed under a contract of employment with the trust and, where there are any contested posts, shall hold an election by a secret ballot.
- 2.5 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 Trustees. The Trustees delegate the running of the election to the SSC.

#### *Parent governors*

- 2.6 Parent members of the SSC are elected by parents of registered pupils at the School. They must be a parent of, or have parental responsibility for, a pupil at the School at the time when he is elected.
- 2.7 A person is disqualified from election or appointment as a parent governor of a school if the person is paid to work at the school.
- 2.8 The Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent governors. The Trustees delegate the running of the election to the SSC.
- 2.9 Where a vacancy for a parent governor is required to be filled by election, the Trustees shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the School is informed of the vacancy and that it is required to be filled by election, informed that they are entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 2.10 Any election of persons who are to be the parent governors which is contested shall be held by secret ballot. The arrangements made for the election of the parent governors shall provide for every person who is entitled to vote in the election to have an opportunity to do so electronically, by post or, if they prefer, by having their ballot paper returned to the School by a registered pupil at the School.
- 2.11 Where the number of parents standing for election is less than the number of vacancies, the Trustees may appoint a person who is the parent of a registered pupil at the School or, where it is not reasonably practical to do so, a person who is the parent of a registered pupil of another School run by the Trust.

#### *Community governors*

- 2.12 Community governors of the SSC shall be appointed by the Trustees. The Trustees may delegate the appointment to the SSC having assured itself that the agreed procedures will be followed. In this instance all appointments are subject to ratification by the MTB. They must be:
- a) a person who lives or works in the community served by the School;
  - b) a person who, in the opinion of the Trustees, is committed to the governance and success of the School.

2.13 The Trustees may not appoint an employee of the Trust who works at the school as a community governor of that school.

#### **Term of office**

2.14 The term of office for any governor shall be 4 years.

2.15 Subject to remaining eligible to be a particular type of governor, any person may be re-appointed or re-elected to the SSC.

#### **Resignation and removal**

2.16 A person serving on the SSC shall cease to hold office if:

- a) they resign their office by giving notice in writing to the governance professional of the SSC;
- b) the Trustees terminate the appointment of a governor whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust or the School.

2.17 For the avoidance of doubt, a parent governor shall not automatically cease to hold office solely by reason of their child ceasing to be a pupil at the School.

#### **Disqualification of governors of the SSC**

2.18 A person shall be disqualified from serving on the SSC if he would not be able to serve as a Director in accordance with Articles 68-80 of the Articles.

#### **Appointment and removal of Chair and Vice Chair**

2.19 The Chair and Vice Chair of the SSC shall be elected by members of the SSC. They may be removed from office by the Trustees at any time. An employee of the trust may not be appointed Chair or Vice-Chair of the SSC.

2.20 The term of office of the Chair and Vice Chair shall be 2 years. Subject to remaining eligible to be a governor, any governor may be re-appointed as Chair or Vice Chair of the SSC.

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

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

2.22 The Chair of the SSC will act as chair for the purpose of any meeting of the SSC.

2.23 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice Chair shall act as the chair for the purposes of the meeting. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, the governors of the SSC shall elect one of their number to act as chair for the purposes of that meeting.

## **Committees**

- 2.24 The SSC will not normally establish any sub committees. Subject to the prior agreement of the Trustees, the SSC may establish subcommittees who may include individuals who are not members of the SSC, provided that such individuals are in a minority.

## **Delegation**

- 2.25 The SSC may delegate to a subcommittee, or any person serving on the SSC , such of their powers or functions as they consider desirable. Any such delegation may be made subject to any conditions either the Trustees or the SSC may impose and may be revoked or altered. The person or subcommittee shall report to the SSC in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the SSC immediately following the taking of the action or the making of the decision.

## **3. PROCEEDINGS OF THE SSC**

### **Meetings**

- 3.1 The SSC shall meet at least once in every half term and shall hold such other meetings as may be necessary.
- 3.2 Meetings of the SSC shall be convened by the governance professional to the SSC, who shall send the governors written notice of the meeting and a copy of the agenda with supporting papers at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as he thinks fit.
- 3.3 Any governor shall be able to participate in meetings of the governors by telephone or electronic means provided that he has given reasonable notice to the governance professional of the SSC and that the governors have access to the appropriate equipment.
- 3.4 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 or any defect in the election, appointment or nomination of any person serving on the SSC.

### **Quorum**

- 3.5 The quorum for a meeting of the SSC, and any vote on any matter at such a meeting, shall be any three of the governors of the SSC, or, where greater, any one third (rounded up to a whole number) of the total number of governors of the SSC at the date of the meeting, which must include at least one governor appointed by the Trust.

### **Voting**

- 3.6 Every matter to be decided at a meeting of the SSC shall be determined by a majority of the votes of the governors present and entitled to vote on the matter. Every governor shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote. A governor may not vote by proxy.
- 3.7 Any governor who is also an employee of the Trust shall withdraw from that part of any meeting of the SSC at which his remuneration, performance, conditions of service, promotion, conduct, suspension, dismissal, or retirement are to be considered.

- 3.8 A resolution in writing, signed by all the governors shall be valid and effective as if it had been passed at a meeting of the governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the governors.

### **Conflicts of Interest**

- 3.9 Any governor who has or may have any direct or indirect duty or pecuniary interest which conflicts or may conflict with his duties as a governor of the SSC shall disclose that fact to the SSC as soon as he becomes aware of it. This should be reviewed periodically, and any changes should be declared at that time. A person must absent themselves from any discussions of the SSC in which it is possible that a conflict will arise between their duty to act solely in the interests of the School and any duty or personal interest (including but not limited to any pecuniary interest).
- 3.10 A governor of the SSC has a pecuniary interest if they, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as their partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the School.

### **Minutes of meetings**

- 3.11 At every meeting of the SSC the minutes of the last meeting shall be taken as an early agenda item and, if agreed to be accurate, shall be signed by the Chair as a true record.
- 3.12 Matters arising from the previous minutes shall be considered at each meeting
- 3.12 The governance professional to the SSC shall ensure that a copy of the agenda for every meeting of the governors, the draft minutes of every such 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, submitted to the Company Secretary of the Trust. This should happen as soon as they have been drafted and within at least four weeks.

## **4. DELEGATED POWERS**

The powers delegated to the SSC are described in our trust's Schemes of Delegation

- 4.1 The SSC shall be required to take part in self-review at least annually, and is accountable for meeting his own training and development needs. It is a governor's responsibility to consider if, and raise any concerns where, they feel that appropriate training and development is not being provided.
- 4.2 Governors shall be expected to report to the Trust against KPIs which have been set for the school and provide such data and information regarding the business of the School and the pupils attending the School as the Trustees may require from time to time. Governors shall be expected to agree and update a classification for their School in line with our trust's policy in this area every half term.
- 4.3 For the avoidance of doubt, where a power is not expressly delegated to any SSC, it will be deemed to have been retained by the MTB. The Schemes of Delegation may be reviewed by

the Trustees at any time but shall be reviewed at least annually. Trustees reserve the right to remove or alter any delegation at any time.

### **Delegation to Headteacher of the School**

Subject to the responsibilities of the SSC and the policy statements of the Trust, the Headteacher of the School shall be responsible to the SSC for the decisions and actions described in our trust's Schemes of Delegation.

## Appendix 2 - Terms of Reference for an Education Advisory Board



### ENSURING EXCELLENCE

#### TERMS OF REFERENCE FOR THE SUBCOMMITTEE OF THE MTB KNOWN AS Education Advisory Board (EAB) *Guardians of Standards*

The EAB's primary role is to:

- Support the rapid turnaround of the School
- Establish a new School - for example, a Free School pre-opening and immediately post opening
- Govern a new school into our trust - for example governing a sponsor project during the transfer and diligence processes
- Establish a new SSC to whom delegated responsibility can be given.

The EAB will ensure that the Strategic Plan for the school is being implemented and will advise on the development and review of the Plan, focussing on the key areas of action, identified in any Sponsor's statement of action and normally with reference to our trust School Improvement Model

The EAB shall meet at least twice a term, more if necessary.

The EAB will report to our Main Trust board and on progress, recommending further action, as necessary.

#### 1. INTRODUCTION

- 1.1 As a charity and company limited by guarantee, Community Academies Trust (the "Trust") is governed by a Main Trust Board (the "Trustees") who have overall responsibility and ultimate decision making authority for all the work of the Trust, including establishing and running of the schools that comprise our trust. Throughout this document, words importing the masculine gender only shall include the feminine.
- 1.2 In order to assist with the discharge of their responsibilities, the Trustees can establish a subcommittee known as the Education Advisory ("EAB") in each of the Schools that are subject to intervention. The EAB shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of our trust (the "Articles").
- 1.3 The Trustees may review these terms of reference at any time but shall review them at least annually.
- 1.4 These terms of reference may only be amended by the Board of Trustees.

#### 2. CONSTITUTION OF THE EAB

- 2.1 Members of the EAB shall be known as "EAB Members."

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

2.3 Subject to clause 2.2, the governorship of the EAB shall be comprised as follows

**All Schools**

- d) Up to 3 Members of the ELT
- e) Up to 9 community governors which can include:
  - a. Representation of the local community
  - b. Expert governors from elsewhere in our trust
  - c. Professionals employed elsewhere within our trust (e.g. Other Headteachers/SLT, Central Team staff)

**Appointment of EAB Members**

2.4 All members of the EAB shall be appointed by the Trustees. The Trustees may delegate the appointment to the EAB having assured itself that the agreed procedures will be followed. In this instance all appointments are subject to ratification by the MTB. Community EAB Members must include:

- a) A person who lives or works in the community served by the School.
- b) A person who, in the opinion of the Trustees, is committed to the governance and success of the School.
- c) A person who is expert in governance and can very effectively support and challenge the school leadership to ensure rapid school improvement.

2.5 The Trustees may not appoint an employee of the Trust who works at the school as an EAB Member.

**Term of office**

2.6 The term of office for EAB Members shall be dictated by the progress the school makes. The EAB will determine its length of service with the MTB. This is normally when secure effective school leadership is in place and continued school improvement is assured.

**Resignation and removal**

2.7 A person serving on the EAB shall cease to hold office if:

- a) he resigns his office by giving notice in writing to the governance professional of the EAB;
- b) the Trustees terminate the appointment of a EAB Member whose presence or conduct is deemed by the Trustees, at their sole discretion, not to be in the best interests of the Trust or the School.

**Disqualification of governors of the EAB**

2.8 A person shall be disqualified from serving on the EAB if he would not be able to serve as a Director in accordance with Articles 68-80 of the Articles.

**Appointment and removal of Chair and Vice Chair**

2.9 The Chair and Vice Chair of the EAB shall be appointed by the Trustees and may be removed from office by the Trustees at any time. The Chair will normally be a local community Governor who serves with the intention of Chairing the subsequent SSC. This arrangement can be varied by trustees under advice from the ELT



- 2.10 The term of office of the Chair and Vice Chair shall be the same as the duration of the EAB.
- 2.11 The Chair and Vice Chair may at any time resign his office by giving notice in writing to the Trustees. The Chair or Vice Chair shall cease to hold office if:
- a) he ceases to serve on the EAB;
  - b) in the case of the Vice Chair, he is appointed to fill a vacancy in the office of the Chair.
- 2.12 The Chair of the EAB will act as chair for the purpose of any meeting of the EAB.
- 2.13 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice Chair shall act as the chair for the purposes of the meeting. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, the members of the EAB shall elect one of their number to act as chair for the purposes of that meeting.

### **Committees**

- 2.14 The EAB will not establish any sub committees other than ad hoc for compliance with our trust's policy that requires such a committee.
- 2.15 The EAB may delegate to any person serving on the EAB, the Headteacher or any other holder of an executive office, such of their powers or functions as they consider desirable. Any such delegation may be made subject to any conditions either the Trustees or the EAB may impose and may be revoked or altered. The person shall report to the EAB in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the EAB immediately following the taking of the action or the making of the decision.

## **3. PROCEEDINGS OF THE EAB**

### **Meetings**

- 3.1 The EAB shall meet with the necessary frequency to fulfil its objectives and shall hold such other meetings as may be necessary.
- 3.2 Meetings of the EAB shall be convened by the governance professional to the EAB, who shall send the members of the EAB written notice of the meeting and a copy of the agenda with supporting papers at least two clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair, may waive the need for two days' notice of the meeting and substitute such notice as he thinks fit.
- 3.3 Any member of the EAB shall be able to participate in meetings of the EAB by telephone or video conference provided that he has given reasonable notice to the governance professional of the EAB and that the members of the EAB have access to the appropriate equipment.
- 3.4 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 or any defect in the appointment or nomination of any person serving on the EAB.

## **Quorum**

- 3.5 The quorum for a meeting of the EAB, and any vote on any matter at such a meeting, shall be any three of the members of the EAB, or, where greater, any one third (rounded up to a whole number) of the total number of members of the EAB at the date of the meeting, which must include at least one member of the ELT.

## **Voting**

- 3.6 Every matter to be decided at a meeting of the EAB shall be determined by a majority of the votes of the members of the EAB present and entitled to vote on the matter. Every member shall have one vote. Where there is an equal division of votes, the Chair shall have the casting vote. A member of the EAB may not vote by proxy.

## **Conflicts of Interest**

- 3.7 Any member of the EAB who has or may have any direct or indirect duty or pecuniary interest which conflicts or may conflict with his duties as a member of the EAB shall disclose that fact to the EAB as soon as he becomes aware of it. This should be reviewed periodically, and any changes should be declared at that time. A person must absent himself from any discussions of the EAB in which it is possible that a conflict will arise between his duty to act solely in the interests of the School and any duty or personal interest (including but not limited to any pecuniary interest).
- 3.8 A member of the EAB (excluding Trust employees deployed to the EAB by the Trustees) has a pecuniary interest if he, or any child, stepchild, parent, grandchild, grandparent, brother, sister, or spouse of the EAB member or any person living with the member as his or her partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the School.

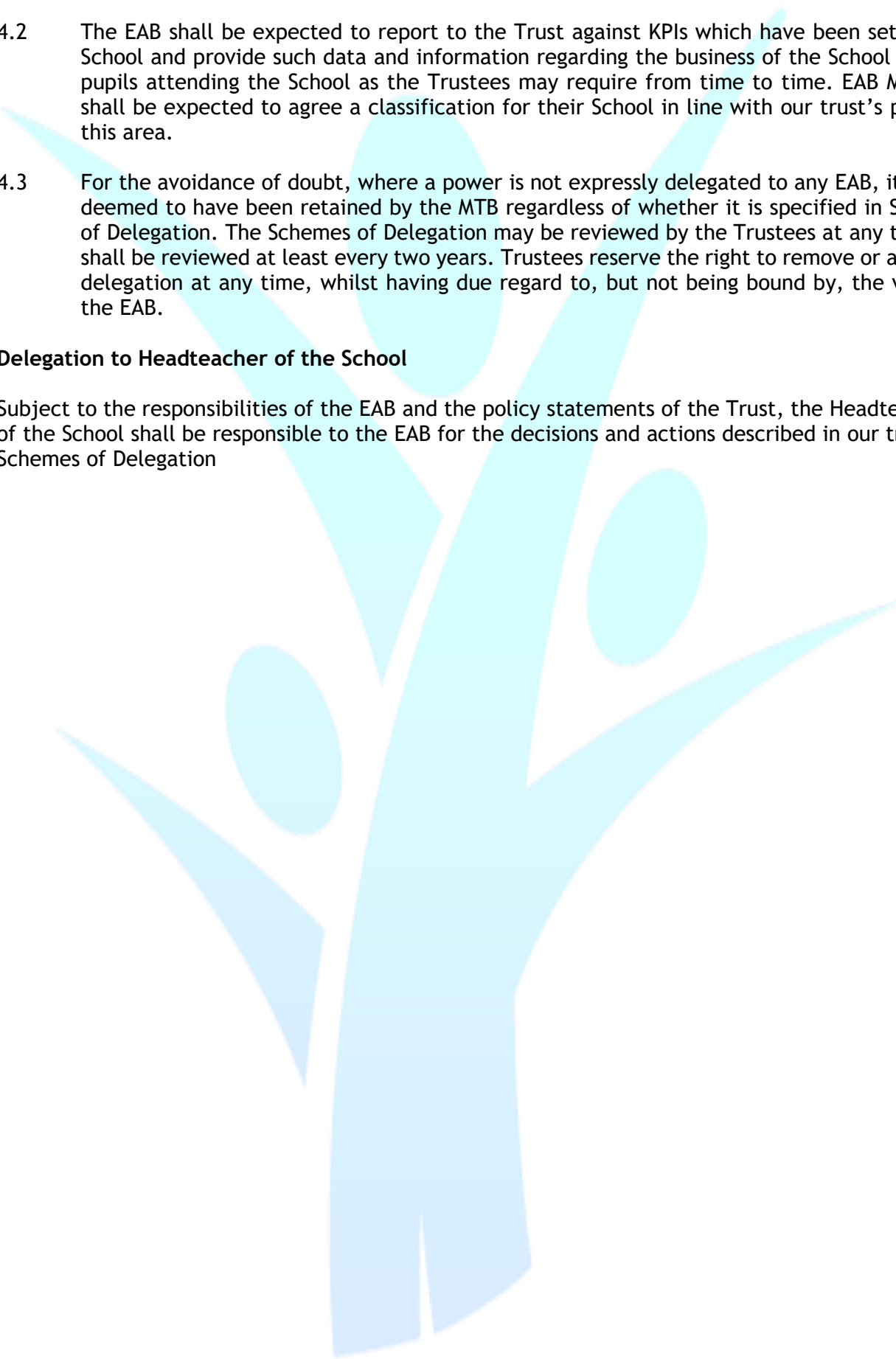
## **Minutes of meetings**

- 3.9 At every meeting of the EAB the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, shall be noted as a true record.
- 3.10 Matters arising from the previous meeting shall be considered at each meeting.
- 3.10 The governance professional to the EAB shall ensure that a copy of the agenda for every meeting of the EAB, the draft minutes of every such meeting, the agreed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, submitted to the Company Secretary of the Trust. This should happen as soon as they have been drafted and within at least four weeks.

## **4. DELEGATED POWERS**

The powers delegated to the EAB are described in our trust's Schemes of Delegation

- 4.1 The EAB is accountable for meeting his own training and development needs. It is a member of the EAB's responsibility to consider if, and raise any concerns where, he feels that appropriate training and development is not being provided.

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- 4.2 The EAB shall be expected to report to the Trust against KPIs which have been set for the School and provide such data and information regarding the business of the School and the pupils attending the School as the Trustees may require from time to time. EAB Members shall be expected to agree a classification for their School in line with our trust's policy in this area.
- 4.3 For the avoidance of doubt, where a power is not expressly delegated to any EAB, it will be deemed to have been retained by the MTB regardless of whether it is specified in Schemes of Delegation. The Schemes of Delegation may be reviewed by the Trustees at any time but shall be reviewed at least every two years. Trustees reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the EAB.

### **Delegation to Headteacher of the School**

Subject to the responsibilities of the EAB and the policy statements of the Trust, the Headteacher of the School shall be responsible to the EAB for the decisions and actions described in our trust's Schemes of Delegation