



GREENWOOD ACADEMIES TRUST

Governance structure and Scheme of Delegation

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GREENWOOD ACADEMIES TRUST

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GREENWOOD ACADEMIES TRUST

SECTION 1 – OUR GOVERNANCE STRUCTURES

1 About Greenwood Academies Trust (GAT)

- 1.1 GAT (or 'the Trust') is a multi-academy Trust which is responsible for operating and maintaining a number of academies in England. The Trust is both a company limited by guarantee and an exempt charity, regulated by the Secretary of State for Education.
- 1.2 The Trust's constitution and objects are set out in its *Memorandum and Articles of Association*. We are also bound by the requirements of our *Master Funding Agreement*, between GAT and the DfE together with each *Supplemental Funding Agreement* that relates to each academy within the Trust. These Funding Agreements have various conditions in relation to the receipt of grant funding from the ESFA, including compliance with the requirements of the *Academy Trust Handbook*. We are also bound by a range of other pieces of government guidance and legislation.
- 1.3 The purpose of this document is to provide operating clarity about the roles, responsibilities, authorities and expectations of those who work within our governance and executive leadership structures. It is subsidiary to the documents described in 1.2 above.
- 1.4 It establishes a clear organisational structure with identified lines of accountability and reporting for all GAT operations. This includes defining the responsibilities of the Trust Board and those delegated to its committees and each person involved in the management and administration of the Trust, in order to avoid the duplication or omission of functions and to provide a framework of accountability for members of the Trust Board and staff.
- 1.5 This document is subject to formal review by the Board of Trustees on an annual basis, although they may review and amend elements of it more frequently if circumstances require it.

2 Our governance and leadership structures

- 2.1 The Trust does not have shareholders, but it does have **Members**, who provide the highest tier of non-executive oversight.
- 2.2 The most important tier of governance is our Board of **Trustees**. Trustees may either be appointed by Members or co-opted onto the Board by other Trustees. They are Trustees for the purposes of charity law and also fulfil the role of appointed Directors in regard to company legislation. A failure to fulfil the requirements of this role may result in an individual being disqualified from serving and, as such, bears significant personal liability. We refer to Trustees throughout this document, rather than Directors.
- 2.3 Trustees are accountable for the performance of the Trust and its academies to the Members, to the Secretary of State and also to the communities served by our

academies. They are required to have systems in place by which they can fulfil the requirements of the documents in 1.2 above, as well as monitoring and scrutinising the work of the executive.

2.4 Trustees also have responsibility for key decision making in respect of aspects of the Trust's operations and are required to act, both collectively and individually, in the best interests of the Trust and its academies. They, along with all those involved in our governance, have a strictly strategic role.

2.5 Trustees may not delegate their accountability for the performance of the Trust, but, in practice, they do delegate the responsibility for many aspects of our operation as outlined below. Trustees then hold to account the bodies and individuals with 'delegated responsibility' on behalf of the Members, the Secretary of State and the communities we serve.

2.6 Trustees delegate responsibility as follows

- to a range of **Trust Board Committees**, each of which consists of a subset of Trustees, may be established either permanently or temporarily and has delegated responsibility for aspects of decision making, monitoring and scrutiny as set out in this document
- to the **Chief Executive Officer** (CEO) who is appointed by the Board and who has delegated responsibility for the day-to-day strategic and operational leadership and management of all aspects of the Trust's activity. The CEO, in turn, delegates responsibility for specific aspects of the Trust's operations to members of the **Executive Leadership Team** (ELT). The CEO also delegates responsibility for the day-to-day management of each academy to the **Principal** of that academy, in line with the provisions described in this document.

2.7 It is important for a multi-academy Trust operating across as wide a geography as GAT to ensure that the voice of its local communities is included within its governance structures. In the past, GAT has required its academies to maintain an Academy Advisory Council (AAC) to fulfil this role. During the course of 2023-24, GAT will be gradually implementing a new system of local governance, with a Regional Governance Committee (RGC) established for each of our geographic hubs, operating alongside a bespoke parental and community engagement strategy for each academy. For the purposes of this document, paragraph 6 below outlines both models, which will be in operation during this academic year and the Terms of Reference for all groups are included in section 4.

3 The role of Members

3.1 Members are the 'guardians' of the Trust and, in some ways, can also be viewed as the 'owners' of the Trust, although, unlike the owners of commercial companies, they do not, of course, take dividends from the Trust.

3.2 The role of Members is set out in the Trust's *Articles*. Their obligations are described in the DfE's *Academy Trust Handbook*. They

- are the subscribers to the Trust's memorandum of association (where they are founding members)
- may adopt and amend the *Articles* subject to any restrictions in the *Articles*, the funding agreement or charity law
- may, in certain circumstances, appoint new Members or remove existing Members

- have powers to appoint and remove Trustees in certain circumstances
- must ensure the objects of the Trust are being met
- appoint the Trust's external auditors
- receive the Trust's audited annual accounts (subject to the Companies Act) and annual report at an Annual General Meeting of the Trust
- may, by special resolution, issue direction to the Trustees to take a specific action
- have power to change the name of the company and, ultimately, wind up the Trust.

3.3 Accordingly, the powers specifically **reserved** by Members within GAT (and, therefore, not delegated at all) are

- to change the name of the Academy Trust
- to change the objects within the *Articles of Association* (which would require Charity Commission and Secretary of State consent)
- to change the structure of the Trust Board
- to amend the *Articles of Association*
- to pass a resolution to wind up the Trust; and
- to appoint and re-appoint the external auditors (save to the extent that the Trustees may make a casual appointment).

3.4 Member meetings are held twice a year. One of the meetings constitutes the formal Annual General Meeting (AGM) of the Trust. Member meetings are quorate if two Members are present.

4 The role of the Trust Board

4.1 Trustees have ultimate accountability and decision-making authority for the work of the Trust and its academies.

4.2 Trustees are accountable to

- the pupils, learners, parents and communities served by our academies
- people employed by, or working in a voluntary capacity as part of, the Trust
- the Members of the Trust, as set out in the *Articles of Association*
- the Secretary of State for Education and the Education and Skills Funding Agency, as set out in the Trust's *Master Funding Agreement*
- various statutory and regulatory bodies, including compliance with the regulations of both company and charity law as set out in the *Articles of Association*.

4.3 Trustees must also comply with the requirements of the Trust's *Articles of Association* and *Master Funding Agreement*, both of which are available to view on GAT's website.

4.4 The remit of the Trust Board is to

- establish the vision, mission and values of the Trust
- ensure the business of the Trust is conducted solely in pursuit of the objects set out in the *Articles of Association*
- safeguard the assets of the Trust
- ensure that financial controls and appropriate financial management is in place in accordance with the provision of the *Academy Trust Handbook*

- set and monitor overall performance objectives for the Trust, especially in regard to educational outcomes and business operations
- establish and monitor the risks to the Trust and ensure that mitigating measures are put in place
- ensure that both the Trust Board and the ELT have the capacity and skill to lead and manage the Trust and that the ELT is appropriately supported and challenged
- delegate authority for the day-to-day operation of the Trust to the CEO and, by extension, to the ELT
- ensure that the Trust is led and managed in accordance with all applicable law.

4.5 GAT's charitable Objects include "to advance for the public benefit education in the United Kingdom, in particular ... by establishing, maintaining, carrying on, managing and developing schools ("the Academies") offering a broad and balanced curriculum." GAT exercises its powers to further these Objects, which in practice means that GAT

- is the employer of all staff in all academies, the central team and its subsidiary companies
- holds or controls all the assets of all the academies and subsidiary companies
- holds and manages the finances for the Trust, including all its academies and subsidiary companies
- enters into all the requisite legal agreements to enable the establishment of its subsidiary companies and the opening and subsequent operation of all academies within the Trust, including funding agreements and leases for land and buildings
- acts as the single Trustee for the Experian Nottingham Academy Fund.

4.6 Trustees must

- act together and in person and not delegate responsibility of the Trust to others
- act strictly in accordance with the *Articles of Association*
- act in the Trust's interests only and without regard to their own private interests
- manage the Trust's affairs prudently
- not take personal benefit from the Trust unless expressly authorised
- take proper professional advice on matters on which they are not themselves competent.

4.7 The Board must appoint annually individuals from among their number to act as Chair and Vice Chair. The Chair and Vice Chair provide leadership to the Trust Board, as detailed in section 7. The Chair and Vice-Chair of the Trust Board are important roles for the Trust and need to be appointed every two (2) years. The process for the election of these posts, and the Chairs of the committees, is outlined in section 7.

4.8 The Scheme of Delegation, Matrix of Key Responsibilities and various Trust policies identify the instances where approval is needed by the Trust Board. In extreme circumstances, and where it is not practical for the Board to meet to make such a decision, the Chair or Vice Chair of the Board has the authority to make the decision on behalf of the Board. When such a delegation is used the decision must be

reported back at the next Board meeting, including the specific reason why it was not practical for the decision to be made by the Board.

- 4.9 All Trustees have an equal voice in meetings and in any necessary voting procedures, although, as provided for in the *Articles*, there may be times when the Chair is required to make a casting vote on some matters.
- 4.10 The Trust Board must assure itself that it has the right balance of skills to be able to carry out its duties, and regularly review those skills in order to establish where any gaps may lie. The Trust Board should also be mindful of succession planning and ensure that Trustees are able to gain a variety of experience by serving on the Board.
- 4.11 The Trust Board must appoint a governance professional who is responsible for ensuring that all meetings of the Trust Board and its committees are well planned in order to fulfil their obligations, conducted in accordance with law and appropriately minuted. The governance professional must also ensure that statutory return deadlines and other legal obligations are met. The minutes of Trust Board meetings must also be made publicly available.
- 4.12 Trustees are also Directors of the Trust as a company, and this is a personal office of responsibility and accountability which cannot be transferred to another individual. However, Trustees may delegate the power to carry out certain elements of the Trust's governance and operations to others, while retaining personal accountability for these elements. The Trust Board must not delegate responsibility for any of the 'reserved matters' detailed below.
- 4.13 As well as being mindful of its legal accountabilities, the Trust Board must ensure that it has mechanisms in place to take account of the views of the Trust's key stakeholders within its decision making. This applies especially, but not exclusively, to the views of pupils and learners, parents, and academy staff members.
- 4.14 The Trust Board, along with all those involved in the Trust's governance, must ensure that individuals avoid any situations in which they have (or could have) a conflict of interest. If such a circumstance arises, the individual must declare the nature and extent of any interest in any matter relating to the Trust and avoid any conflict of interest between that interest and the interests of the Trust.
- 4.15 The powers and responsibilities reserved for the Trust Board (**Scheme of Reservation**) include
 - determining any matter, for which it has delegated or statutory authority, it wishes in full session in accordance with its charitable Objects, statutory powers and *Articles of Association*
 - approval of Tier 1 of the Policy Framework and Financial Regulations and suspension of or amendments to them, including approval of a scheme of delegation of powers from the Trust Board to committees and officers
 - establishment of committees for Finance, Audit and Risk, People, Standards and Curriculum, election of their members and approval and review of their terms of reference and membership on an annual basis
 - establishment of local governance arrangements and approval and review of their terms of reference on an annual basis
 - ratification of urgent decisions taken by the Chair and CEO
 - ratification or otherwise of recommendations by committees that don't have executive powers

- appointment, appraisal, pay review, discipline and dismissal of the CEO
- review and acceptance of the medium-term financial plans
- approval annually of the Trust's business strategy
- approval of the annual budget and review of material changes to it as proposed by the Chief Financial Officer through the year, including future spending priorities
- approval of new academy projects and associated budgets
- recommending to members the appointment and re-appointment of the Trust's external auditor
- approval of the Trust's annual report and statutory accounts (and those of its subsidiary companies)
- receiving the annual management letter(s) and governance report(s) of the external auditor and agreement of proposed action
- approval of the internal audit arrangements for the Trust
- approval of the Trust's risk management policy, strategy, annual risk management plans, processes and procedures, including its risk appetite and tolerance
- continuous appraisal of the affairs of the Trust, its academies and subsidiary companies by means of the provision of reports to the Trust Board as may be required from executive directors, committees and officers of the Trust and external parties
- requiring and receiving the declaration of Trust Board members' interests that may conflict with those of the Trust and determining the extent to which that member may remain involved with the matter under consideration
- ensuring that funds from sponsors are received in accordance with any associated Trust Deed, and are used only for the purposes intended
- ratification of proposals for the acquisition, disposal, or otherwise legal change of use of land and/or buildings
- authorising use of the company seal.

4.16 The Trust Board meets at least three (3) times a year. Trust Board meetings are quorate if three (3) Trustees are present.

4.17 Trustees normally serve up to two (2) terms of office, each of four (4) years. No member of Trust staff is permitted to serve as a Trustee. In exceptional circumstances, such as the ongoing need for specialist expertise or to ensure continuity in a period of substantial change in Trustees, a Trustee might be reappointed for a third term subject to the agreement of a majority of members of the appointing body.

4.18 The Trust has a Code of Conduct and a Code of Practice for the efficient and effective operation of the Trust Board and committee meetings, and this is contained in section 7.

5 The role of Trust Board Committees

5.1 The Trust Board has established four (4) committees to oversee specific areas of its work. The members of these committees are confirmed annually.

5.2 The committees are

- Audit and Risk
- Finance
- People

- Standards and Curriculum.

- 5.3 The Chair and Vice Chair of each committee are elected in accordance with the protocol at section 7. The Chair must be suitably experienced and/ or qualified to undertake the task required.
- 5.4 The Chair of each committee may direct or invite attendance at meetings by any individuals who may be deemed to provide helpful input to the content of the meeting.
- 5.5 Each committee meets three (3) times a year and meetings are quorate if two (2) Trustees are present. Where a vote is necessary, each member has one vote and the Chair may use a casting vote where a vote is split evenly.
- 5.6 Committee minutes are provided to the Trust Board at its next full meeting, and the Chair of the committee is required to provide a short verbal report to the Trust Board.
- 5.7 Committees are authorised by the Trust Board to investigate any activity within their Terms of Reference (ToRs). They are authorised to seek any information they require from any employee and all employees are directed to cooperate with any request made by committees. Committees are authorised by the Board to obtain outside legal or other independent professional advice.
- 5.8 Detailed Terms of Reference (ToRs) for each committee are included in section 4 of this document.
- 5.9 The designated Trustee with responsibility for overseeing our arrangements for safeguarding will be a member of the standards and curriculum committee.
- 5.10 The scheme of delegation, matrix of key responsibilities and various Trust policies identify the instances where approval is needed by a specific committee. In extreme circumstances, and where it is not practical for the committee to meet to make such a decision, the Chair of the relevant committee has the authority to make the decision on behalf of that committee. When such a delegation is used the decision must be reported back at the next committee meeting, including the specific reason why it was not practical for the decision to be made by the committee.

6 The role of local governance

- 6.1 The Trust Board believes that effective local governance is important in ensuring that Trustees are supported to understand how well the Trust and its academies are serving our communities. For several years, it has mandated the establishment of an Academy Advisory Council (AAC) for each of our academies.
- 6.2 These AACs are committees of the Trust Board, which approves their terms of reference. The main responsibilities of the AAC are documented within its Terms of Reference (ToR), as shown in section 4.
- 6.3 Following a consultation during 2022-23, the Trust Board has decided to revise our local governance structures and we will be implementing the changes during the 2023-24 academic year.
- 6.4 We will establish a Regional Governance Committee (RGC) for each of our geographic hubs and a smaller RGC to serve those academies which do not fit neatly into a hub area. The Terms of Reference (ToRs) for each RGC are shown in section 4. While the RGCs are being established, we will continue to ask our academy leaders to maintain an AAC, but this will no longer be a requirement.
- 6.5 Alongside the RGCs, each academy will establish its own detailed strategy for

parental and community engagement. This strategy will include mechanisms for ensuring the voice of parents and the local community inform and support the academy's ongoing improvement.

- 6.6 Anyone with an established role as part of either an RGC or a parental and community engagement strategy is considered to be a part of GAT's overall governance structure.
- 6.7 As we transition to our new arrangements, we will ensure that the GAT websites contain up-to-date details of the arrangements in each area, and we will also ensure that each academy publishes its parental and community engagement strategy on its website.

7 Trust Board assurance – the Internal Scrutiny Team

- 7.1 The Trust has established an internal scrutiny team, and this team has a functional reporting line into the Corporate Affairs Director, with a direct right of access to the Chair of the audit and risk committee and the CEO. The audit and risk committee Chair and the Head of Internal Scrutiny and Risk Management will meet on a sufficiently regular basis to discuss the outcome of assurance work that has been performed.
- 7.2 The role, purpose, responsibilities, authority and access rights of the internal scrutiny team are detailed in the Internal Scrutiny Charter. This is a Tier 1 document within the Policy Framework and Financial Regulations and requires Trust Board approval.
- 7.3 The audit programme provides independent oversight and on-going assurance to the Trust Board, via the audit and risk committee, through an agreed programme of checks centrally and at each academy. This programme is designed annually by the Head of internal scrutiny and risk management in conjunction with senior management, each committee and Trust Board.

8 Executive governance

- 8.1 The Trust Board has delegated many of its responsibilities for day-to-day management to officers of GAT. Day-to-day responsibility for running the Trust is delegated to the CEO. This is detailed in section 5. The CEO may, in turn choose to delegate aspects of this to other executive leaders. The detailed roles and responsibilities of these individuals are not covered in this document, but further detail is contained within their individual job descriptions.

Chief Executive Officer (CEO)

- 8.2 The CEO is ultimately accountable to the Trust Board and, as the Accounting Officer, to the Secretary of State for Education and to Parliament for ensuring that the Trust Board meets its obligations for the proper stewardship and use of the public funds and assets entrusted to it and to perform its functions within the available financial resources and in accordance with relevant Funding Agreements. The *Academy Trust Handbook* sets out the responsibilities of the CEO in this respect.
- 8.3 As noted previously, the day-to-day responsibility for running the Trust is delegated to the CEO. The CEO has overall executive responsibility for the Trust's activities, is responsible to the Trust Board for ensuring that its obligations are met and has overall responsibility for the Trust's system of internal control.
- 8.4 The CEO is also specifically responsible for the approval of any proposals for ensuring the quality, standards, performance and development of teaching and

educational services provided by the Trust and its academies, having regard to any guidance issued by the DfE and relevant professional bodies

- 8.5 The CEO may delegate their detailed responsibilities but remains accountable for the Trust's financial activities and overall system of internal control, including
- ensuring regularity and propriety
 - prudent and economical administration
 - avoidance of waste and extravagance
 - efficient and effective use of available resources
 - the overall organisation, management and staffing of the Trust.
- 8.6 The CEO delegates much of the day-to-day financial responsibility to the Deputy CEO and Chief Financial Officer but the CEO still retains responsibility for
- recommending to the Trust Board the annual budgets and medium-term financial plans
 - ensuring income and expenditure remains within budget for the Trust as a whole
 - approvals as identified as being reserved for CEO in the scheme of delegation
 - ensuring delegated responsibilities are monitored.

Chief Financial Officer

- 8.7 The Chief Financial Officer has overall day-to-day responsibility for the financial management and financial accounting of the Trust, its academies and subsidiary companies, and as such is the Trust Chief Financial Officer (as defined in the *Academy Trust Handbook*). The Chief Financial Officer is the primary point of liaison with the external auditors, works closely with the DCEO and is supported in their role by a central finance team to whom they may delegate responsibilities.

Corporate Affairs Director

- 8.8 The Corporate Affairs Director is the lead governance professional within the Trust and performs the role of a Company Secretary in regard to the governance of the Trust. They are appointed by the Board and fulfil the requirements in relation to governance professionals contained within the *Academy Trust Handbook*. They also oversee the internal scrutiny function on behalf of the Board.



GREENWOOD ACADEMIES TRUST

SECTION 2 – OUR POLICY FRAMEWORK AND FINANCIAL REGULATIONS

The Trust has established a thorough policy framework which sets out our operating procedures in those areas of our work covered by statutory guidance or legislation.

Our Financial Regulations comprise various elements, and it is essential that all staff across the Trust involved in any aspect of finance are familiar and compliant with each element.

Each document within these regulations is subject to a review and approval at least every two (2) years unless a different timeline is separately agreed.

The Policy Framework and Financial Regulations comprise:

Tier 1: Key strategic documents approved by the Trust Board

- Vision, mission and strategic plan
- Annual accounts, annual report and self-evaluation
- Governance structure and scheme of delegation (this document)
- Internal scrutiny charter
- Risk Management policy, strategy and plans
- Admissions arrangements
- Safeguarding policy
- SEN and disability policy
- First aid policy
- Health and safety policy
- Anti-fraud policy
- Whistleblowing policy
- Pay policy

Tier 2: Policy documents

All Trust policies (with the exception of those classified above as Tier 1 documents) will be approved by the most appropriate committee.

Tier 3: Procedures, processes and other operational documents

These will be reviewed and approved by the Executive Leadership Team (ELT).

Significance of the Trust's Policy Framework and Financial Regulations

- 1.1 Academies must develop and maintain sound systems of financial control which conform to the requirements both of propriety and of good financial management. It is essential that these systems operate properly to meet the requirements of the *Master Funding Agreement* and *Supplementary Funding Agreements* for each Academy that have been contractually agreed between Greenwood Academies Trust (GAT) and the Department for Education (DfE).
- 1.2 These Funding Agreements require the Trust and its academies to comply with the principles of financial control outlined in the latest version of the *Academy Trust Handbook*.

- 1.3 The Financial Regulations should be read by all staff throughout the Trust that are involved with financial systems. Should any difficulties arise regarding the interpretation or application of any of the financial regulations then the advice of the DCEO or the Chief Financial Officer must be sought before acting.
- 1.4 If for any reason the *Policy Framework* and *Financial Regulations* are not complied with, full details of the non-compliance and any justification for this and the circumstances around the non-compliance may be reported to the next formal meeting of the audit and risk committee for referring action or ratification. All members of the Trust Board and all staff have a duty to disclose any non-compliance with the Policy Framework and Financial Regulations to the Corporate Affairs Director as soon as possible.
- 1.5 Failure to comply with the Trust's Policy Framework and Financial Regulations is a disciplinary matter that could result in dismissal.

Key standards applying to the Policy Framework and Financial Regulations

The following key standards for financial administration should apply to the Trust, its academies and subsidiary companies:

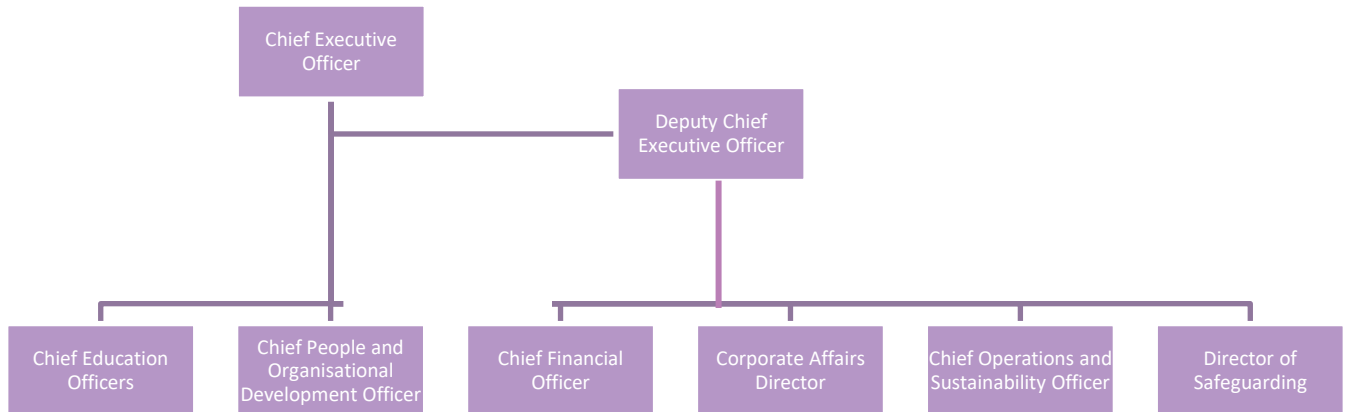
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|---------------------------|---|
| Responsibilities | The responsibilities of all personnel should be clearly defined, documented and allocated. |
| Organisation | There should be a clear organisational structure with identified lines of accountability and reporting for all operations. |
| Control Principles | Financial systems should include adequate controls to ensure transactions will be properly processed and that errors will be prevented or detected promptly. |
| Accounting System | Arrangements should be made to maintain proper accounting records which should be appropriately protected against unauthorised modifications, destruction, disclosure or loss whether by accident or intention. |
| Cash and Banking | The arrangements for cash handling and the operation of bank accounts should be properly controlled and bank balances should be regularly reconciled to accounting records. |
| Payroll | There should be efficient and effective procedures for the administration of personnel matters, including payroll. |
| Purchases | Purchasing activities should be effectively controlled and designed to achieve the best value for money. |
| Income | All income due should be identified and all monies received should be receipted, recorded and banked promptly. |
| Assets | Stock, stores and other assets should be recorded, and adequately safeguarded against loss or theft. |
| Computer Systems | Information held on computer systems should be properly protected, regularly backed-up and access should be restricted to authorised personnel. |

These key standards are expanded upon in the *Academy Trust Handbook* and form the basis for the Financial Regulations.



GREENWOOD ACADEMIES TRUST

SECTION 3 – OUR EXECUTIVE LEADERSHIP TEAM (ELT)





GREENWOOD ACADEMIES TRUST

SECTION 4 – TERMS OF REFERENCE FOR COMMITTEES

Terms of Reference for the Finance Committee

Constitution

The Trust Board hereby resolves to establish a committee of the Trust Board to be known as the Finance Committee.

Membership

The committee shall be appointed by the Trust Board. All members of the committee shall be independent non-executive Trustees and the committee shall consist of not less than three (3) members. Members of the committee should not also be members of the Audit and Risk Committee. A quorum shall be two (2) members.

The Chair of the committee shall be appointed by the Trust Board from amongst the independent non-executive directors. The Chair should have the necessary financial background and/ or qualifications to undertake the role effectively.

Attendance at meetings

The CEO, DCEO, Chief Financial Officer and Chief Operations and Sustainability Officer shall normally attend meetings, or parts thereof, at the invitation of the committee. The Chair of the Trust, other Board members and senior officers may also attend if invited by the committee. The committee has the right to exclude any Executive Director and any other attendees during any part of committee business.

Frequency of Meetings

Meetings shall be held not less than three (3) times a year.

Purpose

The committee is authorised by the Trust Board to

- investigate any activity within its terms of reference
- seek any appropriate information that it requires from any officer within the Trust and all officers are directed to co-operate with any request made.

Responsibilities

The responsibilities of the committee shall be

1. to consider the academies indicative funding, notified annually by the Education and Skills Funding Agency, and to assess the implications for the Trust's academies, drawing any matters of significance or concern to the attention of the Trust Board
2. to contribute to the formulation of the academies development/ business plans, through the consideration of financial priorities and proposals and to review the level and use of revenue and capital reserves
3. to receive and make recommendations on the broad budget headings and areas of

- expenditure to be adopted each year, including the level and use of any contingency fund or balances, ensuring the compatibility of all such proposals with the development priorities set out in the development plan
4. to review and challenge the proposed annual budgets for academies and the central team, and to recommend their approval to the Trust Board
 5. to monitor and review progress against budget throughout the year for each academy and the central team, drawing any matters of concern to the attention of the Trust Board
 6. to approve proposed changes during the year to the initial budget, in line with the authority delegated to the committee under the scheme of delegation
 7. to monitor and review, on a regular basis, procedures for ensuring the effective implementation and operation of financial procedures, for example the implementation of banking arrangements and, where appropriate, to make recommendations for improvement
 8. to approve policies on behalf of the Trust Board, other than those policies reserved for the Trust Board's approval
 9. to receive and review reports from the Chief Operations and Sustainability Officer on the waiver of competitive quotations and tenders, ensuring the waivers have been duly authorised and are justified
 10. to review the strategic risks, and the adequacy and delivery of any mitigating actions, in relation to the areas delegated to the committee
 11. to monitor the performance of Our Learning Cloud and to take decisions in regard to GAT's relationship with OLC as a shareholder on behalf of the GAT Board, specifically
 - to review and approve the proposed annual Business Plan prepared by OLC
 - to ensure an annual performance report is provided to the Trust Board
 - to hold the OLC Board to account for the delivery of the Business Plan
 - to provide authority, on behalf of the Trust Board, for OLC Board to be able to implement any decisions required that are either outside of the those already approved as part of the annual Business Plan or those reserved for GAT's Trust Board in the OLC Governance Charter
 - to advise Trust Board in relation to any proposals or offers made by any third party in relation to investment into OLC
 - to advise GAT's Audit and Risk and Finance Committees in relation to matters involving implications of risk and finance to GAT.
 12. to undertake all other responsibilities delegated to the committee by the Trust Board through the scheme of delegation or specific resolution.

Reporting Procedures

The Chair of the committee shall ensure that minutes are submitted to all members of the Trust Board and are signed at the next meeting to confirm their accuracy.



GREENWOOD ACADEMIES TRUST

Terms of Reference for the Audit and Risk Committee

Constitution

The Trust Board hereby resolves to establish a committee of the Trust Board to be known as the Audit and Risk Committee.

Membership

The committee shall be appointed by the Trust Board. All members of the committee shall be independent non-executive Trustees and shall consist of not less than three (3) members. Members of the committee should not also be members of the Finance Committee. A quorum shall be two (2) members.

The Chair of the committee shall be appointed by the Trust Board from amongst the independent non-executive directors. The Chair should have the necessary background and/or qualifications to undertake the role effectively.

Attendance at meetings

The CEO, DCEO, Corporate Affairs Director and Head of Internal Scrutiny and Risk Management shall normally attend meetings, or parts thereof, at the invitation of the committee. The Chair of the Trust, other Board members, senior officers and a representative of the External Auditor may also attend if invited by the committee. The committee has the right to exclude any Executive Director and any other attendees during any part of committee business. There shall be at least one opportunity each year, if required, for the committee Chair to meet privately with the committee and similarly with the Head of Internal Scrutiny and Risk Management and the External Auditor.

Frequency of Meetings

Meetings shall be held not less than three (3) times a year. The Chair of the Audit and Risk Committee and External Auditors may request a meeting if they consider that one is necessary.

Purpose

The committee is authorised by the Trust Board to

- investigate any activity within its terms of reference
- seek any appropriate information that it requires from any officer within the Trust and all officers are directed to co-operate with any request made
- obtain outside legal or independent professional advice up to a limit of £2,000 in any one year, without reference to the Trust Board and such advisers may attend meetings as necessary.

1. Responsibilities

The responsibilities of the committee shall be:

- to maintain an oversight of the academy Trust's financial, governance, risk management and internal control systems

- to report findings termly and annually to the Trust Board and the accounting officer as a critical element of the Trust's annual reporting requirements.

2. Composition

The membership of the committee will comprise a minimum of three (3) Trustees.

The Accounting Officer and Chief Financial Officer should attend to provide information and participate in discussions.

The Chair of Trustees should not be chair of the Audit and Risk Committee.

A quorum shall consist of two (2) members of the committee.

At least one member of the Audit and Risk Committee should have recent or relevant accountancy, or audit assurance, experience.

Any Trustee may attend a meeting of the Audit and Risk Committee, including those who are not members of the Audit and Risk Committee.

3. Reporting

The Audit and Risk Committee will:

- report back to the Trust Board regularly every term; and
- provide an annual summary report provided by the internal scrutineer and areas reviewed by internal scrutiny covering key findings, recommendations, and conclusions.

4. Coverage

The Audit and Risk Committee will:

- advise the Board on the effectiveness and resources of the external/ internal auditors or scrutineers to provide a basis for their reappointment, dismissal, retendering, or remuneration. Considerations may include
 - the auditor's/ scrutineer's sector expertise
 - their understanding of the Trust and its activities
 - whether the audit process allows issues to be raised on a timely basis at the appropriate level
 - the quality of auditor/ scrutineer comments and recommendations in relation to key areas
 - where relevant, the personal authority, knowledge and integrity of audit partners and their staff to interact effectively with, and robustly challenge, the Trust's managers'
 - the auditor's/ scrutineer's use of technology
 - ensuring there is co-ordination between internal audit/ scrutiny and external audit and any other review bodies that are relevant
 - consideration of the reports of the auditors/ scrutineers and, when appropriate, advise the Trust Board of material control issues.
- encourage a culture within the Trust whereby each individual feels that he or she has a part to play in guarding the probity of the Trust and is able to take any concerns or worries to an appropriate member of the management team or in exceptional circumstances directly to the Board of Trustees
- provide minutes of all audit and risk committee meetings for review at Board meetings.

5. External Audit

The Audit and Risk Committee will:

- review the external auditor's plan each year
- review the annual report and accounts
- review the auditor's findings and actions taken by the Trust's SLT in response to those findings
- produce an annual report of the committee's conclusions to advise the Board of Trustees and Members.

6. Internal scrutiny and risk management

The Audit and Risk Committee will

- take delegated responsibility on behalf of the Board of Trustees for examining and reviewing all systems and methods of control both financial and otherwise including risk analysis and risk management; and for ensuring the Trust is complying with the overall requirements for internal scrutiny, as specified in the *Academy Trust Handbook*
- conduct a regular review of the risk register
- agree an annual programme of internal scrutiny / audit, which is objective and independent, covering systems, controls, transactions, and risks
- advise the Trustees on the adequacy and effectiveness of the Trust's systems of internal control, governance, and risk management processes
- consider the appropriateness of executive action following internal audit/ internal scrutiny reviews and to advise the Board on any additional or alternative steps to be taken; and
- receive updates on issues relating to data protection, freedom of information, complaints, whistleblowing and other compliance-related issues and oversee the Trust's response to these.

Reporting procedures

The Chair of the committee shall ensure that minutes are submitted to all members of the Trust Board and are signed at the next meeting to confirm their accuracy.

The Chair of the committee or, as a minimum, another member of the committee, shall attend the Trust Board meeting at which the annual accounts and financial statements are approved and also the Trust's Annual General Meeting.



GREENWOOD ACADEMIES TRUST

Terms of Reference for the People Committee

Constitution

The Trust Board hereby resolves to establish a committee of the Trust Board to be known as the People Committee.

Membership

The committee shall be appointed by the Trust Board. All members of the committee shall be independent non-executive Trustees and shall consist of not less than three (3) members. The Chair of the Trust Board must be one of its members. A quorum shall be two (2) members.

The Chair of the committee shall be appointed by the Trust Board from amongst the independent non-executive directors. The Chair should have the necessary background and/or qualifications to undertake the role effectively.

Attendance at meetings

The CEO, DCEO, Chief People and Organisational Development Officer and Chief Operations and Sustainability Officer shall normally attend meetings, or parts thereof, at the invitation of the committee. The Chair of the Trust, other Board members and senior officers may also attend if invited by the Committee. The committee has the right to exclude any Executive Director and any other attendees during any part of committee business.

Frequency of meetings

Meetings shall be held not less than three (3) times a year.

Purpose

The committee is authorised by the Trust Board to

- investigate any activity within its terms of reference
- seek any appropriate information that it requires from any officer of the Trust and all officers are directed to co-operate with any request made.

Responsibilities

The committee is responsible for recommendations to the Trust Board on policy, based on the proposals received from the Executive. The committee will challenge the Executive to ensure proposed changes make sense for the Trust as a whole.

The main responsibilities of the committee shall be:

Employee Pay and Performance Development

1. To receive proposals from the Executive with regard to policies for performance development and pay for the academies and the central team, and where required to recommend such policies to the Trust Board for approval.
2. To maintain oversight of performance development and pay awards across the Trust.
3. To monitor and evaluate the performance of the CEO and to recommend

to the Trust Board the remuneration and other employee benefits for the CEO.

4. To review and approve pay and remunerations decisions affecting individuals paid in excess of £100,000 per annum across the Trust.
5. To approve inflationary pay award decisions for implementation across the Trust in line with national recommendations.

Staff Grievance, Discipline, Dismissals and Appeals

1. To receive proposals from the Executive with regard to policies for staff discipline and grievances (including complaints) for the academies and the central team, and where required to recommend such policies to the Trust Board for approval.
2. To consider individual cases that may be delegated to the committee by the Trust Board or that may be required as part of the escalation processes under these policies.
3. To manage such processes on behalf of the Trust Board in relation to the CEO, where such delegation has been made by the Trust Board.

Workforce Strategy

1. To advise on the strategic planning of the Trust's human asset.
2. To receive reports from the Executive and make recommendations to the Trust Board on workforce planning and academy staffing structures.
3. To receive, and comment on, regular reports from the Executive relating to all aspects of the workforce, which may for example include
 - staff absence rates
 - staff turnover rates
 - ratios of staff type, by academy
 - pay analysis, such as average salaries and level of TLRs
4. To review, at least on an annual basis, the staffing establishment for each academy and the central team, ideally in advance of the approval of the annual budget for the following academic year.

Other

1. To review and approve policies that are brought before the committee in relation to the workforce, including but not limited to, remuneration and benefits, recruitment, performance development, capability, discipline, grievance and Trade Unions.
2. To support the Executive in relation to interactions with Trade Unions.
3. To comment on, and input to, the Trust approach with regard to staff training and continuous professional development.
4. To work with the Executive on matters of employment law in order to advise the Trust Board.
5. To review the Trust Health and Safety policy, processes and procedures, and to receive reports on health and safety issues and incidents on behalf of the Trust Board.

6. To review the strategic risks, and the adequacy and delivery of any mitigating actions, in relation to the areas delegated to the committee.

Reporting procedures

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



GREENWOOD ACADEMIES TRUST

Terms of Reference for the Standards and Curriculum Committee

Constitution

The Trust Board hereby resolves to establish a committee of the Trust Board to be known as the Standards and Curriculum Committee.

Membership

The committee shall be appointed by the Trust Board. All members of the committee shall be independent non-executive Trustees and shall consist of not less than three (3) members. A quorum shall be two (2) members.

The Chair of the committee shall be appointed by the Trust Board from amongst the independent non-executive directors. The Chair should have the necessary background and/or qualifications to undertake the role effectively.

Attendance at meetings

The CEO, DCEO, Chief Education Officers and Director of Safeguarding shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Trust, other Board members and senior officers may also attend if invited by the committee. The committee has the right to exclude any Executive Director and any other attendees during any part of committee business.

Frequency of meetings

Meetings shall be held not less than three (3) times a year.

Purpose

The committee is authorised by the Trust Board to

- investigate any activity within its terms of reference
- seek any appropriate information that it requires from any officer within the Trust and all officers shall be directed to co-operate with any request made.

Responsibilities

The responsibilities of the committee shall be as described below.

Reviewing and evaluating performance via Executive reports

1. The performance of individual academies and the Trust as a whole, against agreed Key Performance Indicators (KPIs).
2. The quality of leadership in each individual academy to account for academic performance, quality of SEND provision, quality of teaching and learning, exclusions and pupil attendance.
3. Development plans and progress made against targets of any academy within the Trust that receives an Ofsted judgement that is less than 'good' or is considered a risk.
4. Any Ofsted or DfE Inspection reports.
5. The effective use of pupil and sport premium funding by the Trust as a whole.

6. How any changes to national legislation with regards to curriculum, examinations, SEND and reporting to parents may affect individual academies and the Trust as a whole.
7. Safeguarding arrangements of individual academies and the Trust as a whole.

Policies

8. Receiving and considering revisions to policies which relate directly to the work of this committee.

Other

9. Reviewing or investigating any matters referred to the committee by the Trust Board.
10. Bringing any significant recommendations and matters of concern to the attention of the Trust Board.
11. Reviewing the strategic risks, and the adequacy and delivery of any mitigating actions, in relation to the areas delegated to the committee.

Reporting procedures

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



GREENWOOD ACADEMIES TRUST

Terms of Reference for Regional Governance Committees (RGCs)

Constitution

The Trust Board has resolved to establish a committee of the Trust Board to be known as the Regional Governance Committee (RGC).

One such committee shall be established in each of the geographical hub areas served by the Trust's academies.

These shall be established during the course of 2023-24.

Membership

The committee shall be appointed by the Trust Board. Members of the committee shall not be members of the Trust's staff and the committee shall consist of not less than nine (9) members. A quorum shall be four (4) members. There shall be at least one parent representative from each phase of education served within the geographical area.

The Chair of the committee shall be appointed by the Trust Board.

Attendance at meetings

Both the Trust Board and the executive leadership of the Trust will be represented at meetings, at the invitation of the committee. The committee has the right to exclude any attendee who is not a member of the committee during any part of committee business.

Frequency of meetings

Meetings shall be held as and when required, as determined by the Trust Board, Committee Chair and in conjunction with other committee members. This will be no less than twice per year.

Purpose

The committee is authorised by the Trust Board to

- investigate any activity within its terms of reference
- seek any appropriate information that it requires from any officer within the Trust and all officers are directed to co-operate with any request made.

The RGC will not duplicate the work of our executive leaders and will not, therefore, have a role in challenging the performance of individual academies. Rather, the RGCs will serve to review the overall impact of GAT within each locality and to work with us to ensure we can continue to increase that impact in pursuit of our vision and mission.

Responsibilities

Each RGC will

- review the impact of GAT within their locality by considering the work of our individual academies and the views and experiences of pupils, parents, families and colleagues
- provide evidenced feedback to the Trust Board so that they can triangulate their view of GAT's performance and determine future strategic priorities

- determine ways in which RGC members and others in the locality can better support the work of our academies, including the provision of opportunities to pupils
- identify ways of enhancing GAT's impact on the locality
- identify ways in which partners might respond to community concerns which present via our academies but cannot be solved by GAT alone
- operate as a formal committee of the Trust Board, forming panels as required by statutory guidance to consider matters such as suspensions, exclusions, complaints and admissions appeals.

Reporting procedures

The Chair of the committee shall ensure that minutes are submitted to Corporate Affairs Director who will ensure that a summary is provided to the next Trust Board.



GREENWOOD ACADEMIES TRUST

Terms of Reference for Academy Advisory Councils

Constitution

The Trust Board hereby resolves to establish a number of committees to be known as the Academy Advisory Councils (AACs). AACs are being phased out during 2023-24, but these Terms of Reference will apply where they remain.

In an area where an RGC also exists, these Terms of Reference will be superseded.

Background

The AAC is a small group of individuals representing staff, parents and the local community.

The main purpose of the AAC is to ensure the academy is finding out the views of local stakeholders, including the pupils, parents and staff, listening and responding to them, therefore providing feedback and advice from a parental and community perspective.

To support its work, the Principal will ensure the AAC has an accurate picture of the standards of education it provides, listening and responding to views expressed by members of the AAC to further improve the achievement of pupils within the academy.

The AAC will then ensure that it reports the achievements and key matters for concern to the Trust Board, demonstrating that it is the eyes and ears of the Trust Board at academy level.

Membership

Membership must include

- between two (2) and four (4) members of the community or key representatives of local businesses
- between two (2) and four (4) parents (who at the time of appointment have a child at a GAT Academy)
- up to two (2) members of staff from the academy
- a minimum of five (5) members and a maximum of nine (9), constituted from the above, ensuring that the composition of the board contains more non-members of Trust staff than members.

The members shall appoint a Chair from amongst their number at the first meeting of each academic year, to serve for the following two calendar years, and this Chair should not be an employee from the academy.

The standard term of office shall be three (3) years, and members shall be eligible to put themselves forward for reappointment so long as they continue to meet the above criteria.

An AAC member shall cease to hold office if a majority vote to remove that member is passed at an appropriately convened Trust Board meeting, provided that Trustees consider that this is in the best interests of the Trust.

In exceptional circumstances, e.g. to ensure that the AAC is able to constitute a Disciplinary Committee with sufficient training and experience, and for a limited period only, a member of

GAT Central staff or other suitable individual may take one or more of the above places in order to meet the minimum requirements.

A quorum shall be three (3) members, of which two must be non-staff members.

The Principal will also appoint a Clerk to the AAC. The Trust Governance Manager will provide governance advice and support to the Principal and AAC Clerk.

Attendance at meetings

If the academy Principal cannot attend a particular meeting, then the meeting may need to be rearranged. If the Chair cannot attend, then a non-staff member may chair the meeting.

GAT Trustees are not eligible to be members of AACs, although on occasions Trustees can request to observe meetings or could be invited by the AAC to discuss specific agenda items relating to the Trust. In addition, the Trust Governance Manager may also request to attend any AAC meeting, as part of their responsibilities to ensure effective governance practices are being observed across the Trust.

Frequency of meetings

Meetings shall be held not less than three (3) times a year.

Purpose

To provide a forum for consultation and engagement with community, parental and staff representatives, and a mechanism to ensure the efficient and effective flow of relevant information through to the Trust Board.

To support the Principal from a parental and community perspective in the appropriate day-to-day procedures of the academy (through feedback and advice) and, where appropriate to identify local opportunities to further improve the achievements of pupils within the academy.

To consider and monitor policies in line with the scheme of delegation and provide representation on matters such as some pupil exclusions.

Responsibilities

The responsibilities of the AAC are set out below.

- To receive and consider updates from the Academy Principal on the performance and running of the academy, providing constructive feedback on areas for further improvement.
- To receive information from the Trust when appropriate and consider and debate items that the Trust Board members or Chief Education Officer may request to be on the agenda from time to time.
- To consider and recommend any policies to which the Trust Board has delegated responsibility to the Principal for personalisation or development at academy level.
- To ensure the academy is finding out the views of pupils, parents and staff, considering reports of activities undertaken to determine these and is listening to and responding to them.
- To ensure that any areas of concern about the academy, including those around pupil outcomes, are raised and documented in the minutes so that they can be brought to the attention of the Trust Board, through the Standards and Curriculum Committee.
- To provide representation on matters such as pupil exclusions, in line with powers

delegated by the Trust Board.

- To be proactive in supporting the principal in developing greater links with the local community.

Reporting procedures

The Chair of the Council, through the Clerk, shall ensure that minutes are submitted to all members of the Council and Trust Governance Manager within two weeks of the meeting, and that they are signed at the next meeting to confirm their accuracy.

SECTION 5 – OUR GOVERNANCE SCHEME OF DELEGATION

In the table below, many of the responsibilities assigned to the Trust Board will, in fact, be carried out, according to the Terms of Reference, by a sub-committee. Similarly, the CEO will delegate many of the responsibilities below to other members of the executive.

This Scheme of Delegation should be read alongside our separate Financial Scheme of Delegation, which sets out the parameters for financial decision making within the Trust. Regional Governance Committees (RGCs) will take on the functions ascribed to them as they are established. Our phase-specific improvement frameworks also establish the exceptional circumstances in which the CEO may vary certain academy-level delegations.

| Trust governance level | Trust executive level | Local governance level | Academy executive level |
|---|--|---|---|
| Strategy and leadership | | | |
| <p>Members will</p> <ul style="list-style-type: none"> review the effectiveness of Trust leadership annually <p>The Trust Board will</p> <ul style="list-style-type: none"> set the vision and ethos of the Trust and its academies set the strategic objectives of the Trust determine the Trust’s approach to investment and growth monitor the effectiveness of the Trust in delivering its objectives ensure the Trust Board and ELT are equipped to lead the Trust approve the Trust-wide Scheme of Delegation and Terms of Reference evaluate the effectiveness of Trust governance | <p>The CEO and ELT will</p> <ul style="list-style-type: none"> ensure that activity is designed to meet the strategic objectives of the Trust be accountable for the delivery of Trust-wide objectives determine the executive structure and annual delivery priorities ensure systems are in place to deliver all objectives at Trust and Academy level ensure appropriate procedures are in place to inform an investment and growth strategy (including due diligence) | <p>Executive leaders will</p> <ul style="list-style-type: none"> ensure academy objectives align with Trust expectations monitor the performance of academy Principals and hold them to account <p>The RGC will</p> <ul style="list-style-type: none"> contribute local strategic knowledge to the vision and objectives of the academies monitor the effectiveness of the Trust’s support for academy improvement ensure the needs of the local community are reflected in the Trust’s local operations ensure the RGC has the skillset it needs | <p>The Principal will</p> <ul style="list-style-type: none"> set a local vision, ethos and set of objectives which are in line with the expectations of the Trust ensure that activity is designed to meet these objectives and secure ongoing improvement for the benefit of learners and the community be accountable for the performance of the academy |
| Compliance | | | |
| <p>The Trust Board will</p> <ul style="list-style-type: none"> ensure that there is compliance with the requirements of the <i>Academy Trust Handbook</i> and other relevant guidance and legislation ensure that individual academies are compliant with relevant guidance and legislation ensure appropriate financial controls are in place ensure there is a Trust register of business interests and conflict of interest procedure in place | <p>The CEO and ELT will</p> <ul style="list-style-type: none"> ensure that there are appropriate policies and systems in place to ensure compliance monitor the academy’s compliance with relevant policies and procedures | | <p>The Principal will</p> <ul style="list-style-type: none"> ensure that all aspects of the academy’s operation comply with relevant guidance and policies ensure there is an academy level register of business interests and conflicts of interest procedure in place |
| Curriculum and standards | | | |
| <p>The Trust Board will</p> <ul style="list-style-type: none"> establish an educational vision and ethos agree and monitor educational objectives at Trust and academy level monitor the impact and effectiveness of Trust-wide academy improvement processes | <p>The CEO and ELT will</p> <ul style="list-style-type: none"> determine and monitor educational objectives at Trust and academy level ensure there are appropriate systems in place to enable continuous academy improvement | <p>Executive leaders will</p> <ul style="list-style-type: none"> monitor the delivery of educational objectives at academy level <p>The RGC will</p> <ul style="list-style-type: none"> monitor the local impact and effectiveness of Trust-wide academy improvement processes | <p>The Principal will</p> <ul style="list-style-type: none"> lead the setting of the Academy Improvement Plan (AIP) and appropriate objectives ensure that all activity is designed to deliver continuous improvement ensure that the requirements of the Trust’s educational ethos are met |

| Trust governance level | Trust executive level | Local governance level | Academy executive level |
|--|--|---|---|
| Safeguarding | | | |
| <p>The Trust Board will</p> <ul style="list-style-type: none"> approve the Trust-wide safeguarding policy, ensuring it complies with relevant legislation appoint a lead Trustee for safeguarding monitor the impact of Trust-wide safeguarding activity | <p>The CEO and ELT will</p> <ul style="list-style-type: none"> ensure that the Trust-wide safeguarding policy and activity complies with relevant legislation and best practice ensure that systems are in place to support the effective delivery of safeguarding work monitor the impact of safeguarding work | <p>Executive leaders will</p> <ul style="list-style-type: none"> monitor the impact of safeguarding work within the academy respond to any safeguarding concerns raised about the Principal | <p>The Principal will</p> <ul style="list-style-type: none"> ensure that the principles of the safeguarding policy are complied with and that safeguarding activity is appropriately resourced and embedded appoint an appropriately qualified Designated Safeguarding Lead (DSL) |
| Admissions, exclusions and complaints | | | |
| <p>The Trust Board will</p> <ul style="list-style-type: none"> ensure that our policies in relation to exclusions and complaints are compliant with legislation and guidance set the Trust-wide admissions policy ensure a panel is formed to take decisions as part of our policies in relation to complaints, exclusions and admissions appeals where no RGC is in place | <p>The CEO and ELT will</p> <ul style="list-style-type: none"> ensure that there is regular training in the implementation of statutory policies relating to admissions, exclusions and complaints take on duties as prescribed in the relevant policy for investigating or considering issues lead the commissioning of independent panels in respect of either admissions or exclusions approve all plans for academy growth | <p>Executive leaders will</p> <ul style="list-style-type: none"> support and monitor the application of our policies within the academy support Principals to ensure they are making appropriate decisions in these areas review any proposed changes to local admissions arrangements <p>The RGC will</p> <ul style="list-style-type: none"> form a panel to take decisions as part of our policies in relation to complaints, exclusions and admissions appeals | <p>The Principal will</p> <ul style="list-style-type: none"> ensure that policy is followed in relation to student issues ensure that all staff are aware of their responsibilities within relevant policies review academy admission numbers on an annual basis with a view to ongoing growth where appropriate |
| Inspections and external liaison | | | |
| <p>The Trust Board will</p> <ul style="list-style-type: none"> proactively engage with the Department for Education (DfE), Education and Skills Funding Agency (ESFA) and Ofsted in regard to external views of performance contribute to external reviews as required monitor external views and ensure that action is taken to improve performance where difficulties are cited | <p>The CEO and ELT will</p> <ul style="list-style-type: none"> ensure that our relationships with the DfE, ESFA, Ofsted and others are robust and professional in support of our academy improvement strategy ensure that external views are understood and responded to support any external reviews (e.g. by Ofsted) by contributing a governance perspective | <p>Executive leaders will</p> <ul style="list-style-type: none"> support the Principal in advance of and during external reviews | <p>The Principal will</p> <ul style="list-style-type: none"> ensure that sufficient attention is given to the views of Ofsted and others in determining the academy's objectives |
| Audit | | | |
| <p>Members will</p> <ul style="list-style-type: none"> appoint the Trust's external auditors and receive the annual accounts <p>The Trust Board will</p> <ul style="list-style-type: none"> appoint an appropriately qualified Audit and Risk Committee determine the focus of audit activity and monitor the response to audit reports | <p>The CEO and ELT will</p> <ul style="list-style-type: none"> ensure that an appropriate programme for internal scrutiny is developed and delivered in line with the Audit Charter ensure that audit reports are responded to ensure that appropriate executive audit operations are in place | <p>Executive leaders will</p> <ul style="list-style-type: none"> engage with internal scrutiny processes and monitor the implementation of any action plans which emerge | <p>The Principal will</p> <ul style="list-style-type: none"> ensure that relevant issues within audit reports are addressed |
| Risk | | | |
| <p>The Trust Board will</p> <ul style="list-style-type: none"> monitor the Trust-wide risk register and ensure that risk is being mitigated | <p>The CEO and ELT will</p> <ul style="list-style-type: none"> ensure that risks are appropriately identified and mitigated | <p>Executive leaders will</p> <ul style="list-style-type: none"> monitor the academy level risk register | <p>The Principal will</p> <ul style="list-style-type: none"> ensure that risks are identified and appropriate mitigation put in place |

| Trust governance level | Trust executive level | Local governance level | Academy executive level |
|--|--|--|---|
| Finance | | | |
| <p>The Trust Board will</p> <ul style="list-style-type: none"> • appoint an Accounting Officer and an appropriately qualified CFO • agree the Trust-wide funding model • scrutinise and agree the Trust-wide budget and monitor performance against it • ensure appropriate reserves are held in line with the policy • agree the Trust's financial scheme of delegation and appropriate finance-related policies • approve any extraordinary financial decisions which are outside the scope of the agreed budget in line with the financial scheme of delegation • assure themselves that adequate and appropriate insurance and indemnities are in place | <p>The CEO and ELT will</p> <ul style="list-style-type: none"> • propose a Trust-wide and academy level budget and three-year financial plan which continues to ensure the financial stability of the trust while also allowing academies to thrive • monitor performance against the approved budget during the year and ensure that any required mitigations are in place • ensure that financial objectives are met • ensure that adequate and appropriate insurance and indemnities are in place • ensure appropriate financial procedures and support are in place • ensure that regular management accounts are provided to Trustees and to academy Principals | <p>Executive leaders will</p> <ul style="list-style-type: none"> • provide a service which enables Principals to manage their budget, offers advice on financial matters and provides administrative support for all finance activity • hold the Principal to account for the management of their finances and reserves in line with the approved annual budget and the responsibilities in the Trust's financial policies • monitor the impact of financial decisions on the performance of the academy • monitor the impact of specific government and other grants within the academy | <p>The Principal will</p> <ul style="list-style-type: none"> • be accountable for establishing and managing their budget in line with expectations and meeting the requirements of the reserves policy • ensure that the academy's budget and financial objectives are met • ensure academy level compliance with financial policies • ensure that specific government grants are directed to the areas where they will deliver most impact • ensure that each grant received is spent in accordance with the particular grant conditions • consider opportunities for income generation at academy level |
| Procurement | | | |
| <p>The Trust Board will</p> <ul style="list-style-type: none"> • approve the Trust-wide procurement strategy and monitor its impact on our strategic objectives | <p>The CEO and ELT will</p> <ul style="list-style-type: none"> • ensure that the procurement strategy complies with relevant legislation and guidance and is focused on delivering both value for money and quality for our students | <p>Executive leaders will</p> <ul style="list-style-type: none"> • monitor local procurement decisions and ensure these are made in accordance with policy • support academy leaders to ensure purchases achieve best value for money | <p>The Principal will</p> <ul style="list-style-type: none"> • ensure that the procurement strategy and policy are followed within the academy |
| Assets and premises | | | |
| <p>The Trust Board will</p> <ul style="list-style-type: none"> • approve the Trust-wide asset management strategy • determine any change in the use of assets and approve any disposal or acquisition of land (including permanent closure of any academies) • monitor the impact of the asset management and estates strategy on our strategic objectives | <p>The CEO and ELT will</p> <ul style="list-style-type: none"> • ensure the Trust maintains and keeps under review a fixed asset register • determine a long term estates and asset management strategy for the Trust and for individual academies within it • make applications for grants and other funding which will improve the condition of the Trust's estate | <p>Executive leaders will</p> <ul style="list-style-type: none"> • ensure that academy level estates strategies will continue to support long-term improvement • be responsible for the day-to-day management of the estate and assets, including its upkeep and maintenance and responding to any urgent matters | <p>The Principal will</p> <ul style="list-style-type: none"> • ensure that concerns and matters related to the management of the estate and raised and be responsible for co-ordinating any emergency responses needed • contribute to the determination of a long-term estates strategy for the academy |
| Health and safety | | | |
| <p>The Trust Board will</p> <ul style="list-style-type: none"> • approve the Trust-wide health and safety policy, ensuring it complies with relevant legislation • monitor the impact of Trust-wide health and safety activity | <p>The CEO and ELT will</p> <ul style="list-style-type: none"> • ensure that the Trust-wide health and safety policy and activity complies with relevant legislation and best practice • ensure that systems are in place to support the effective discharge of health and safety obligations • monitor the impact of health and safety work | <p>Executive leaders will</p> <ul style="list-style-type: none"> • monitor the impact of health and safety work within the academy • ensure an effective support service is provided to academies | <p>The Principal will</p> <ul style="list-style-type: none"> • ensure that the principles of the health and safety policy are complied with and that health and safety activity is appropriately resourced and embedded • ensure the academy has a Health and Safety contact |

| Trust governance level | Trust executive level | Local governance level | Academy executive level |
|---|--|---|---|
| HR | | | |
| <p>Members will</p> <ul style="list-style-type: none"> • appoint Member-appointed Trustees <p>The Trust Board will</p> <ul style="list-style-type: none"> • co-opt Trustees if needed • approve the appointment of RGC Chairs • appoint the CEO, CFO and governance professional • establish a vision and ethos for its work as an employer • approve as required all HR-related policies (including Terms and Conditions of Employment) • monitor the impact of pay progression decisions on the achievement of strategic objectives • monitor the impact of our workforce on strategic objectives • determine and approve remuneration for the CEO and those earning over £100,000 per annum | <p>The CEO and ELT will</p> <ul style="list-style-type: none"> • appoint senior leaders (including academy Principals) and lead any processes in respect of those individuals • agree the arrangements for all pay progression and staffing structures based on recommendations from the Principal • ensure that the people culture within the Trust is in line with the vision and ethos • ensure that local governance is properly supported and clerked • form a panel to take decisions as part of our policies in relation to staff grievances and disciplinarys | <p>Executive leaders will</p> <ul style="list-style-type: none"> • monitor academy compliance with HR policies and procedures • ensure an effective support and advice service is provided to academies | <p>The Principal will</p> <ul style="list-style-type: none"> • appoint staff to the academy • ensure that Trust-wide employment policies are implemented within the academy • lead processes relating to staffing structures and pay progression within the academy • ensure that the views of staff, unions and others are taken into account in the work of the academy • ensure the academy has an HR contact |
| Professional development | | | |
| <p>The Trust Board will</p> <ul style="list-style-type: none"> • ensure that there is a programme of mandatory and developmental training for Trustees • set the Trust's approach to performance development and appraisal | <p>The CEO and ELT will</p> <ul style="list-style-type: none"> • ensure there is a high quality professional development offer for all staff which includes both mandatory and developmental training • provide regular opportunities for collaborative learning and development • monitor the performance of staff as part of the professional development process | <p>The RGC will</p> <ul style="list-style-type: none"> • ensure they keep their skills and knowledge up to date by completing mandatory and developmental training | <p>The Principal will</p> <ul style="list-style-type: none"> • ensure that there are opportunities for regular staff development • ensure that mandatory and developmental training is completed • robustly monitor the performance of staff as part of the professional development process |
| Whistleblowing | | | |
| <p>The Trust Board will</p> <ul style="list-style-type: none"> • approve the Trust-wide whistleblowing • ensure that whistleblowing concerns can be raised via the Audit and Risk Committee chair | <p>The CEO and ELT will</p> <ul style="list-style-type: none"> • develop a whistleblowing policy which is in line with legislative and best practice requirements • promote an open and transparent culture for all | <p>Executive leaders will</p> <ul style="list-style-type: none"> • ensure the whistleblowing policy is known about and applied within the academy | <p>The Principal will</p> <ul style="list-style-type: none"> • ensure there is an open and transparent culture within the academy and ensure all staff are aware of the whistleblowing policy and procedures |
| ICT and digital strategy | | | |
| <p>The Trust Board will</p> <ul style="list-style-type: none"> • approve the Trust-wide digital strategy and monitor its impact | <p>The CEO and ELT will</p> <ul style="list-style-type: none"> • ensure that our digital strategy will enable us to function dynamically and our learners to be well prepared for life and work • monitor the implementation and impact of the digital strategy | | <p>The Principal will</p> <ul style="list-style-type: none"> • ensure that digital literacy is emphasised within the curriculum • contribute to Trust-wide thinking on the future of our digital strategy |
| Policies and governance | | | |
| <p>The Trust Board will</p> <ul style="list-style-type: none"> • approve all policies required by statute, legislation or good practice • monitor the impact of Trust-wide policies upon our objectives | <p>The CEO and ELT will</p> <ul style="list-style-type: none"> • ensure that the policy framework provided is legally compliant and supportive to senior leaders within academies | <p>Executive leaders will</p> <ul style="list-style-type: none"> • ensure the smooth functioning of local governance • ensure that all policies are known about and understood | <p>The Principal will</p> <ul style="list-style-type: none"> • ensure that policy frameworks are applied consistently within the academy • develop any localised policy elements or procedures required |

| Trust governance level | Trust executive level | Local governance level | Academy executive level |
|--|--|--|---|
| Data protection | | | |
| The Trust Board will <ul style="list-style-type: none"> approve Trust-wide data protection policies monitor Trust-wide practice in relation to information management | The CEO and ELT will <ul style="list-style-type: none"> appoint a Data Protection Officer ensure that data protection practice is compliant with legislation | Executive leaders will <ul style="list-style-type: none"> provide an effective support and advice service and monitor the application of policy | The Principal will <ul style="list-style-type: none"> ensure that data protection practices within the academy are compliant ensure the academy has a Data Protection Lead |
| Media, communications and marketing | | | |
| Members will <ul style="list-style-type: none"> commission an Annual Report on behalf of all stakeholders The Trust Board will <ul style="list-style-type: none"> be informed of key urgent and critical events and determine our response if within the scope of 'reserved matters' | The CEO and ELT will <ul style="list-style-type: none"> ensure a clear communications strategy is in place manage any day-to-day or urgent communications and reputational matters communicate regularly with all colleagues through agreed channels | Executive leaders will <ul style="list-style-type: none"> support academies to develop their marketing and communications plans and to engage proactively with local stakeholders and media outlets support academies to ensure that they publish all required information | The Principal will <ul style="list-style-type: none"> ensure there is a marketing plan in place proactively communicate with the local media and stakeholders in order to celebrate success ensure that urgent communications or reputational matters are dealt with in liaison with executive leaders |
| Stakeholder engagement | | | |
| The Trust Board will <ul style="list-style-type: none"> ensure that the views of all stakeholders inform their own work and that of the Trust | The CEO and ELT will <ul style="list-style-type: none"> ensure that the views of all stakeholders are regularly canvassed and used to inform practice develop meaningful approaches to reporting to all stakeholders develop meaningful community engagement activities | The RGC will <ul style="list-style-type: none"> monitor the views of local stakeholders and ensure that they inform their work ensure a link to each academy's parental and community engagement strategy is in place Executive leaders will <ul style="list-style-type: none"> ensure that an effective parental and community engagement strategy is in place in each academy | The Principal will <ul style="list-style-type: none"> develop and implement an effective parental and community engagement strategy |
| Equalities | | | |
| The Trust Board will <ul style="list-style-type: none"> ensure that the Trust has due regard to its equalities duties in all aspects of work | The CEO and ELT will <ul style="list-style-type: none"> implement a policy framework which promotes equality and is compliant with statutory duties establish and review corporate equalities duties and objectives as required ensure that individual academy equality plans are monitored | | The Principal will <ul style="list-style-type: none"> determine the academy equality plan and objectives and ensure that due regard is given in all aspects of the academy's work to equalities duties |
| Practicalities | | | |
| The Trust Board will <ul style="list-style-type: none"> ensure that the Trust operates effectively and efficiently | The CEO and ELT will <ul style="list-style-type: none"> agree proposals from Principals in regard to term dates and academy opening hours | Executive leaders will <ul style="list-style-type: none"> monitor the impact of practical arrangements for running the academy | The Principal will <ul style="list-style-type: none"> determine term dates and academy opening hours in line with local practice |

SECTION 6 – OUR FINANCIAL SCHEME OF DELEGATION

Where the table refers to 'Principal', this also applies to roles which may be referred to as 'Co-Principals' or as 'Executive Principals'.

| PROCUREMENT | | | | |
|---|---|-------------------------------|--|--|
| Delegated Duty | All academies | Procurement method | Delegated Authority - Academy | Delegated Authority - Central |
| Authority to approve requisitions/ internal orders for goods, services or works (subject to sufficient approved budget being available, and subject to the additional review processes of the Chief Financial Officer and Education Directors documented in the Finance Policy Manual | Up to £5,000 (primary) and up to £7,500 (secondary and special) | Single written quotation | Budget Holder | Budget Holder |
| | £5,001 (primary) or £7,501 (secondary and special) to £15,000 | | As above plus Finance Manager | Budget Holder |
| Authority to place orders and award contracts to the successful bidder. | £15,001 to £25,000 | 3 written quotes | As above plus Principal or Chief Education Officer | As above plus Academies Finance Manager or relevant Core Director |
| | £25,001 to £50,000 | | As above plus Chief Financial Officer or DCEO | |
| Note: for contracts awarded over £25k, approval is also needed from the Chief Operations and Sustainability Officer before the contract can be awarded, to verify that a compliant process has been followed] | £50,001 to £100,000 | 3 written competitive tenders | In addition: - for £25k to £50k, for Primary Academies Chief Operations and Sustainability Officer to sign off process - for over £50k, Procurement to be managed by Chief Operations and Sustainability Officer | As above plus Chief Financial Officer or DCEO |
| Authority to certify invoices for payment [Note: once receipt of goods/service has been confirmed, authorisation of invoice is only required where invoice value is more than £30 in excess of the original requisition] | £100,001 to £150,000 | | As above plus CEO | As above plus CEO |
| For construction contracts over £25k approval is also required from Chief Operations and Sustainability Officer or Estates Manager, to verify the appropriateness of work performed | £150,001 to £250,000 | | As above plus majority of Finance Committee | As above plus majority of Finance Committee |
| Where approval has been granted for multi-year contracts, no further approval (above the level of CEO) is required in relation to the raising of orders and approval of invoices for costs related to the approved contract period. This is provided that compliance with the Procurement legislation is maintained, and the lifecycle cost was identified within the initial approval. | £250,001 to £1,000,000 | | As above plus majority of Audit Committee | As above plus majority of Audit Committee |
| Retrospective reporting of contracts awarded to be prepared by the Chief Operations and Sustainability Officer to the Finance Committee (for contract values between £25k and £150k) or Trust Board (for contract values over £150k) | Over £1,000,000 | | Majority of Trust Board | Majority of Trust Board |
| Authority to accept other than the lowest quotation or tender | Up to £50,000 | | Principal or Chief Education Officer or Chief Financial Officer together with Chief Operations and Sustainability Officer | Chief Financial Officer or Chief Operations and Sustainability Officer |
| | Over £50,000 | | As above plus DCEO | As above plus DCEO |
| Authority to place verbal or email orders (only in very exceptional circumstances where there is an emergency requirement. Also subject to an official confirmation order being raised). | Up to £2,000 | | Site Manager or Business / Finance Manager | Academies Finance Manager or Estates Manager |
| | £2,001 to £10,000 | | Principal or Chief Education Officer or any Central Team Core Director (or more senior Central Team member) | Any core Director or more senior |

PEOPLE

| Delegated Duty & Financial Thresholds | Delegated Authority - Academy | Delegated Authority - Central |
|---|---|---|
| <p>Authority to fill funded posts (and to sign off the relevant People form) on the approved establishment with permanent or temporary staff</p> <p>Notes: - all recruitment will be managed through the standard central people process - whilst the funded establishment will contain a specific grade for each post, the post may be filled at any point within the range of that specific grade subject to the approvals opposite</p> | <p>Academy Principal or more senior</p> <p>Education Director or more senior, in the case of Principal</p> | <p>Core Director of relevant area, or DCEO / CEO for their direct reports</p> |
| <p>Authority to appoint staff to post not on the approved establishment, or to appoint staff at a grade outside of the range of the specific grade on the approved establishment, or to appoint a fixed term/ temporary post that is not filling a post on the approved establishment</p> <p>Notes: - all recruitment will be managed through the standard central people process</p> | <p>Up to £20k gross annual salary (excluding on-costs) Academy Principal or more senior</p> <hr/> <p>Over £20k gross annual salary (excluding on-costs) Academy Principal & Education Director or more senior</p> <p>The Chief Education Officers, Chief People and Organisational Development Officer and Chief Financial Officer must also receive notification of the proposed change.</p> | <p>CEO</p> <p>People Committee - for any new roles, or material changes to existing roles, on the central SLT</p> |
| Authority to engage the services of agency staff: | | |
| - to cover short term sickness (less than 4 weeks, including the cumulative effect of a series of appointments) | Academy Principal or more senior | Core Director of relevant area |
| - to cover sickness for longer than 4 weeks - to cover a vacant post in the approved staffing structure or as a cover for maternity - for any other additional post to the staffing structure | Education Director or Chief Education Officer | CEO |
| Authority to set up initial payroll for each academy for submission to payroll bureau | n/a | Chief People and Organisational Development Officer or People Director |
| Authority to approve additional hours / overtime (required in advance of hours being worked) | Principal or Deputy Principal | Core Director |
| <p>Authority to approve that pre-approved additional hours / overtime have been worked</p> <p>NB The claimant and authorising officer cannot be the same individual, and the authorising officer must be a more senior officer</p> | <p>Departmental Heads or Heads of Year</p> <hr/> <p>SLT Members</p> <hr/> <p>Head of School or Principal</p> <hr/> <p>Education Director</p> <hr/> <p>DCEO</p> <hr/> <p>CEO</p> | <p>Core Director of relevant area, or DCEO / CEO for their direct reports</p> |

PEOPLE

| Delegated Duty & Financial Thresholds | Delegated Authority - Academy | Delegated Authority - Central |
|--|---|---|
| Authority to approve Special Payments (as defined in the Special Payments Policy): | n/a - for payments in relation to academy staff, see delegations in next column | |
| Severance Payments | | |
| <ul style="list-style-type: none"> For up to a year's gross salary | | CEO |
| <ul style="list-style-type: none"> For over a year's gross salary | | As above, plus majority of People Committee |
| Authority to sign off the legal contract with regard to the above Note: Authority may only be granted after receiving approval from DfE, if this is required | | Chief People and Organisational Development Officer, or DCEO, or CEO |
| Compensation & ex-gratia payments of any amount | | CEO and DCEO |
| Authority to dismiss members of staff, including as a result of any of the following processes: | | |
| - conduct | | |
| - capability (in relation to performance or health) | | |
| - redundancy | | |
| <ul style="list-style-type: none"> For teaching staff (except Leadership), for Support staff of level 49 or lower | SLT member (who is not involved) | Director of the Executive, or more senior |
| <ul style="list-style-type: none"> For teaching staff on leadership scale, for support staff of greater than level 43 (with exception of more senior posts detailed below) | Academy Principal, or more senior | Decision Panel of 3, which must include a core Director |
| In the case of an appeal in relation to the above dismissal processes, authority to determine the outcome of the appeal | Appeal panel of 3, which must identify a Chair of the panel who is equivalent or more senior than that of the decision maker. | Appeal Panel of 3, which must include a core Director |
| <ul style="list-style-type: none"> For Principal, Senior Education Advisor, Core Director | Decision panel of 3, which must identify a Chair of the panel who is equivalent or more senior than the post holder | Decision Panel of 3, which must identify a Chair of the panel who is equivalent or more senior than the post holder |
| In the case of an appeal in relation to the above dismissal processes, authority to determine the outcome of the appeal | n/a | Appeal panel of 3 Trustees |
| <ul style="list-style-type: none"> For DCEO / CEO | n/a | Decision panel of 3 Trustees, which must include the Chair or Vice-Chair |
| In the case of an appeal in relation to the above dismissal processes, authority to determine the outcome of the appeal | n/a | Appeal panel of 3 Trustees |
| In the instance of dismissal via redundancy where a Section 188 notice is required, Trust Board approval (or the Committee to which the Trust Board has delegated) for the redundancy process to commence is required before the above delegations can be exercised. | n/a | Trust Board |

PEOPLE

| Delegated Duty & Financial Thresholds | Delegated Authority - Academy | Delegated Authority - Central |
|---|-------------------------------------|---|
| Authority to approve claims for staff expenses NB The claimant and authorising officer cannot be the same individual, and the authorising officer must be a more senior office | Departmental Heads or Heads of Year | Any Core Director, CEO or DCEO (note, where possible the core Director approval should be from the claimants' department) |
| | SLT Members | For expenses for core Director or more senior, approval from line manager |
| | Head of School or Principal | For CEO's expenses, approval from Chair or Vice-Chair of Trust Board |
| | Education Director | |
| | DCEO | |
| | CEO | |
| Authority to instruct the Payroll Bureau to make BACS reductions or BACS recalls | n/a | Chief People and Organisational Development Office, CFO or People Director |
| Authority to instruct Payroll Bureau to process the BACS payments for each payroll | n/a | Chief People and Organisational Development Officer or CFO |

Finance

| Delegated Duty & Financial Thresholds | Secondary Academies | Delegated Authority - Academy | Delegated Authority - Central |
|--|---------------------|---|--|
| Approval of initial budget, for new academies joining the Trust | n/a | CEO, with subsequent ratification by Trust Board | n/a |
| Responsibility for keeping income/ expenditure within budgets approved by Trust Board | n/a | | |
| a) At individual budget level (pay and/ or non-pay) | | Budget Holder | |
| b) For the totality of services within a department | | Head of Department / Year / School | Core Director for their allocated budget |
| c) For an academy as a whole | | Principal | |
| d) For individual academies within their remit | | Chief Education Officer | |
| e) For all academies | | Chief Education Officer | |
| f) For the central team | | | CEO |
| g) For the Trust as a whole | | | CEO |
| Responsibility for maintaining revenue reserves at the minimum level required by the Reserves Policy: | | | |
| a) For an individual academy | | Academy Principal | |
| b) For individual academies within their remit | | Chief Education Officer | |
| c) For all academies | | Chief Education Officer | |
| d) For the central team | | | CEO |
| e) For the Trust as a whole | | CEO | |
| Signatories for cheques, other BACS payment authorisations (individual transactions within a payment run) and other bank transfers [For exceptions to this section, see the next section below] | Up to £25,000 | In line with the bank mandate, two signatories from: Finance Manager Deputy Principal Head of Academy or Principal Academies Finance Manager Financial Accounting Manager Chief Financial Officer Chief Education Officer DCEO CEO | As per academies |

Finance

| Delegated Duty & Financial Thresholds | Secondary Academies | Delegated Authority - Academy | Delegated Authority - Central |
|---|---------------------|---|---|
| | | | |
| | £25,001 to £75,000 | As above, but one signature must be Chief Financial Officer or more senior | As per academies |
| | £75,001 to £250,000 | As above but one signature must be DCEO or more senior | As per academies |
| | Over £250,000 | As above but one signature must be Chair or Vice Chair of Trust Board | As per academies |
| <p>Exceptions to the above signing limits:</p> <ul style="list-style-type: none"> - Payroll payover payments made by BACS - Bank transfers between accounts internal to the Trust - Bank transfers between the academy current account and academy deposit account, and vice-versa | n/a | n/a | <p>With each of the listed exceptions:</p> <p>Up to £25,000: In line with the 'up to £25,000' category in the section above</p> <p>Over £25,000: One signature must be Chief Financial Officer, DCEO or CEO</p> |
| Opening of Bank Accounts | n/a | Chief Financial Officer or DCEO | As per academies |
| <p>Authorisation of claims for expenditure from petty cash</p> <p>Note: The claimant and authorising officer cannot be the same individual, and the authorising officer must be a more senior officer</p> | up to £25 per item | Budget Holder and Regional Finance Manager | <p>Core Director</p> <p>For Core Director claims or more senior, approval from line manager</p> <p>For CEO claims, approval from Chair or Vice-Chair of Trust Board</p> |
| | over £25 per item | In exceptional circumstances, with prior written authorisation from Chief Financial Officer | In exceptional circumstances, with prior written authorisation from Chief Financial Officer |
| Approval of investment in cash savings account | n/a | n/a | <p>Up to £500k per account per institution: Chief Financial Officer</p> <p>Above £500k per account per institution: CEO or DCEO</p> |
| | | | |

Finance

| Delegated Duty & Financial Thresholds | Secondary Academies | Delegated Authority - Academy | Delegated Authority - Central |
|---|---------------------|-------------------------------|-------------------------------|
| Signatories for ESFA / DoE or other grant claims and returns Note: subject to any ESFA / DoE requirements | n/a | Two signatories from: | As per Academies |
| | | Academies Finance Manager | |
| | | Chief Financial Officer | |
| | | DCEO | |
| | | CEO | |
| | | | |
| Debt write offs require the approval of: (also seek approval where required by ESFA as per requirements in the Academies Financial Handbook or Funding Agreements) | Up to £100 | Academy Principal | Chief Financial Officer |
| | £101 to £1,000 | Chief Financial Officer | Chief Financial Officer |
| | Over £1,001 | DCEO | DCEO |
| Disposal of Assets with an original purchase price of: Note: also seek approval where required by ESFA as per requirements in the Academies Trust Handbook or Funding Agreements | Up to £5,000 | Academy Principal | Chief Financial Officer |
| | £5,001 to £20,000 | Chief Financial Officer | Chief Financial Officer |
| | Over £20,000 | As above plus DCEO | As above plus DCEO |



GREENWOOD ACADEMIES TRUST

SECTION 7 – GOVERNANCE CODES

Governance Code of Conduct

All those involved in our governance are expected to sign up to the following code of conduct. Failure to abide by it may result in dismissal from a role within our governance.

We value the commitment and energy of all those who contribute to our governance. We believe it is important to behave professionally at all times and to ensure that we afford respect to all those with whom we come into contact.

This Code of Conduct applies to

- Members
- Trustees
- Members of RGCs and AACs.

This Code of Conduct is deemed to have been accepted and agreed by anyone who agrees to serve within any part of our governance. We also expect those involved in governance to abide by our Staff Code of Conduct.

Governance is a collective responsibility – hence the use of ‘we’ in this document. However, we also believe that those involved in governance are individually accountable – as a consequence, those involved in our governance must also abide by the staff code of conduct, which is a separate policy relating to behaviours.

Code of Conduct

Roles and responsibilities

- We understand the purpose of Trust governance and the role of the executive leaders.
- We accept that we have no legal authority to act individually, except when the Board has given us delegated authority to do so, and therefore we will only speak on behalf of Trust governance when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made. This means that we will not speak against majority decisions outside meetings.
- We have a duty to act fairly and without prejudice.
- We will encourage open governance and will act appropriately.
- We will consider carefully how decisions may affect the communities we serve.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of the Trust. Our actions in respect of any one academy will reflect this.

- In making or responding to criticism or complaints we will follow the procedures established by the Trust Board.
- We will actively support and challenge the executive leaders.
- We will accept and respect the difference in roles between the executive and non-executive lines, ensuring that we work collectively for the benefit of the organisation.
- We will respect the role of the executive leaders and their responsibility for the day-to-day management of the organisation and avoid any actions that might undermine such arrangements.
- When formally speaking or writing in our governing role we will ensure our comments reflect current organisational policy even if they might be different to our personal views.
- When communicating in our private capacity (including online and on social media) we will be mindful of and strive to uphold the reputation of the organisation.
- We will not respond to external events or influences on an individual basis and will always work with executive leaders to determine the most appropriate response.

Commitment

- We acknowledge that accepting office involves the commitment of significant amounts of time and energy.
- We will each involve ourselves actively in the work of governance, and accept our fair share of responsibilities, including active engagement both in and outside of meetings.
- We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will get to know the academy/ies well and respond to opportunities to involve ourselves in activities.
- If we work with an academy in a personal capacity (i.e. as a parent or carer), we will continue to act in accordance with this Code of Conduct.
- We will consider seriously our individual and collective needs for induction, training, and development, and will undertake relevant training.
- We accept that in the interests of open governance, our full names, date of appointment, terms of office, roles, attendance records and relevant business and pecuniary interests will be published on the academy's website.
- In the interests of transparency, we accept that information relating to us will be collected and logged on the DfE's national database of governors (Get Information About Schools).

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 both in and outside of meetings.

- 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 between the Trust Board and local governance, with executive leaders, staff and parents, with other relevant agencies and with the communities we serve.

Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside and outside the academy/ies.
- We will always exercise the greatest prudence when discussions regarding Trust business arise outside a meeting.
- We will not reveal the details of any governance vote.
- We will ensure all confidential papers are held and disposed of appropriately.

Conflicts of interest

- We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the business of governance in the Register of Business Interests, and if any such conflicted matter arises in a meeting, we will offer to leave the meeting for the appropriate length of time.
- We accept that the Register of Business Interests will be published on the Trust's or the academy's website, and we will also declare any conflict of loyalty at the start of any meeting should the situation arise.
- We will act in the best interests of the Trust as a whole and not as a representative of any group.

Ceasing governance activities

- We understand that the requirements relating to confidentiality will continue to apply after ceasing governance activities.

Breach of the Code

- If we believe this Code has been breached, we will raise this issue with the Chair and the Chair (or the Vice Chair if the allegation is against the Chair) will investigate and seek guidance from the Trust's Corporate Affairs Director.
- We understand that the Trust Board reserves the right to remove someone from office for breaches of this Code.



GREENWOOD ACADEMIES TRUST

Code of Practice for Trust Board and Committees

Aim

This document clarifies the procedural steps that must be followed in the operation of Trust Board and committee meetings.

Prior to the Academic Year

The Corporate Affairs Director will agree a schedule of Board and committee meetings at the start of the year.

Trustees of the Trust Board shall agree prior to the start of the academic year the membership of each committee, to ensure all committees are appropriately staffed.

The CEO and DCEO shall identify the member of the Executive with key responsibility for the coordination of activity for each committee. These individuals are:

- Trust Board: CEO (Corporate Affairs Director is lead governance professional)
- Audit and Risk Committee: Corporate Affairs Director
- Finance Committee: Chief Financial Officer
- Standards and Curriculum: Chief Education Officers
- People Committee: Chief People and Organisational Development Officer

Meetings will be clerked by the Senior Governance Clerk, reporting to the Corporate Affairs Director.

Separate arrangements will pertain to meetings of the Regional Governance Committees and Academy Advisory Councils, which will be co-ordinated and clerked locally under the guidance of the Trust Governance Manager.

Preparation prior to each meeting

The lead executive identified above must, for their Committee:

- Agree an agenda for the meeting with the Chair of the Committee, which ensures that the items brought for discussion will be sufficient and appropriate to fulfil the terms of reference of the committee
- Liaise with other members of the Executive to ensure that papers are prepared to the required standard and within the required timescale
- Send an electronic copy of the final papers for each committee to the Senior Governance Clerk, who will ensure that papers are uploaded to the Trustee SharePoint site and circulated to attendees at least one week before the meeting.

General principles for paperwork submitted for meetings

The following general principles must be followed by the Executive when preparing papers for the meeting:

- Any item requiring a decision of the Board must be supported by a written report
- Any written report should clearly state the purpose of the report and any recommendations, together with sufficient supporting information and any financial or legal consequences
- Information should be provided in a usable, clear and concise way, and enable the Committee to easily identify the key points and supporting rationale
- It should be made clear whether the recommendation is consistent with existing policy, has any interdependencies or significant consequences for other areas
- As a general rule, additional papers should not be brought to the meeting (ie that have not been submitted in advance of the meeting) unless urgent and/ or agreed by the Committee members.

Proceedings at meetings

The terms of reference for each committee shall identify the following:

- Number of meetings during the year
- Quorum
- Membership

In addition:

- Every matter to be decided at a meeting of a committee must be determined by a simple majority of the votes of the members present and voting on the matter and each committee member present shall be entitled to one vote.
- A register of attendance shall be kept for each committee meeting and published annually in the Statutory Accounts and on the GAT website in line with ESFA requirements.
- Committees may invite attendance at meetings from persons who are not committee members to assist or advise on a particular matter or range of issues. Such persons may speak with the permission of the Chair but shall not be entitled to vote.

Reporting procedures

- The minutes of Trust Board and committee meetings shall be coordinated by the Corporate Affairs Director and circulated to all present before being approved formally at the following meeting.
- In addition, the minutes of committee meetings shall be presented at the subsequent Trust Board meeting with a comprehensive summary of the discussions held and decisions taken.
- There is also an expectation that the key summary documents from the committee meetings are available to the Trust Board for information, but that the scrutiny performed by the committee can be relied upon by the Trust Board and hence limit the amount of discussion. The Senior Governance Clerk shall ensure that final papers and minutes from each meeting of the Trust Board and its committee are uploaded to the Trustee SharePoint site.



GREENWOOD ACADEMIES TRUST

Specific role overviews

Chair of the Trust Board

Aim

This document specifies the key responsibilities of the Chair of the Trust Board. The clear expectations and requirements set out in this document will also help individual Trustees to decide whether they have the appropriate skills and expertise to volunteer for the position of Chair, and also help other Trustees to assess the relative merits of candidates when voting for their Chair.

Role Overview

The Chair is responsible for ensuring the effective functioning of the Board and has a vital role in setting the highest of expectations for professional standards of governance. It is the Chair's role to give the Board clear leadership and direction, keeping it focused on its core functions. The Chair should encourage the Trust Board to work together as an effective team, building its skills, knowledge and experience. The Chair needs to ensure that everyone is actively contributing relevant skills and experience, participating constructively in meetings, and actively involved in the work of any committees. It is the Chair's role to make sure everyone understands what is expected of them and receives appropriate induction, training and development. It is for the Chair to have honest conversations, as necessary, if anyone appears not to be committed or is ineffective in their role.

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

Specific Elements of the Role of Chair

1. To ensure effective and efficient conduct of the Trustees' business, in line with the Code of Practice, and in particular:
 - agree with the CEO and Senior Governance Clerk the agenda for all of the Board's meetings
 - invite members of staff and professional advisors to Board meetings to comment and advise on Trust Board business as appropriate
 - guide each meeting through the items on the agenda (unless modified with agreement of the Trust Board)
 - give immediate rulings on complaints and queries relating to the procedure and conduct of the meeting (the Chair's decision being final)
 - ensure that all Trustees are given the opportunity to express their views before any decisions are taken and to ensure that only those who are entitled to speak (e.g. those without a conflict of interest) are invited to do so
 - determine at Trust Board meetings whether any late items will be accepted onto the agenda.

2. To establish a constructive relationship between the Trust Board, its committees, the CEO and the DCEO, and in particular
 - liaise with the CEO and DCEO to keep an overview of the organisation's affairs and to provide support as appropriate
 - attend meetings with the CEO and DCEO on a sufficiently regular basis
 - play a role as member of the People Committee
 - review and appraise the performance of and deal with disciplinary and any other personal matters concerning the CEO
 - ensure when a vacancy arises that the CEO is replaced in a timely and orderly fashion.
3. To represent the Trust at public occasions and make comments on behalf of the Trust to the press and other media as appropriate.
4. To approve any transactions reserved for the Chair of the Trust Board in the Scheme of Delegation.
5. To ensure that the Vice-Chair of the Trust is sufficiently engaged in the functions undertaken by the Chair of the Trust to enable the Vice-Chair to discharge the duties of the Chair if the Chair is absent or unavailable for a period of time.

Vice-Chair of the Trust Board

1. To support the Chair in delivering the above responsibilities.
2. To deliver on specific tasks as delegated by the Trust Board from time to time.
3. To approve transactions reserved for the Vice Chair of the Trust Board on the Scheme of Delegation.
4. To act as Chair and to subsume the responsibilities of the Chair if the Chair is absent or unavailable for a period of time up to either the return of the Chair or the election of a new Chair by the Board.

Chair of a Committee of the Trust Board

1. To ensure effective and efficient conduct of the committee's business, in line with the Code of Practice in appendix 10 and, in particular
 - agree with the appropriate employee Director the agenda for all of the committee's meetings
 - invite members of staff and professional advisors to committee meetings to comment and advise on committee business as appropriate
 - guide each meeting through the items on the agenda (unless modified with agreement of the committee)
 - give definitive rulings on complaints and queries relating to the procedure and conduct of the meeting (the Committee Chair's decision being final)
 - to ensure that all Trustees are given the opportunity to express their views before decisions are taken and to ensure that only those who are entitled to speak (e.g. those without a conflict of interest) are invited to do so
 - to determine at committee meetings whether any late items will be accepted on to the agenda.
2. To establish a constructive relationship with the Chair, Vice-Chair, Trustees, CEO, DCEO and the appropriate Lead Director:

- liaise with the CEO, DCEO and the appropriate lead Director to keep an overview of the affairs related to the terms of reference of the committee as appropriate
- report back to Trustees at Trust Board meetings the key themes of discussion at committee meetings together with any issues arising or decisions required.



GREENWOOD ACADEMIES TRUST

Process for Electing Chair and Vice-Chair of the Trust Board

Process for Electing the Chair

Prior to the meeting

1. The Clerk invites written applications with a short supporting statement (250 to 500 words), which are to be submitted to the Clerk within the time period specified by the Clerk.

Any applications received after the stated date cannot be considered (unless no applications have been received, in line with point 3 below).

2. The Clerk circulates the written statements to all Trustees prior to the meeting at which the voting will occur, normally with the other materials for the Trust Board meeting.

At the meeting

The business of appointing the new Chair has been described below as being coordinated by the Clerk. In the event the incumbent Chair is at the meeting and not standing for re-election, the Clerk and Chair will decide who performs this role.

3. If no applications have been received, the Clerk seeks applications at the meeting. If no such applications are received, the formal application process will need to be repeated and another meeting of the Trust Board arranged.
4. The Clerk confirms to Trustees the applications that have been received and invites each applicant in turn to provide a short verbal presentation (maximum 10 minutes) to the other Trustees. After each presentation Trustees may ask questions of points of clarification from the applicant.
5. Once all presentations have been heard, the candidates are requested to leave the meeting whilst the remaining Trustees discuss and debate the merits of each candidate.
6. The Clerk then conducts the voting process by the issuance of ballot papers, in order to identify the preferred candidate.
 - The decision is made by simple majority.
 - Trustees can abstain from the vote if they wish.
 - Only Trustees attending the meeting can vote.
 - In the event of a tie, the vote is re-run.
 - In the event that voting is still tied, Trustees will need to reconvene a meeting to re-run the process.
7. The candidates are invited back to the meeting, and the Clerk confirms the outcome of the voting process.

Process for electing the Vice-Chair

The process for electing the Vice-Chair is identical to the above.

Process for selecting the Chair and Vice-Chair at the same meeting

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

- Separate applications are required for each of the positions.
- If candidates are applying for the position of Chair, they need to state on their application whether they would also like to be considered for Vice-Chair in the event that they are not successful in their application as Chair. They do not need to prepare a separate supporting statement for Vice-Chair. The Clerk will make it clear at the start of the process at the meeting if the candidates for Chair have made this declaration.
- The presentations for the position of Chair are performed first, and for the vote all candidates for the position of Chair leave the meeting. [Note that any candidates solely for the position of Vice-Chair remain in the meeting]. Once the vote has been completed, the candidates are invited back and the outcome is announced.
- The presentations for the position of Vice-Chair are then conducted (note any unsuccessful applicants for Chair are not required to present again), and for the vote all candidates for this position leave the meeting. Once the vote has been completed, the candidates are invited back and the outcome is announced.
- In the event of a tie in the vote for Chair, if at least one of the candidates for Chair has also expressed a desire to be considered for Vice-Chair, then the vote for Vice-Chair must also be postponed to the next meeting until the Chair has been appointed. However, if no such issue exists, the vote for Vice-Chair can be conducted in line with the normal procedures.

Process for Electing Committee Chairs

Timing

Committee Chairs will be appointed in the Summer Term Trust Board meeting to coincide with the appointment of Chair to the Trust Board. The exception to this would be upon resignation of a Committee Chair, and in this circumstance the appointment will be made at the next Trust Board meeting.

Term of office

The term of office for each Committee Chair will be two (2) years, at which point a re-election would need to be held. The term will run from the September following the summer term Trust Board meeting at which the appointment was made, for two (2) full academic years.

The existing Committee Chair is eligible for reappointment for an unlimited number of times.

Process

The process for seeking applications prior to the Trust Board meeting, and for the process of making the appointment at the meeting, is performed in the same way as the positions for Chair and Vice-Chair.



GREENWOOD ACADEMIES TRUST

APPENDIX 1 – DEFINITIONS AND INTERPRETATIONS

Definitions and Interpretation

The following terms used throughout the Financial Regulations have the meanings below.

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| Accounting officer - | officer responsible for the proper stewardship of the public funds and assets entrusted to the Trust and its academies. For GAT this is the CEO, who is accountable to the Trust Board, Parliament and the Secretary of State for Education. |
| Internal audit/ scrutiny - | provision of an independent opinion or statement, based on the evaluation and testing of systems, process and controls, or any area under review. Auditors can only provide reasonable, but not absolute, assurance. |
| Board - | Chair, Non-executive and Executive Directors of GAT collectively as a body (also referred to as the Trust Board). Responsible for the overall governance of the Trust including its vision, values, policy development and strategic planning, financial and resource management, setting quality standards, performance monitoring and compliance with legal requirements. |
| Budget holder - | Executive Director, or other officer, with delegated authority to manage finances (income and expenditure) for a specific area of the organisation. |
| Chair - | person appointed to lead the Board and to ensure that it successfully discharges its overall responsibilities for the Trust. The expression “Chair of the Trust” shall be deemed to include the Vice Chair of the Trust if the Chair is absent or is otherwise unavailable. |
| Committee - | appointed by the Trust, such as the Finance Committee. |
| DfE - | Department for Education and/ or the Secretary of State for Education. |
| ESFA - | Education and Skills Funding Agency, which is responsible for capital and revenue funding systems |
| External auditor - | person/ company appointed by the Trust to provide an opinion on whether the Trust’s financial statements give a “true and fair view” and have been prepared in accordance with generally accepted accounting practice, company and charity law, and the requirements of the DfE. |
| Financial regulations - | collective set of documents that describe the requirements that must be adhered to in order to be compliant with the Trust’s |

finance requirements and that are listed in section two (2) of this document.

Finance manager - lead officer at each academy responsible for managing the school's day-to-day financial management and accounting systems, and for setting up and maintaining sound local financial procedures and controls. As the Trust has expanded, this role is currently fulfilled by people whose job titles include Business Manager, Finance Manager and Bursar, for example.

Internal control - action taken within the organisation to manage risk, including the impact if the risk is realised and the frequency of it. There are various types of control, e.g. separation of duties, authority levels, personnel policies, physical security, and accounting controls.

Legal advisor - legally qualified person (not necessarily an employee) appointed by the Trust to provide legal advice.

Nominated officer - officer charged with the responsibility for discharging specific tasks within the Financial Regulations.

Officer - employee of the Trust or any person holding a paid appointment or office within the Trust.

Procurement (purchasing) systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance, and for arranging tenders for the disposal of surplus and obsolete assets.

Risk management - processes involved in identifying, assessing and evaluating risks, assigning ownership, taking actions to mitigate or anticipate them, and monitoring and reviewing progress.

Trust - Greenwood Academies Trust, including all its academies and subsidiary companies.

Trustee - Board member who has a legal obligation to administer funds and assets for the benefit of other people in accordance with GAT's charitable Objects. The Board also acts collectively as the single Trustee for the Experian Nottingham Academy Fund. For the purposes of the Companies Act 2006, the Trustees are the Directors of the charitable company.

Wherever the term CEO, DCEO or other nominated officer is used in these Financial Regulations, it shall be deemed to include such other Directors or officers who have been duly authorised to represent them.