



Scheme of Delegation Local Governing Boards

Approved By: Board of Trustees

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Responsibility for Review: Board of Trustees



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Introduction

ET's Articles of Association state that the Trustees may appoint committees, the constitution, membership and proceedings of which shall be determined by the Trustees. Committees appointed in respect to each academy in the Trust are described in the Articles and in other documents as Local Governing Boards.

The underlying principles for the Engage Trust Schemes of Delegation are:

1. ET is a registered charity and company limited by guarantee, committed to our own ethos and principles.
2. ET is confidently governed by a Board of Trustees who are responsible for, and oversee, the management and the administration of the organisation and its academies.
3. The Board of Trustees will operate in line with their Schemes of Delegation in order that ET's Local Governing Boards (LGB) fully meet the needs of their pupils, staff and the local community.
4. The Board of Trustees are accountable to external government agencies including the Charities Commission, Education and Skills Funding Agency and the Department for Education for the education provided and ensuring that all statutory obligations are met.
5. In order to discharge these responsibilities, the Board of Trustees appoints Governors to serve on Local Governing Boards (LGB) to ensure good governance of individual academies. The LGBs are at all times subject to any directions the Board of Trustees may give. The terms of this delegation may be altered suspended or withdrawn by the Board of Trustees.
6. The Schemes of Delegation describe the process by which the Board of Trustees fulfil their roles for the leadership and management of all academies. They also outline the respective roles and responsibilities of the Board of Trustees and members of the LGBs to ensure the success of each academy.
7. ET believes that the representatives of each LGB are best placed to service the needs of their school and their communities. On occasions, a single LGB may be delegated responsibility for more than one academy.
8. Responsibility for the strategy, management and operations for each academy will be delegated to LGBs in accordance with the terms of reference for LGBs and subject to the category of delegation determined for each academy. Certain decisions and actions in respect of ET and the academies are reserved to the Board of Trustees.
9. The Scheme of Delegation has been put in place by the Board of Trustees in accordance with ET Articles of Association 2018.

Mission Statement

The Engage Trust exists to provide high quality education and ensure progress for all our children and young people by developing a high-quality network of alternative provision/specialist academies and services.

Vision

The Engage Trust believes:

- That all children and young people have the right to be healthy, happy and safe, to be loved and respected and to have high aspirations for their future
- That children and young people who exhibit vulnerable or challenging behaviour should be appropriately supported to make educational progress in line with their peers or their own trajectory of success
- That successful progress for our most vulnerable and challenging learners benefits the young people themselves foremost, but also their schools, communities, families and ultimately our society and economy

ET – Development priorities

As a multi Academy Trust our development priorities are:

- To ensure all our learners make academic and personal progress in line with their peers or their own trajectory of success
- To create and maintain a high-quality model of alternative provision for additional needs learners in the eastern region
- To develop and maintain a sustainable and successful Governance model for all our academies. This includes the creation of active and meaningful representative forums as well as an effective governing board
- To use appropriate self-evaluation and audit tools to ensure the governance and performance of the academy and Trust are appropriate and effective
- To build and develop strategic and operational relationships with key partners both locally, regionally and nationally

Scope and Applicability

- This document outlines the framework for decision making within the Engage Trust. It applies to all Members, Trustees, Governors serving on the LGBs and staff.
- To aid decision making, a “Decision Matrix” is attached at Appendix 1
- This Scheme of Delegation shall operate from the effective date of 28 November 2018.
- The Trustees will have the absolute discretion to review this Scheme of Delegation at least on an annual basis and to alter any provisions of it.
- In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Trustees will have regard to and give due consideration of any views of the Local Governing Boards.
- In the event that amendments are made the Trust shall notify the Chair of each LGB, who shall be expected to make other governors aware of such changes.

ET Core Offer

The core offer is built around individual needs of ET academies by:

- enabling leaders and all other academy staff to raise standards of achievement and attainment by ensuring outstanding practices;
- ensuring that the academies of ET achieve outstanding value for money;
- building capacity across all aspects of education, business and operational activity;
- ensuring we minimise bureaucracy to enable all to achieve an unrelenting focus of supporting and achieving the best for our learners;
- recruiting and retaining excellent staff by ensuring there are career opportunities within the Trust and effective and comprehensive continued professional development as our founding principles.

We will achieve this by deploying a central team of outstanding practitioners who will work with every academy to develop and confidently share consistent best practice, providing quality assured and value for money central services.

Each academy contributes a management fee @£1100 per place funded by ESFA to cover the central core offer provision which provides a wide range of finance, personnel and other support to its academies. Although the ET Board of Trustees has ultimate financial responsibility, each academy must work within its allocated budget lines.

Overall Level of Governance Authority

Essential features of Governance

ET has an expectation that governance at all levels will be:

- outward facing rather than internally preoccupied
- encouraging of equality and diversity
- consistent in leadership
- collaborative in approaches to decision-making and sharing practice
- proactive in its approach to strategic leadership in an ever-changing educational landscape rather than simply reacting to national developments and initiatives.

Categories of Delegated Authority

The level of authority delegated to each academy is in line with one of the following four categories:

- Outstanding
- Good
- Requires Improvement
- Inadequate

ET's Scheme of Delegation is based on the governance of the academy having been judged Outstanding or Good.

The judgements will be established via a review of the academy's governance by an external partner making recommendations to the Chief Executive Officer, which will be ratified by the ET Board of Trustees. It is expected that each academy will have at least one review over an academic year.

Academies with a judgement of *Requires Improvement* will have a specific Rapid Improvement Plan with agreed timeline for action with Chief Executive Officer and input from education, business / finance and operational teams. It will be the responsibility of the academy to manage, update and drive the actions within the Improvement Plan and timeline.

Academies with a judgement of *Inadequate* will have a Rapid Improvement Plan with agreed timeline for action with Chief Executive Officer, education, business / finance and operational directorate working party. It will be the responsibility of the Chief Executive Officer and the school improvement team to manage, update and drive the actions within the Improvement Plan and timeline.

Overall Level of Education Delegation

The level of authority to each academy is in line with one of the following three categories:

- Consultative – ET provides advice, support and monitors the process
- Collaborative – collaborative activity between UET and the individual academy, but ET approval required through the CEO.
- None – ET Board of Trustees, Chief Executive Officer and senior officers steer, oversee and approve the improvement focus and process.

The starting assumption, as reflected in the terms of reference for LGBs and the Decision Matrix at Appendix 1, is that the level of delegation is “Consultative”. In the event that a decision is taken to move delegation for an academy to “Collaborative” or “None”, the Trustees will write to the Headteacher/Head of School and the Chair of the LGB indicating how the new delegation will operate. The Chair shall be expected to make other governors aware of such changes.

Education Core Offer

The Trust is responsible for educating a large proportion of the most vulnerable and challenging learners and we take this responsibility very seriously. We feel that it is our duty to ensure that our schools, our staff and our partners all are all held to account for the outcomes of these learners in a meaningful way. We expect our learners to make the same amount of progress from their starting points with us that their peers in mainstream would make. We aim to ensure that they have the type of holistic and thorough support which will allow this to happen and we seek to ensure that every learner has a curriculum and learning plan which best meets their needs.

ET intention is to provide an outstanding education for all our learners across the Trust’s academies.

Through ET core offer, our intention is to:

- provide an outstanding education for all learners across the Trust;
- achieve sustainable success in our academies with the goal of obtaining an outstanding grade in Ofsted section 5 framework;
- offer an education experience that is personalised to our learners;
- ensure an environment where discipline, respect and care for others in our and the surrounding communities are paramount;
- develop confident learners who make progress in a safe environment;
- develop responsible citizens who value core British values and make positive contributions in their communities and society;

- equip our learners for a confident transition into the next stage / phase of their education life / career.

Statement of Growth

Engage Trust is a small MAT delivering primary and secondary provision. We are a specialist provider of educational provision and support for the most vulnerable and challenging learners in the Eastern region. We believe wholeheartedly that the most vulnerable young people in our communities deserve to have the same high standard of education as their peers.

The Trust is committed to working with like-minded organisations and will build on existing partnerships, which have been underpinned by trust and mutual respect, a shared ethos and a history of being rooted in the community. The Trust model for recruitment and growth will be carefully planned and operate on a partnership basis. Any new school/MAT wishing to join the Trust will be carefully scrutinised through a documented due diligence process involving a review of finance, achievement, staffing, health & safety and facilities.

With any potential growth the Trust is clear that there will always be sufficient infrastructure dedicated to providing school improvement and back office support. Trustees will monitor progress and regularly review what needs to happen to support schools further.

The Engage Trust is committed to developing mutually beneficial partnerships with schools, businesses and other Multi Academy Trusts.

Deployment of Education Support

The ultimate responsibility for the deployment of Education Support lies with the Chief Executive Officer.

Headteachers / Heads of School will discuss their requirements with the Chief Executive Officer who will in turn broker the required support.

Strategic Finance Systems

- Central Finance storage and system management
- Centralised Management information and Business Information system
- Policy compliance
- Payroll
- Personnel services

Overall Level Finance Delegation

The Trust Board will determine levels of delegated financial authority having regard to the financial position of each academy and the Trust as a whole. The general levels of financial delegation will be set out in the Trust's Finance Handbook and any variations which apply to an individual academy will be notified in writing by the CEO to the Head of School who shall be expected to notify relevant budget holders.

Members

The Trust has the following Members:

- Mr Phil Harris
- Mr Roger Stephenson
- Mr David Clive Evans

The Members are the guardians of the Trust's constitution, determining the governance structure of the Trust and providing oversight and challenge of the Trustees to ensure the charitable object of the Trust is being fulfilled.

Members can appoint Trustees and remove any Trustee subject to the provisions outlined within the Articles. Appendix 3 outlines the role of the Members.

Board of Trustees

The Trust has the following Trustees:

- Mr Dennis Freeman
- Mr David Clive Evans
- Mr Mark Winson-Pearce
- Mr Robert Phillips
- Mrs Alison Randall
- Ms Protima

The Board of Trustees is responsible for the performance of the Trust.

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

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

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

The Code of Conduct, Role Description and Person Specification for Trustees are set out in Appendices 2 and 4.

Specific skills may be needed if a Trustee is to take responsibility for and lead on a specific area, or to undertake the role of the Chair of the Trust.

A regular skills audit will be undertaken, and Trustees should expect to be able to articulate their contribution to the success of the Trust and the Academies.

The Chair of the Board will be appointed annually by the Board.

The Chair is responsible for the leadership of the Board therefore he/she is responsible for ensuring that:

- the necessary business is carried on efficiently, effectively and in a manner appropriate for the proper conduct of public business;
- the Board acts in accordance with the Articles of Association, Funding Agreements, other external regulatory requirements, and with the Trust's own internal rules and regulations, and should seek advice from the Clerk in any case of uncertainty;
- the Board exercises collective responsibility and conducts itself in accordance with accepted standards of behaviour in public life.

The Chair is responsible for overseeing the business of the Board, particularly:

- ensuring the Board exercises control over the strategic direction of the Trust and that the performance of Academies is adequately assessed against relevant objectives and indicators;
- ensuring, through liaison with the Clerk, that all relevant information (including regular and satisfactory management and committee reports) are presented to the Board;
- establishing a constructive and supportive yet challenging working relationship with the CEO, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of the Trust.

The Chair will represent the Board at external meetings, presentations and conferences and may be asked to play an agreed ambassadorial role on behalf of the Trust.

The Board shall hold at least three meetings in every school year. A schedule will be published by the Clerk in agreement with the Chair.

All meetings of the Board shall be convened and conducted as provided by the Articles of Association.

Each meeting of the Board shall normally, in respect of the Trust and its academies, cover the following:

- A report on the financial position of the Trust and its Academies
- Whether adequate financial monitoring is being undertaken
- Details of any significant matters affecting:
 - Staff
 - Students' education and welfare
 - Assets
 - Any other matters as determined by the Board.

Role Responsibilities for Trustees and Terms of Reference for the Trust Board are outlined in Appendices 4 and 5.

The Chief Executive Officer (CEO)

The CEO is appointed by the Board.

The role description for the CEO is attached as Appendix 6

Trust Committees

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

The Trust Board has established the following committees:

- Trust Finance and Audit Committee
- Trust Premises Committee
- Trust Improvement and Policy Committee

The terms of reference for these committees is in Appendices 7 and 8.

The Trustees will determine the work schedule of the Board and its committees in line with the demands of the organisation and regulator deadlines.

The Trust and School Oversight Committees

Local Governing Boards (LGB) will be established as local governing boards as detailed in the Articles of Association of the Trust clauses 100-106

- The establishment, constitution, terms of reference, membership and proceedings of Local Governing Boards will be determined by the Board of Trustees.
- The Code of Conduct, Role Description and Person Specification for Governors are set out in Appendices 2 and 9.
- The Terms of reference, Proceedings and Duties for School Oversight Committees are set out in Appendix 10.
- Specific skills may be needed if an individual is to take responsibility for and lead on a specific area, or to undertake the role of the Chair of the Local Governing Body. A regular skills audit will be undertaken, and governors should expect to be able to articulate their contribution to the success of the Trust and the Academies for which they are responsible.

Appendix 1 key

Dark Blue box = action cannot legally be undertaken at this level

Blue tick = action to be taken at this level

Red tick = action to be taken at this level

<> Direction of advice and support

Appendix 1

Decision Matrix

Area	Decision	Delegation						
		Members	ET Trust Board	ET Finance Committee	ET Standards Committee	CEO	Academy LGB	Academy Principal
Governance framework								
People	Members: Appoint/Remove	✓						
	Trustees: Appoint/Remove	✓	✓					
	Role descriptions for members	✓						
	Role descriptions for trustees/chair/ specific roles/committee/ members: agree		✓			<A		
	Appointment/removal of local governors and procedure for election of parent governors		A				✓	
	Board/committee chairs: appoint and remove		✓	✓	✓	<A		
	LGB chairs: appoint and remove (as per Appendix 10)		A			<A	✓	
	Clerk to board: appoint and remove		✓					
	Clerk to committees: appoint and remove		✓				✓	
	Systems and structures	Articles of association: review and agree	✓	<A			<A	
Governance structure (committees) for the Trust: establish and review annually			✓			<A		
Establishment of LGB committees			A			A	✓	

Area	Decision	Delegation						
		Members	ET Trust Board	ET Finance Committee	ET Standards Committee	CEO	Academy LGB	Academy Principal
Systems and structures	Terms of reference for board committees and scheme of delegation for LGBs: agree annually		✓			<A		
	Skills audit: complete and recruit to fill gaps		✓			<A>	✓	<A
	Annual self-review of trust board and committees: complete annually		✓					
	Annual self-review of academy LGBs: complete annually						✓	
	Chair's performance: carry out 360 reviews periodically		✓				✓	
	Trustee / LGB member contribution: review annually		✓				✓	
	Succession: plan		✓			<A>	✓	A
	Annual schedule of business for Trust Board & committees: agree		✓	✓	✓	<A		
	Annual schedule of business for LGBs: agree		✓			<A>	✓	A
Reporting								
Reporting	Publication on trust and schools' websites of all required information: ensure		✓			<A>	<A>✓	<A
	Annual report on performance of the trust: submit to members and publish		✓			<A		
	Annual report and accounts including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement demonstrating value for money: submit		✓	<A		<A		

Area	Decision	Delegation						
		Members	ET Trust Board	ET Finance Committee	ET Standards Committee	CEO	Academy LGB	Academy Principal
	"School on a page" report and other reports requested by Trust Board						✓	A
Being Strategic								
Being Strategic	Determine trust wide policies which reflect the trust's ethos and values (facilitating discussions with unions where appropriate) including: admissions; charging and remissions; complaints; expenses; health and safety, premises management; data protection and FOI; staffing policies including capability, discipline, conduct and grievance: approve		✓	✓	✓	<A		
	Determine school level policies which reflect the school's ethos and values to include e.g. SEND; curriculum; behaviour, home school agreement; pupil premium strategy: approve					<A>	✓	A
	Central spend / top slice: agree		✓	<A		<A		
	Management of risk: establish register, review and monitor		✓	<A	<A	<A>		A
	Management of school risks: review, monitor and report to Trust Board		✓				<A	<A
	Engagement with stakeholders	✓	✓	✓	✓	✓	✓	✓
	Trust's vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine and monitor		✓				<A	

Area	Decision	Delegation						
		Members	ET Trust Board	ET Finance Committee	ET Standards Committee	CEO	Academy LGB	Academy Principal
Being Strategic	Prepare School Improvement and Development Plan (SIDP) objectives for agreement by Trust Standards Committee				✓		✓	✓
	Monitor progress towards achieving SIDP objectives		✓		✓	✓	✓	✓
	Chief executive officer: appoint and dismiss		✓					
	Academy principal: appoint (selection committees to include CEO, Trustees, LGB reps and dismiss		✓			<A	A	
	Chief Finance Officer appointment		✓			<A		
	Trust staff appointments		A>			✓		
	School SLT appointments					✓	<A	<A
	School teaching and associate staff appointments					A>	A>	✓
	Sign off job description and contracts of employment					✓		<A
	Dismissal of staff including redundancy (appeals heard by panel of Trustees)		A	✓		✓		<A
	Authorising settlement agreements		✓	✓				
	Budget plan to support delivery of trust key priorities (to include broad headings for each school's budget): agree		✓	<A		<A		

Area	Decision	Delegation						
		Members	ET Trust Board	ET Finance Committee	ET Standards Committee	CEO	Academy LGB	Academy Principal
	Detailed budget plan to support delivery of school key priorities: agree					✓		<A
	Trust's staffing structure: agree		✓	<A	<A	<A		
	School staffing structure: agree					✓	A	A
Holding to account								
Holding to account	Auditing and reporting arrangements for matters of compliance (e.g. safeguarding, H&S, employment): agree		✓	✓	✓	<A>	✓	A
	Reporting arrangements for progress on key priorities: agree		✓	<A	<A	<A>	✓	A
	Performance management of the Chief Executive Officer: undertake		✓					
	Performance management of academy principal: undertake					✓	A	
	Trustee monitoring: agree arrangements		✓			<A		
	LGB member monitoring: agree arrangements						✓	A
	Academy committee overall performance monitoring: agree arrangements			✓			<A	

Area	Decision	Delegation						
		Members	ET Trust Board	ET Finance Committee	ET Standards Committee	CEO	Academy LGB	Academy Principal
Ensuring financial probity								
Ensuring financial probity	Chief financial officer for delivery of trusts detailed accounting processes: appoint		✓	<A		<A		
	Trust's scheme of financial delegation: establish and review		✓	✓		<A		
	School's scheme of financial delegation: establish and review		✓	✓		<A>		✓
	External auditors' report: receive and respond		✓	<A		<A>		✓
	CEO pay award: agree		✓					
	Academy principal pay award: agree		✓			<A	A	
	Staff appraisal procedure and pay progression: review and agree		✓			✓		A
	Benchmarking and trust wide value for money: ensure robustness			✓		<A		
	Benchmarking and academy value for money: ensure robustness			✓		<A	✓	A
	Develop trust wide procurement strategies and efficiency savings programme			✓		✓		

Area	Decision	Delegation						
		Members	ET Trust Board	ET Finance Committee	ET Standards Committee	CEO	Academy LGB	Academy Principal
	Review and approve trust wide procurement strategies and efficiency savings programme			✓				

Appendix 2

Code of Conduct for Governors

Code of Conduct for School Governing Boards (for governors also read trustees and headteacher also read CEO)

2018 Version

This code sets out the expectations on and commitment required from school governors and trustees in order for the governing board to properly carry out its work within the school and the community. It can be amended to include specific reference to the ethos of the particular school. 'School' includes academies, and it applies to all level of school governance.

Background

The purpose of the code of conduct is to help promote best practice in governance. A board of Governors working as a team can make a significant contribution to a school's performance.

There is no legislation to enforce a code of conduct for dealing with unacceptable behaviour of Governors. However, if Governors are to contribute effectively to their schools and communities there is a general standard of behaviour that is acceptable. The code of conduct seeks to express those expectations in a framework for Trust Boards to adopt.

Some of the principles underlining the code of conduct are based on the Nolan Report and these are outlined in the code.

By adopting this code of conduct, The Governing Board is setting its standards of behaviour and expectations from Governors. It is important that new Governors are made aware of the code.

The Governing Board has the following strategic functions

Establishing the strategic direction, by:

- Setting and ensuring clarity of vision, values, and objectives for the school
- Agreeing the school improvement strategy with priorities and targets
- Meeting statutory duties

Ensuring accountability, by:

- Monitoring the educational performance of the school/s and progress towards agreed targets
- Engaging with stakeholders
- Contributing to school self-evaluation

Overseeing financial performance, by:

- Ensuring money is well spent and value for money is obtained in regard to PP and PE grants

The Governing Board acts at all times fairly, without prejudice, and in accordance with the principles laid down by the Committee on Standard in Public Life ("Nolan Committee"), which are set out later in this Code of Conduct.

As individuals on the board we agree to the following:

Role & Responsibilities

- We understand the purpose of the Governing Board and the roles of the Executive leaders.
- We accept that we have no legal authority to act individually, except when the Governing Board has given us delegated authority to do so, and therefore we will only speak on behalf of the Governing Board when we have been specifically authorised to do so.
- We accept collective responsibility for all decisions made by the Board or its delegated agents. This means that we will not speak against majority decisions outside the Governing Board meeting.
- We have a duty to act fairly and without prejudice, and in so far as we have dealings with staff, we will fulfil all that is expected of a good employer.
- We will encourage open governance and will act appropriately.
- We will consider carefully how our decisions may affect the community and other schools.
- We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our schools. Our actions within the schools and the local communities will reflect this.
- In making or responding to criticism or complaints we will follow the procedures established by the Trust.
- We will actively support and challenge the Executive leaders.
- We will accept and respect the difference in roles between the board and staff, 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;
- We agree to adhere to the school's rules and policies and the procedures of the governing board as set out by the relevant governing documents and law
- 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 on social media) we will be mindful of and strive to uphold the reputation of the organisation

Commitment

- We acknowledge that accepting office as a Governor involves the commitment of significant amounts of time and energy.

- We will each involve ourselves actively in the work of the Governing Board, and accept our fair share of responsibilities, including service on committees or working groups.
- 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 schools well and respond to opportunities to involve ourselves in school activities.
- We will visit the schools, with all visits arranged in advance.
- When visiting the school in a personal capacity (i.e. as a parent or carer), we will maintain our underlying responsibility as a governor.
- 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 government, our full names, date of appointment, terms of office, roles on the Governing Board, attendance records, relevant business and pecuniary interests, and the body responsible for appointing us will be published on the Trust and school websites.
- In the interests of transparency, we accept that information relating to Governors will be collected and logged on the DfE's national database of governors (Edubase).

Relationships

- We will strive to work as a team in which constructive working relationships are actively promoted.
- We will express views openly, courteously and respectfully in all our communications with other governors/trustees/academy committee members, the clerk to the governing board and school staff 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 are prepared to answer queries from other Governors in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.
- We will seek to develop effective working relationships with the CEO, the Trust, the local authority and other relevant agencies and the community.

Confidentiality

- We will observe complete confidentiality when matters are deemed confidential or where they concern specific members of staff or pupils, both inside or outside school.
- We will exercise the greatest prudence at all times when discussions regarding school/trust business arise outside a governing body meeting.
- We will not reveal the details of any Governing Board 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 Governing Board's

business 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 and school websites.
- 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 and not as a representative of any group.

Ceasing to be a Governor

- We understand that the requirements relating to confidentiality will continue to apply after a governor leaves office

Breach of this code of conduct

- If we believe this code has been breached, we will raise this issue with the chair and the chair will investigate; the Board will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
- Should it be the chair that we believe has breached this code, another Board member, such as the vice chair will investigate.

The Seven Principles of Public Life

(Originally published by the Nolan Committee: The Committee on Standards in Public Life was established by the then Prime Minister in October 1994, under the Chairmanship of Lord Nolan, to consider standards of conduct in various areas of public life, and to make recommendations).

Selflessness - Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity - Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

Objectivity - In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability - Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness - Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty - Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership - Holders of public office should promote and support these principles by leadership and example.

Appendix 3

Role Description and Responsibilities for Members

Role Title: Member

Hours: Meetings in accordance with the requirements as set out in article 20 of the Articles of Association 2018

Remote involvement via email/telephone

Salary Range: Voluntary

Role Purpose

- Determine the ethos and purpose of the Trust (for example, the provision of education) and the way it is governed (as per the Articles of Association).
- To appoint Trustees in accordance with the requirements as set out in the Articles of Association.
- To appoint the Trust's Auditors, receive the Trustees' Annual Report and Accounts and to attend general meetings of the Trust.

Legal Responsibilities of Members

Members of companies limited by guarantee are responsible only for contributing to the Trust's capital on winding up, to the limit of the guarantee set out in the Articles.

Members provide an additional layer of accountability and can scrutinise the actions of the Trustees.

Appendix 4

Role Description and Person Specification and Role Responsibilities for Trustees

Role Title: Trustee

Hours: Attendance at Trust Board and other meetings as required
Remote involvement via email/telephone
Regular review of reports and documentation

Salary Range: Voluntary

Term of Office: Four years

Role Purpose: The Trustees oversee the management and administration of the Trust and the Academies run by the Trust.

Role Description

Governance

The corporate management and trustee responsibility for the Trust is vested in the Trustees, who will also be the company Trustees registered with Companies House. The Trustees are personally responsible for the actions of the Trust and the Academies and are accountable to the Secretary of State for Education and the wider community for the quality of the education received by all students of the Academies and the expenditure of public money.

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

Specific Responsibilities of the Trust Board and the Trustees

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

- Determine the strategic vision and overarching strategic plan of the Trust;
- Provide strategic leadership and governance;
- To develop effective links within the Academies' communities, communicating openly and frequently as appropriate and ensuring that the Academies meet their responsibilities to the community and serve the community's needs in relation to the safeguarding and education of its students;
- Provide challenge and support to senior leaders including the CEO;
- Develop and decide strategic and operational policies;
- Facilitate collaboration between the Academies to actively seek opportunities for the Academies to work together either with the aim of improving economic efficiencies within the Trust or identifying and implementing best practice across all Academies;
- Co-ordinate and oversee shared services and resources;
- Develop and oversee the implementation of Academies action plans focussing on Academy improvement;
- Set and monitor performance benchmarks;
- Determine curriculum priorities;
- Set the overall Trust budget and approval of Academies budgets;
- Monitor expenditure in accordance with appropriate authorisations;

- Develop and implement a risk management strategy;
- Ensure the Trust and the Academies comply with their legal obligations;
- Determine the Trust's reserves/contingency policy;
- Ensure appropriate insurance or risk cover is put in place;
- Undertake recruitment and ensure performance management of headteachers and other senior leaders;
- Develop staff training programmes and opportunities for professional development;
- Support the development and building of leadership and governance capacity at Academy level;
- Approval of site and asset management strategies;
- Oversee any significant capital expenditure and building projects;
- Approval of all funding applications;
- Act as decision maker for all appeals.

Core Competencies

The following core competencies and skills expected of the Trustees are that they will:

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

Person Specification

Personal Qualities and Values:

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

Education and Training:

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

Experience:

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

Knowledge:

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

Skills:

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

Legal Requirements:

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

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

Appendix 5

Terms of Reference for the Trust Board

Membership

The membership of the Board will be not less than three and subject to a maximum of 10 as outlined in the Articles of Association 50.

Quorum for meetings is in accordance with Article 117 and is subject to the requirements of Article 119.

Quorum will be any three trustees, or where greater any one third (rounded up to a whole number) of the total number of trustees holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters being resolved.

Meetings

- a) Subject to the Articles of Association, the Trustees may regulate their proceedings as they think fit.
- b) The Board shall hold at least three meetings each year in accordance with Article 109.
- c) The Board has determined that a calendar of meetings will be agreed at the start of each academic year.

Chair and Vice Chair

- a) The Chair and Vice chair will be elected by the Board on an annual basis at its first meeting of the academic year.
- b) Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice Chair shall act as the Chair for the purposes of the meeting.
- c) No employee of the Trust will act as the Chair or Vice-Chair of the Board.

Responsibilities

The business of the Trust shall be managed by the Board which may exercise all the powers of the Trust as set out in the Articles. This will include but not be limited to:

Setting the Strategic Direction

- To ensure that the Trust's vision and values underpin the way in which the Trust and its schools work.
- To determine the educational character, religious ethos and mission of the Trust.
- To approve the Trust's appropriate strategic plans and review annually.

Ensuring High Standards of Achievement and Improved Performance

- To ensure that all schools in the Trust are effectively challenged and supported to maximise outcomes of children and young people who attend Trust schools.
- To receive reports from the Standards (and P) Committee at every board meeting in order to review regularly outcomes and impact against key performance indicators as identified in the Trust's strategic plan.
- To challenge and support the Trust's senior officers and Academy leaders to achieve best value in terms of impact, outcomes, quality and cost.

Ensuring Sound Financial Practices

- To approve the Trust's annual budget and keep it under regular review by receiving a report from the Trust's Finance Committee at every board meeting.
- To approve and review each Trust/School's annual budget and review this annually.
- To agree the scheme of financial delegation to Trust academies and review this annually.
- To receive the Annual Report from the Trust's auditors and take appropriate actions.

Ensuring Strong and Robust Governance

- To ensure compliance with the Trust's duties under company law and charity law and agreements made with the Department for Education (DfE) including Master Funding Agreement and Supplemental Funding Agreements.
- To ensure the continued charitable status of the trust, and compliance with the charitable objects as set out in the Articles of Association.
- To approve the Trust's accountability and delegation framework and review regularly.
- To approve the terms of reference for agreed committees
- To approve the Trust's policy framework
- To take timely action to address decisions for which there is a legal requirement for board approval.
- To ensure effective consultation and communication with all stakeholders of the Trust.
- To review the effectiveness of governance structures and take appropriate steps to improve its performance.

Appendix 6

Role Description and Person Specification and Role Responsibilities for the Chief Executive Officer

Role Title: Chief Executive and Accounting Officer

Overview: The Chief Executive Officer, must be an outstanding leader, who is able to develop and articulate the vision, values and ethos for the Engage Multi-Academy Trust (the MAT) and who will inspire and empower others to share in achieving it. The successful candidate will be driven by a commitment to creating the best possible educational opportunities for the young people in order to raise aspirations and transform lives across the MAT.

Accountable: to the Board of Trustees of the Engage Trust, though the Chair of that Board.

Core purpose:

The Chief Executive Officer will:

- provide inspirational, strategic and professional leadership, both internally and externally focused, which will ensure the success of the Trust, and its academies, as places of transformational learning, with a reputation for high standards in Alternative and Specialist education.
- be responsible for the continuous improvement of educational standards, equality of access and achievement for all, and effective use of resources across the Trust
- manage strategic oversight in liaison with financial and operational teams and report regularly to Trust Board. This will include satisfying conditions of FNTI and management of identified outcomes to achieve.
- Ensure implementation and monitoring of specific CIF funding and preparation future bids
- Secure the values and ethos of the MAT.
- Provide clear direct-line management of Headteachers / Heads of School within the MAT to ensure that appropriate performance reviews, challenge and support are in place. The CEO will be part of all Headteacher / Head of Schools appraisals.
- Maximise the performance of all students across the MAT through high quality learning and teaching which motivates, challenges and empowers.
- Empower students to be active participants in their learning and to take personal responsibility for improving their life chances through their education experience.
- Create a place of learning open to the whole community and develop the MAT as a wider resource accessible to the whole community, offering a diverse range of extended and wrap around services.
- Enhance opportunities through partnerships between parents/carers, students, staff, the local community, HE and FE partners, the LA, other schools, voluntary organisations, other public-sector bodies and employers.
- Develop effective relationships with primary and secondary schools, HE and FE providers and in collaboration with them make a positive contribution to the reorganisation and improvement of education services.
- Act as the Chief Executive and Accounting Officer of the Company.

Key responsibilities:

1. To execute all the functions and responsibilities of the Chief Executive and Accounting Officer of Unity Education Trust (a Company Limited by Guarantee with charitable status) including those of financial planning, budget setting and managing a wide range of services.
2. To ensure that the MAT meets all legislative and statutory requirements, including safeguarding and those required by Companies House, the Charity Commissioners and the EFA.
3. Advise the Trustees and Governors on the vision, values, ethos, strategy and performance necessary to ensure that all elements of the organisation contribute to creating transformational learning opportunities and excellent educational outcomes.
4. To develop and deliver, in conjunction with the Trustees, Governors and senior Trust staff, the vision and aims of the Engage Trust to create a platform for high standards of learning in all aspects of its work.
5. Enable the Engage Trust to articulate its philosophy, strategy and policy; ensure that these are consistently applied across all elements of the Trust.
6. Lead and manage the Engage Trust to ensure that it is an outward facing, aspirational organisation that builds and sustains a national and international reputation for educational excellence in the Specialist and AP sector.
7. To recruit and motivate high performing personnel, that achieve transformational change that delivers outstanding educational outcomes.
8. To provide strategic leadership by ensuring that critical evaluation of performance secures high standards that are continually improving, and that underachievement is rigorously challenged should it exist.
9. The CEO will provide performance management to members of the Trust Leadership Group and the Head Teachers of the academies.
10. To develop GDPR compliance plan for the Trust
11. To develop the Engage Trust in response to regional initiatives.
12. Provide leadership to identify and build relationships with external stakeholders that will enable the promotion of Engage Trust.
13. Continue to foster positive relationships with LA
14. Lead actions to satisfy conditions of FNTI and oversee funds relating to CIF bid
15. Lead, in liaison with Academy HTs, actions to ensure that aspirations and educational standards continue to rise across all elements of Engage Trust in the medium term to move Trust academies from RI to a minimum of Good.
16. Oversee aspects of Engage Trust operations - in accordance with DfE regulations and Funding Agreements.
17. Ensure Engage Trust policies on behalf of the Board to ensure that all aspects of the Engage Trusts work are in compliance with legislation and good practice.
18. Oversee that policies and practice to ensure equality of opportunity and practice in all aspects of the work of the Engage Trust.
19. Establish and maintain an appropriate working relationship with the Board.
20. Ensure appropriate reporting to the Trust (and its sub committees and advisory groups) on the progress of the Academies and on all matters relevant to the discharge of the Trust's responsibilities.
21. As agreed with the Chair and Trust, develop strategy and policy proposals for Trust discussion and decision.
22. Enable the Trust to articulate its corporate philosophy and values and to ensure that these are consistently applied across the Trust itself and across local Boards and Head Teachers of academies;
23. Ensure the continuing engagement and involvement of members of the Trust to further the vision and aims of the Trust;

24. Ensure systems and process are in place in all Academies and are consistently and rigorously applied in order to raise academic standards and to meet targets as set by the Trust
25. Hold the Head Teachers of the Academies to account for the achievement and wellbeing of pupils and the opportunities offered to them;
26. Hold Head Teachers of the Academies to account for the financial health of individual academies; monitor, advise on and evaluate the governance and organisational structures of individual Academies to best meet their educational objectives.
27. Support and develop the capabilities and leadership capacity of Head Teachers of the Academies.
28. Establish and maintain an appropriate working relationship with the Central Support team

Appendix 7

Terms of Reference for the Improvement and Policy Committee

Membership

The Committee will be appointed by the Trust Board and will comprise no fewer than three Trustees (including the Chief Executive Officer). Membership may include persons who are not Trustees provided that no vote shall be taken at a meeting unless the majority of members present are Trustees. Non-Trustee members will not have a vote.

The Committee will appoint one of its members as its Chair.

Attendance

The Committee may ask any member of staff to attend meetings of the Committee either regularly or by invitation, in order to provide information.

A meeting may be terminated if the members resolve to do so or the number of those present ceases to constitute a quorum

Voting

The quorum for each meeting shall be three members of the Committee rounded up. Decisions of the Committee shall be taken by a simple majority of those present and voting save that no vote shall be taken unless the majority of members present are Trustees. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee and the Clerk of the Trust Board within seven working days of the meeting.

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee may sub-delegate its duties and functions in accordance with article 105a, but any action or decision taken by them must be reported to the Trustees at the next meeting, in accordance with Article 106

Duties

The duties of the Committee shall be:

- to ensure that the highest possible standards are set and maintained across the Trust
- to receive a termly report regarding standards and performance of the Trust against key performance indicators
- to identify any areas of concern in respect of standards and performance and to implement an action plan
- to ensure that the Trust's curriculum is balanced and broadly based
- to scrutinise and review Trust policies for recommendation to the Trust Board
- to ensure that effective processes are in place for the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the Trust
- to support the Chief Executive Officer in the creation, implementation and monitoring of the Trust's self-evaluation development plan and any post-Ofsted action plan
- to advise the Trust Board with respect to targets for student achievement across the Trust
- to ensure that effective arrangements are in place across the Trust for pupil/student support and representation, for monitoring attendance and for pupil/student discipline
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

Appendix 8

Terms of Reference for the Audit, Risk and Personnel (Finance) Committee

Membership

The Committee will be appointed by the Trust Board and will comprise no fewer than three Trustees (including the Chief Executive Officer). Membership may include persons who are not Trustees provided that no vote shall be taken at a meeting unless the majority of members present are Trustees. Non-Trustee members will not have a vote

The Committee will appoint one of the members of the Committee as its Chair.

Committee members who are also staff employed by the Trust should not participate as members when audit and personnel matters are discussed. They may remain in attendance to provide information and participate in discussions. The Accounting Officer and other relevant senior staff should routinely attend the Committee in the capacity set out in this paragraph.

Attendance

The Committee may ask the Chief Finance Officer and any other member of staff to attend meetings of the Committee either regularly or by invitation, to provide information.

The Committee will have at least one annual meeting, or part of one meeting, with the external auditor without the senior executives being present.

A meeting may be terminated if the members resolve to do so or the number of those present ceases to constitute a quorum

Voting

The quorum for each meeting shall be three members of the Committee. Decisions of the Committee shall be taken by a simple majority of those present and voting save that no vote shall be taken unless the majority of members present are Trustees. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee and the Clerk of the Trust Board within seven working days of the meeting.

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee may sub-delegate its duties and functions in accordance with article 105a, but any action or decision taken by them must be reported to the Trustees at the next meeting, in accordance with Article 106.

Duties

The duties of the Committee shall be to:

- develop a financial strategy for the Trust and consider policies, procedures or plans required to realise such strategy
- consider the Trust's indicative funding, once notified by the ESFA, and to assess its implications for the Trust, in consultation with the CEO and the Chief Finance Officer, in advance of the financial year, drawing any matters of significance or concern to the attention of the Trustees
- consider and recommend acceptance/non-acceptance of the Trust's budget to the Trustees
- monitor any variances from the budget and ensure the ESFA is notified as required
- 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 Trust Development Plan
- liaise with and receive reports from the Standards Committee and then to make recommendations about the financial aspects of matters being considered by them
- monitor and review income and expenditure on a regular basis and ensure compliance with the overall financial plan for the Trust, drawing any matters of concern to the attention of the Trust Board
- monitor and review procedures for ensuring the effective implementation and operation of financial procedures, on a regular basis, including the implementation of bank account arrangements and, where appropriate to make recommendations for improvement
- prepare the financial statement to form part of the Annual Report
- ensure the Trust's commercial and fundraising activities are carried out effectively
- examine and review new initiatives for financial development, including fundraising
- oversee significant investment and capital financing decisions
- approve and keep under review the Trust's investment policy
- approve and keep under review the Trust's reserves policy
- to scrutinise and review Trust policies for recommendation to the Trust Board
- promptly notify the Trust Board of all financial matters of which the Committee has knowledge, and which may materially affect the current or future position of the Trust
- advise generally on the provision of resources and services to the Trust
- as the Trust's Audit Committee:

- to recommend to the Trust Board the appointment, re-appointment or removal of the external auditors
- to approve the terms of engagement and remuneration for the external auditors
- to receive the auditors' reports and to recommend to the Trust Board action in response to audit findings
- to ensure the provision of effective internal audits within the Trust and each of its schools; to receive reports based on these audits; to ensure findings are shared with appropriate Trustees, Local Governors and staff; and to review governance and management responses to findings
- to focus its audit work on providing assurances to the Trust Board:
 - that all risks are being adequately identified and managed with particular regard to reviewing the risks to financial control at the Trust and its constituent academies, and agreeing a programme of work to address, and provide assurance on, those risks
 - that information submitted to the DfE and ESFA that affects funding, including pupil number returns, and funding claims completed by the Trust and by its constituent academies, is accurate and in compliance with funding criteria
 - that any other internal scrutiny functions recommended for audit committees in the Academies Financial Handbook are addressed.
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

Appendix 8A

Terms of Reference for the Premises, Health and Safety Committee

Membership

The Committee will be appointed by the Trust Board and will comprise no fewer than three Trustees (including the Chief Executive Officer). Membership may include persons who are not Trustees provided that no vote shall be taken at a meeting unless the majority of members present are Trustees. Non-Trustee members will not have a vote

The CEO shall be a member of the committee.

The Engage Trust Board Chair shall be a member of the committee

The Engage Trust Operations Manager shall be a member of the committee

The Committee will appoint one of the members of the Committee as its Chair.

Attendance

The Committee may ask any member of staff to attend meetings of the Committee either regularly or by invitation, to provide information.

A meeting may be terminated if the members resolve to do so or the number of those present ceases to constitute a quorum

Voting

The quorum for each meeting shall be three members of the Committee. Decisions of the Committee shall be taken by a simple majority of those present and voting save that no vote shall be taken unless the majority of members present are Trustees. The Chair will have a casting vote on an equality of votes.

Meetings

The Committee shall meet on such dates as shall be determined by the Committee from time to time and at such other time as the Clerk shall specify at the request of any member of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda shall be sent to each member of the Committee and any other person invited or required to attend no fewer than seven working days prior to the date of the meeting.

Minutes

The Clerk will minute the proceedings and resolutions of the Committee and ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of each Committee meeting will be sent to all members of the Committee and the Clerk of the Trust Board within seven working days of the meeting.

Authority

The Committee is authorised by the Trust Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

The Committee may sub-delegate its duties and functions in accordance with article 105a, but any action or decision taken by them must be reported to the Trustees at the next meeting, in accordance with Article 106.

Duties

The duties of the Committee shall be to:

- To ensure that the schools provide an environment in which pupils enjoy their learning and feel safe.
- To provide support and guidance to the Executive Head/ Head teachers in all matters relating to the premises and grounds, security and health and safety as well as scrutiny of what has been achieved.
- To inspect the premises and grounds and equipment at least annually and prepare a statement of priorities for maintenance and development to be approved by the board.
- To review the asset management plan and develop a rolling programme of repairs and maintenance. To approve the costs and arrangements for maintenance, repairs and redecoration within budget allocations.
- To agree procedures for emergency work and to make recommendations about delegation to the Head of School for taking appropriate action in the event of an emergency.
- To recommend to the board proposals for the delegation of authority to the Executive Head to take action on minor items of repair and maintenance work subject to the specified financial limit.
- To monitor and review the arrangements for cleaning and grounds maintenance
- To ensure compliance across the Trust of Health and Safety Regulations.
- To draw up an Accessibility Plan to meet the needs of DDA 1995 and renew on 3 yearly cycle.
- To ensure LGB's responsibilities are discharged regarding litter and refuse under EPA 1990
- To ensure regular Risk Assessments are conducted and actioned to address identified areas of risk.
- To ensure all logbooks pertaining to Fire, Asbestos, Legionella and Statutory Maintenance are regularly scrutinised and remedial actions taken where necessary
- To review and amend if necessary all Health and Safety policies in line with the Policy Review Cycle pertaining to PHS.
- To assist with the preparation of School's SIDP and monitor progress within the committee's area of interest
- To monitor progress on relevant key issues for action post-OFSTED
- To attend or commission appropriate training.
- To report to the full board at each of its meetings.
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

Appendix 9

Role Description and Person Specification and Role Responsibilities for Governors (including specific responsibilities of the Chair)

Role Title: Governor serving on a Local Governing Board

Hours: Local Governing Board meetings as required
Remote involvement via email/telephone
Regular review of reports and documentation

Salary Range: Voluntary

Term of Office: Three years

Role Purpose: The Local Governing Board for an Academy or Academies plays an active part in supporting the Headteacher/Heads of School, liaising as appropriate with the Trust's CEO and the Trust Board more generally in relation to the oversight of the Academies and the Academies' Leadership Teams.

Role Description

Governance Support and Local Accountability

The role of those serving on a Local Governing Board is an important one, ensuring there is local accountability for the performance of the Trust and the Academies. Those serving on a Local Governing Board are accountable to the Trust Board and must ensure that at all times they act in good faith and in the best interests of the Academies and the Trust, exercising reasonable care and skill having particular regard to personal knowledge and experience.

Specific Responsibilities

The specific tasks and responsibilities of governors are as follows, to:

- Ensure implementation of the strategic vision of the Trust and the Academies, in particular;
- Support the Trust Board in developing and maintaining effective links within the Academies' communities, communicating openly and frequently as appropriate and ensuring that the Academies meet their responsibilities in relation to the safeguarding and education of its students;
- Oversee and support the Academy's Leadership Team;
- Support the Academy's Leadership Team in the development and review of an appropriate staffing structure;
- Where appropriate, support the Headteachers in the recruitment and performance management of strategic personnel;
- Promote collaboration with the other Trust Academies, actively seeking opportunities for the Academies to work together with the aim of identifying and implementing best practice across all Academies;
- Review delegated local Academy policies;
- Provide advice and feedback to the Trustees and reporting on all matters, responsibility for which has been passed to the Local Governing Board;

- Support the Academy's Leadership Team in relation to curriculum and budgeting priorities, determining any local priorities;
- Support the Academy's Leadership Team in monitoring student progress and analysing performance data, having regard to the performance benchmarks determined by the Trust across all Academies;
- Ensure the implementation of any Academy plan, focussing particularly on Academy performance targets;
- Undertake all and any appropriate community/stakeholder consultation;
- Provide a point of contact for parents, carers and other members of the local community;
- Maintain effective links with the local community.

Core Competencies

The following core competencies and skills expected of governors are to:

- Work as a team;
- Attend meetings and be prepared to contribute to discussions and commit to agreed actions;
- Be respectful of the views of others and to be open to new ideas and thoughts;
- Treat all confidential information confidentially;
- Act with integrity, avoiding any personal conflicts of interest
- Develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the Trust's mission;
- Understand the policies and procedures of the Trust and how these flow down to the Academies;
- Support the Trust in public and act as an ambassador of the Trust and the Academies;
- Commit to training and skills development
- Be ready to provide challenge;
- Be focussed on problem solving and be ready to learn from past experiences;
- Act in accordance with any authority delegated to him or her, including complying with any regulation or requirement of those from whom delegated authority is received;
- Adhere to the Nolan Principles in their conduct.

Person Specification

Personal Qualities and Values:

- A desire to create positive change for young people
- A commitment to the aims and objectives of the Engage Trust
- A willingness to devote time and effort
- An ability to work effectively as a team while contributing an independent perspective
- An ability to build productive and supportive professional relationships

- A commitment to the Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership
- A commitment to equal opportunities and anti-discriminatory practice
- A commitment to Safeguarding young people
- Reliability and integrity

Education and Training:

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

Experience:

- Experience of driving positive change
- Experience in leadership and management
- Professional experience

Knowledge:

- An understanding and acceptance of legal duties, responsibilities and liabilities of governors
- An understanding of the use of attainment and other data to assess the progress, strengths and weaknesses of a school
- An understanding of financial and workforce data

Skills:

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

Legal Requirements:

Individuals who are not able to make the following declarations may not serve on the Local Governing Boards:

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

The Chair’s Specific Duties are to:

- Provide a clear lead and direction for the governors, understanding the aims of the Academies, the roles played by all those involved and the vision of the Trust in relation to its Academies;
- Build an effective team, attracting governors with necessary skills and experience promoting equality and diversity and ensuring priority is given to those who can make a positive contribution to driving school improvement and supporting their development to maximise the benefit of their contribution;
- Work closely with the Headteachers and the Leadership Team to ensure there is proper challenge and encouragement;
- Ensure that Academy improvement is the focus of all policy and strategy for the Academies, reminding governors of this as often as necessary;
- Hold governors to account, ensuring the business of the Local Governing Board is conducted efficiently and effectively, chairing meetings ensuring all members have the opportunity to contribute and are listened to with clear decisions being made when necessary.

Appendix 10

Terms of Reference for Local Governing Boards (local governors)

Terminology: ET's Articles of Association state that the Trustees may appoint committees, the constitution, membership and proceedings of which shall be determined by the Trustees. Committees appointed in respect to each academy in the Trust are described in the Articles and in other documents as Local Governing Boards

Membership

The composition of the Local Governing Boards (LGB) shall be comprised as follows:

- The Headteacher/Head of School
- One/Two Staff Governors
- Two Parent Governors or Parent Governors in accordance with Article 56
- At least one Community (co-opted) Governors.

Associate Members may be appointed where the LGB or the Trustees have identified the need for additional expertise and skills to support the work of the LGB. Associate Members may attend meetings established by the LGB. They will hold no voting rights and normally serve for a maximum term of one year.

All appointments to the LGB will be subject to the approval of the Trust Board.

The LGB may continue to act notwithstanding a temporary vacancy in its composition.

Where an Academy has a leadership model in excess of one Headteacher, for example two Heads of School or an Executive Head and Heads of School, all staff will be members of the LGB. However, they will only have a single vote.

Trustees and /or members of the Trust executive team reserve the right to attend LGBs. The Trust will endeavour to link each LGB with a named Trustee who will act as a conduit between the LGB and the Trust Board.

Governors Term of Office

Any governor shall hold office and vacate office in accordance with the terms of his/her appointment (except in the case of the Headteacher/Head of School) the length of his/her term of office shall not exceed three years.

Subject to remaining eligible to be a governor any governor may be re-appointed for consecutive periods not exceeding six years in total. Thereafter a governor shall not be eligible for re-appointment until one year after his or her retirement, unless agreed exceptionally by resolution of the Trustees that he or she shall be eligible to serve for a further consecutive term. For the avoidance of doubt, a governor's term of office shall not include any time served as a governor of a predecessor school to the Academy.

Resignations and Removal of Governors

- A governor may at any time resign his/her office by giving notice in writing to the Trust Administrator.
- A governor shall cease to hold office if he/she is removed by the person or persons who appointed him/her. The provision does not apply in the case of a Parent or Staff Governor.
- The Trustees may terminate the appointment of any governor whose presence or conduct is in breach of the adopted NGA Code of Conduct or deemed by the Trustees not to be in the interests of the Trust or Academy. The Trustees will give due regard to and representation from the LGB.

- The removal of a Parent Governor will be undertaken only in exceptional circumstances.
- If any person who serves on the LGB in his or her capacity as an employee at any of the Academies ceases to work at the Academy, then he or she shall be deemed to have resigned and shall cease to serve on the LGB automatically on termination of his or her work at the Academy.
- Where a person who serves on the LGB is removed from office, those removing him or her, shall give written notice thereof to the Trust Administrator who shall inform the Chair of the LGB.

Disqualification of Members of the Local Governing Board

- No person shall be qualified to serve on the LGB unless he or she is aged 18 or over at the date of his or her election or appointment.
- No current student of the Academy shall be entitled to serve on the LGB.
- A person serving on the LGB shall cease to hold office if he or she becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs.
- A person serving on the LGB shall cease to hold office if he or she is absent without the permission of the Chair of the LGB from all the meetings of the LGB held within a period of six months and the LGB resolves that his or her office be vacated.
- A person shall be disqualified from serving on the LGB if:
 - His or her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
 - He or she is the subject of a bankruptcy restrictions order or an interim order.
 - A person serving on the LGB shall cease to hold office if he or she would cease to be a Trustee by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- A person shall be disqualified from serving on the LGB at any time when he or she is:
 - Included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
 - Disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
 - Barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
- A person shall be disqualified from serving on the LGB if he or she is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- A person shall be disqualified from serving on the LGB where he or she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
- After the Academy has opened, a person shall be disqualified from serving on LGB if he or she has not complied with the mandatory requirement to provide a Disclosure and Barring Service (DBS) certificate.

- Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the LGB; and he or she was, or was proposed, to so serve, he or she shall upon becoming so disqualified give written notice of that fact to the Trust Administrator.
- This clause shall also apply to any member of any committee of the LGB who is not a member of the LGB.
 - The governing body will suspend a governor for a period of up to six months under circumstances set out in Regulation 15 of the School Governance (Procedures) (England) Regulations 2003 (as amended).

Appointment of the Chair and Vice Chair of the LGB

- The Chair and Vice Chair of the LGB shall be appointed at the start of each academic year by simple election of those members of the LGB with voting rights.
- An employee of the Trust may not be Chair or Vice-Chair of the LGB.
- Where the Trust consider that there is not a suitable Chair or Vice Chair from among the pool of Governors a member of the Trust Board or nominee shall fulfil the role until such a time as a suitable governor can be appointed.
- Where the Chair is absent from any meeting of the LGB, the Vice-Chair shall act as the Chair for the purposes of the meeting
- If both the Chair and Vice Chair are absent from any meeting of the LGB a member of the Trust Board or nominee shall chair the meeting.

Appointment of Clerk to the LGB

- The Clerk to Governors shall be appointed by the Trust
- The Clerk shall not be a governor. Notwithstanding this paragraph, the governors may, where the Clerk fails to attend a meeting of theirs, appoint any one of their number or any other person to act as clerk for the purposes of that meeting.

Meetings of LGBs

- Subject to this Scheme of Delegation, the LGB may regulate its proceedings as the members of the LGB think fit.
- The LGB shall normally meet once every half term, in accordance with the Trust timetable of business as set out by the Trustees.
- All meetings shall be convened by the Clerk to the LGB, who shall send to the governors' written notice of the meeting and a copy of the agenda and supporting papers at least seven clear days in advance of the meeting.
- A special/adhoc meeting of the LGB shall be called by the Clerk whenever requested by the Chair or at the request in writing by any three governors. Where there are matters demanding urgent consideration, the Chair or in his/her absence the Vice Chair may waive the need for seven days' notice of the meeting and substitute such notice as he or she thinks fit.
- The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

- The establishment of sub-committees by the School Oversight Committee shall be permitted in exceptional circumstances subject to the agreement of the Trustees following consideration of proposed terms of reference.

Quorum for LGB Meetings

- Meetings of the School Oversight Committee shall be quorate if one third of members are present.
- If the number of governors assembled for a meeting of the LGB does not constitute a quorum, the meeting shall not be held.
- If in the course of a meeting of the LGB the number of governors present ceases to constitute quorum, the meeting shall be terminated.
- If for the lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks fit, determine the time and date at which a further meeting shall be held and shall direct the Clerk to convene the meeting accordingly.
- Governors will be required to withdraw from a meeting under circumstances set out in Regulation 14 of the School Governance (Procedures) (England) Regulations 2003 (as amended). If there is a dispute about a person attending a governing body meeting being required to withdraw, the matter of withdrawal shall be determined by the governing body

Proceedings of LGB Meetings

- Every question to be decided at a meeting of the LGB shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the LGB shall have one vote.
- Where there is an equal division of votes, the Chair of the meeting shall have a casting vote in addition to any other vote he/she may have.
- A governor may not vote by proxy.
- No resolution of the governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- Any governor who is also an employee of the Trust shall withdraw from that part of any meeting of the LGB at which his/her remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- Where the LGB resolves to adjourn a meeting before all the items of business on the agenda have been disposed of, the LGB shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items. They shall direct the Clerk to convene a meeting accordingly.
- Any governor shall be able to participate in a meeting of the governors by telephone or video conference provided that he/she has given reasonable notice to the Clerk and that the governors have access to the appropriate equipment.
- The proceedings of the LGB shall not be invalidated by any vacancy on the LGB; or any defect in the election, appointment or nomination of any person serving on the LGB.

- Details of any dispute, discussion or disagreement should remain confidential to those present at the meeting.

Minutes and Publication

- At every meeting of the LGB the minutes of the last meeting shall be taken as the first agenda item after any apologies, except in cases where the governors present decide otherwise, and, if agreed to be accurate, shall be signed as a true record.
- The Clerk to the LGB shall ensure that a copy of the agenda for every meeting of the governors, the draft minutes of every such meeting (if they have been approved by the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Clerk of the Trust Board.
- The Clerk to the LGB shall ensure that a copy of the agenda for every meeting of the governors, the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available at each Academy to persons wishing to inspect them.
- There may be excluded from any item required to be made available, any material relating to:
 - a named teacher or other person employed, or proposed to be employed, at the Academy;
 - a named student at, or candidate for admission to, the Academy; and
 - any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.

Conflicts of Interest

- The income and property of the Academy must be applied solely towards the provision of the Objects as detailed in the Articles. The restrictions which apply to the Trustees with regard to having a Personal Financial Interest shall also apply to the governors.
- The procedure detailed at articles 97-98 of the Articles shall apply to the LGB always provided that, in the case of a Personal Financial Interest for a governor who is not also a Trustee, the LGB may meet to authorise the benefit.
- All governors shall complete a Declaration of Interests form on joining the LGB and at the start of each academic year.
- Any governor who has any duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a governor shall disclose that fact to the governors as soon as he/she becomes aware of it and notify the Chair at the start of any meeting where that conflict relates to an agenda item. A governor must absent himself/herself from any discussions of the governors in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest)

Duties

The principle duty of the LGB shall be the oversight and management of school performance according to the delegated authority derived from the Board of Trustees.

This will include but not be limited to:

Ensuring High Standards of Achievement and Improved Performance by:

- monitoring progress of the school against the School Improvement and Development Plan and populating the “school on a page” report for the Board of Trustees;
- receiving a report from the Head of School/Headteacher at every LGB meeting in order to review regularly outcomes and impact against key performance indicators as identified in the Trust’s Strategic Plan and by the Trust Board;
- challenging and supporting the school’s senior leadership team to drive school improvement and improve pupil outcomes in line with Trust policies and objectives.

Ensuring Community Engagement by:

- undertaking all and any appropriate stakeholder consultation;
- providing a point of contact for parents, carers and other members of the local community;
- developing and maintaining effective links with the local community.

Supporting the Trust Board by:

- reviewing delegated local Academy policies;
- providing advice and feedback to the Trustees and reporting on all matters, responsibility for which has been passed to the LGB.

Safeguarding Pupils

- All governors on first appointment and at any subsequent re-appointment will be required to undergo checks to determine suitability to have access to children and young people in accordance with any legal requirements or policy of the governing body.
- Any governor refusing to undertake the checks will be disqualified from membership of the governing body.

Code of Conduct

- Every governor will be requested to sign the Code of Conduct declaration at first appointment and each subsequent year of appointment at the *Autumn* term meeting.

Indemnity

Subject to the provisions of the Companies Act 2006 every member of the LGB or other Officer or Auditor of the Company acting in relation to the Academy shall be indemnified out of the assets of the Company against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Appendix 11:

Power of the Chair to act in cases of emergency

Normally decisions should only be taken at a meeting of the Trust Board, or by a committee or individual with delegated powers to make that decision. But there may be times when a decision is so urgent that there is no time to call a meeting in which case the Chair of the Board of Trustees (or the Vice-Chair in the absence of the Chair) has the power to take decisions on behalf of the Board. The Chair will normally consult the CEO and, where the matter lies within the remit of a committee, the chair of that committee. Any decision must be reported to the next full meeting of the Board.

Similar powers reside with the Chairs/Vice-Chairs of LGBs for matters within the remit of the LGBs and they will normally consult the Headteacher/Head of school and/or chair of any LGB committee.

Appendix 12:

Engage Trust Delegation Structure

