



THE ARETÉ TRUST

SCHEME OF DELEGATION AND TERMS OF REFERENCE

(UPDATED JANUARY 2018)

Introduction

The Areté Trust (“the Trust”) operates Dartford Grammar School for Girls and intends in due course to operate other academies¹. It is a company limited by guarantee and is an exempt charity which means that although it has the responsibilities that are placed upon charities it is not required to be registered with the Charity Commission or file documents there. The Trust is constituted under Articles of Association which set out the purposes (“Objects”) and powers of the Trust and how these are to be exercised. The Objects cannot be changed although they can be added to with the approval of the Secretary of State and the Charity Commission. The Objects, which are written in general terms to allow the Trust to accommodate two or more schools within its ambit, are:-

a. to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing, by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum (“the mainstream Academies”) or educational institutions which are principally concerned with providing full-time or part-time education for children of compulsory school age who, by reason of illness, exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them (“the alternative provision Academies”) or 16 to 19 Academies offering a curriculum appropriate to the needs of its students (“the 16 to 19 Academies”) or schools specially organised to make special educational provision for pupils with Special Educational Needs (“the Special Academies”); and

b. to promote for the benefit of the inhabitants of the areas in which the Academies are situated the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.

As a company limited by guarantee and to meet the requirements of company law the Trust has a dual governance level. It has

1. Members, the equivalent of shareholders in a commercial limited company, and
2. Trustees² who are the directors of the company and who together comprise the Trust Board (“TB”) and who report and are accountable to the Members. The TB has overall responsibility for the operation of the academies. It delegates functions that are specific to the individual

¹ Free schools are technically academies and the term “academy” in this document includes free schools if any

² Trustees are the equivalent of governors in stand-alone maintained schools.



academies to committees known as Local Governing Bodies (“LGB”) and it delegates certain of its functions that relate to the Trust as a whole to other committees of the TB. The Chief Executive Officer (“CEO”) has delegated responsibility for the day to day operation of the Trust and each academy will have a Headteacher (“HT”) or, in some instances, a Head of School (“HoS”), who reports to the CEO and has delegated responsibility for the operation of the individual academy. Initially, the CEO also acts as the HT of Dartford Grammar School for Girls. In time, as the Trust becomes of a size that warrants it, an Executive Team (“ET”) may be created and may include Executive Headteachers (“EH”). Clusters or groupings of academies may also be created.

An LGB may, but need not, have Trustees as members and the power of the TB to appoint LGB members (who have full voting powers) are unrestricted. In addition, the TB may appoint additional members (“AM”) of other committees on such terms as it thinks appropriate. Such members may be permitted to vote but no vote may be taken unless a majority of those attending the meeting at which the vote is taken are Trustees.

This document sets how those various responsibilities are delegated and how the various constituent parts of the Trust are required to operate. Appendix One shows the delegation process for a range of decisions that arise and Appendix Three sets out the general requirements in relation to calling and attending meetings and voting.

Members

The Members have overall nominal responsibility for the Trust but they exercise their functions through the TB. Each Member guarantees to contribute £10 if the Trust were to become insolvent and is wound up – that is the “guarantee” implied by the term “company limited by guarantee”.

The main powers and duties of the Members in broad terms are:

1. To appoint and remove Trustees
2. Through a collaborative process to monitor and evaluate the performance of the TB
3. To maintain the Membership and to appoint Members
4. To approve any proposed changes to the Articles of Association
5. To receive the annual accounts of the Trust

Trustees

The Trustees are the directors of the trust and have a similar role to governors in a local authority-maintained school. As company directors their duties are to:-

- act within their powers;
- promote the success of the company;



- exercise independent judgment;
- exercise reasonable care, skill and diligence;
- avoid conflicts of interest;
- not to accept benefits from third parties; and
- declare any interest in proposed transactions or arrangements

Appendix Four sets out the Nolan Principles of public life and what is required of Trustees and Local Governors in relation to conflicts of interest.

Trust Board

The TB focuses on the three core functions of governance:

1. Ensuring clarity of vision, ethos and strategic direction;
2. Holding the CEO to account for the educational performance of the academies and their pupils, and the performance management of staff; and
3. Overseeing the financial performance of the Trust and making sure its money is well spent.

Composition:

- Up to 9 Trustees appointed by the Members,
- the CEO if the CEO chooses to act as a Trustee and the Members so appoint
- Up to 3 Trustees co-opted by those Trustees who are not themselves co-opted Trustees
- Elected Parent Trustees (if any) as determined by the Members In certain circumstances³

Quorum: One-third of the total number of Trustees in post or 3 if higher

Meetings: At least six each year convened on seven clear days' notice except in emergency as determined by the Chair

Responsibilities retained by the TB

- Deciding upon major strategic and legal aspects such as:
 - Establishing a new academy
 - Discontinuing or merging existing ones

³ If there are no LGBs or each LGB does not have provision for at least two parent local governors there must be at least two elected parent Trustees



- Disposal of land otherwise than for operational letting or hire purposes
 - Recommending amendments to the Articles of Association
- Adopting the strategic plan for the Trust which will include individual strategic plans for each academy
- Procurement requiring the publication of OJEU advertisements
- Approving the overall budget for the Trust and its devolution to each academy
- Approving the Trust Financial Procedures Manual
- General oversight of all premises-related aspects
- Approving the annual accounts of the Trust
- Ensuring that all regulatory requirements are met
- Recommending appointment of Members, Trustees and members of LGB and co-opting additional Trustees including conducting skills audits as required
- Securing that all Trustees and members of LGB are appropriately trained
- Approving all policies that the Trust by law is required to maintain. All policies originate from the CEO. A schedule of policies is attached as Appendix Two and shows where detailed consideration of each takes place and with whom consultation takes place
- Determining each year the scheme of delegation and terms of reference including approving the membership of all committees
- Determining admission arrangements for each academy
- Ensuring and monitoring compliance with the Admissions Code
- Establishing arrangements for independent appeals against refusals to admit pupils to an academy
- Establishing arrangements for independent review panels to review permanent exclusions
- Dealing with formal complaints against an academy in accordance with the Trust complaints policy
- Appointment of:
 - CEO
 - EHT(if any)



- CFO
- HT
- HoS (if any)

Chair's Emergency Powers

The Chair, or in the absence of the Chair the Vice-Chair, may take such action as the Chair may think fit to protect the interests of the Trust, any academy within the Trust, any student or employee of the Trust or any other member of the school community in circumstances where in the opinion of the Chair it would not be reasonably possible to convene a meeting of the TB or a relevant Committee or LGB in the time necessary to protect such interests

Finance Committee

Composition: as determined by the TB but to include an independent chair, i.e. an AM appointed by the Members to serve as chair of the Committee

Quorum: as determined by the TB

Meetings: as determined by the TB

Delegated responsibilities:

- Detailed consideration of the annual budget including consideration of
 - The extent to which funds are retained for central services not directly related to individual academies
 - The allocation of central funds for the purposes of each individual academy which will usually be based mainly but not solely on pupil numbers
 - The allocation of funds to each individual academy to be applied at the discretion of the HT or, where an individual academy has an HoS without financial responsibility, to be applied at the discretion of the CFO
- Monitoring the financial performance of the Trust and holding the CFO to account for this
- Monitoring the use of the pupil premium and other earmarked or dedicated funds
- Detailed consideration of the Trust Financial Procedures Manual for approval by the TB
- Detailed consideration of those policies within its remit

HR Committee

Composition: as determined by the TB



Quorum: as determined by the TB

Meetings: as determined by the TB

- Delegated responsibilities Monitoring all Human Resource aspects
- Determination of staff pay and conditions
- Performance management of CEO and CFO
- Disciplinary, capability and grievance aspects relating to CEO and CFO
- Detailed consideration of those policies within its remit

Audit Committee – only to be established when the Trust income exceeds £50m, until that point this aspect will be covered by the Finance Committee

Composition: as determined by the Trust Board but excluding members of the Finance Committee

Quorum: as determined by the Trust Board

Meetings: as determined by the Trust Board

Delegated responsibilities:

- to consider the appointment of the external auditor, the audit fee and any questions of resignation or dismissal;
- to discuss with the external auditor before the audit commences the nature and scope of the audit;
- to review the annual financial statements before submission to the TB, focusing particularly on: - any changes in accounting policies and practices - areas involving a significant degree of judgement - significant adjustments resulting from the audit - the going concern assumption - compliance with accounting standards - compliance with legal requirements - the clarity of disclosures - the consistency of accounting policies from year to year;
- to discuss problems and reservations arising from the audit and any matters the external auditor may wish to discuss (in the absence of the management where necessary);
- to act as the body to whom the head of internal audit reports on the internal audit function and to discuss any issue that the head of internal audit may wish to raise (in the absence of the management where necessary);
- to review the internal audit function, consider the major findings of internal audit investigations and the management's response, and ensure co-ordination between the internal and external auditors;



- to keep under review the effectiveness of internal control systems, and in particular review the external auditor's management letter and the management's response;
- to develop and keep under review risk management and measurement strategies across the Academy Trust together with the procedures for monitoring the adequacy and effectiveness of those processes;
- to review the action and implementation of risk management policy across the Academy Trust;
- to consider the Academy Trust's risk profile relative to current and future Academy Trust strategy and identifying any such trends, concentrations or exposures and any requirement for policy change;
- to receive and review risk management and relevant regulatory information and reports
- to consider material breaches of the agreed risk limits, review the actions taken in response and to prevent a repeat occurrence;
- to consider the effect on the rights of the Academy Trust of the findings of the internal audits or the external audits;
- to review, on a regular basis, its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness In discharging its duties, the aims of the Committee are to:
 - facilitate good communication between the Academy Trust and its external auditor;
 - increase the credibility and objectivity of financial reporting;
 - strengthen the independence of the audit function and
 - improve the quality of the accounting and auditing functions.

CEO

- Provide strategic and operational leadership of the Trust
- Responsible for the internal organisation management and control of each of the academies and specifically:
 - Development of Trust-wide strategies and strategies for individual academies for Trust Board approval
 - Determining and implementing curriculum provision and assessment
 - Line management of CFO and HT and, through delegation, securing line management of all other staff



- Performance management (including progression) of all staff
 - Disciplinary, capability and grievance aspects relating to all staff other than CFO
 - Securing compliance with the Master Funding Agreement and each Supplemental Funding Agreement
 - Ensuring the proper discharge of all statutory functions including in relation to admission appeals and reviews of permanent exclusion
- Appointment of all staff below HT and HoS level
 - Reporting termly to the Trust Board

EHT

- [Specific responsibilities including spending and contracting authorities to be added in due course]

CFO

- Provide financial leadership of the Trust
- Secure financial probity and value for money including compliance with the Academies Financial Handbook
- Prepare and maintain the Trust's Financial Manual
- Prepare budget for the Trust, including allocation of funds for centrally-maintained services, determining envelope of funding allocated to individual academies and determining sums to be delegated to each LGB for local spending, for Trust Board approval
- Reporting termly to Finance Committee
- [Other specific responsibilities including spending and contracting authorities]

HT

- Subject to any limits on delegated powers reasonably imposed by the CEO, overall delegated responsibility for the internal organisation management and control of the academy including detailed decisions in relation to the use of the share of the Trust budget delegated to the academy in accordance with directions given by the LGB

HoS

- Subject to any limits on delegated powers reasonably imposed by the CEO, overall delegated responsibility for the internal organisation management and control of the academy other than



detailed decisions in relation to the use of the share of the Trust budget delegated to the academy in accordance with directions given by the LGB which are reserved to the CFO

LGB for each academy

Note: all decisions taken under delegated authority MUST be reported to the next available Trust Board meeting. This should be done by way of a minute of the decision or of the meeting at which the decision was taken.

Composition: as determined by the TB but initially

- 7 members appointed by the TB
- 2 elected parent local governors
- 1 elected staff local governor

The HT or HoS as appropriate

Quorum: as determined by the Trust Board

Meetings: as determined by the Trust Board

Delegated responsibilities:

- Reporting to the Trust Board on the overall performance of the academy
- General allocation of the annual spend of that part of the Trust budget delegated to be managed by the academy
- Monitoring of educational outcomes in the academy
- Monitoring all aspects of safeguarding (including British Values), SEN, equality (including the Public Sector Equality Duty) and student welfare
- Monitoring all aspects of the curriculum and curriculum delivery
- Monitoring student issues including behaviour and exclusions and attendance
- Monitoring (in conjunction with the CEO) all aspects of readiness of inspection
- Detailed consideration of and reporting to the TB on all premises aspects
- Detailed consideration of those policies within its remit
- Dealing with the regulatory requirements of admissions and exclusions through designated committees of the LGB



- Liaising with the Trust Board, CEO and CFO on all aspects of policy setting as they may respectively require
- Arranging election of elected members of the LGB in accordance with the Articles of Association

Admissions Sub-Committee of the LGB

Composition: All LGB members and such others as may be appointed by the Trust Board

Quorum: 2 for decisions on individual admission applications, 3 for all other meetings

Meetings: As required on seven days' notice other than meetings to determine individual admission applications which may be convened without notice

Outline of responsibilities:

- To advise the Trust Board on any aspects of admissions and the admission arrangements for the academy that may be relevant including reporting on admission patterns and matters of concern
- To respond when required by the Trust Board to any proposal to amend the admission arrangements
- To manage any local consultation required in relation to any proposed amendment to the admission arrangements or otherwise to secure compliance with the Admissions Code
- To consider and decide upon each application for a place at the academy including reviewing and confirming the ranking of applications as advised by the local authority at the points of normal entry to the academy, i.e. at Year R and/or Year 7

Pupil Exclusions Sub-Committee of the LGB

Composition: All LGB members other than employees of the Trust and such others as may be appointed by the Trust Board

Quorum: 3

Meetings: In accordance with statutory requirements

Outline of responsibilities:

- To consider all parental representations in relation to any pupil exclusion
- To meet to review all fixed period exclusions individually or in aggregate in excess of five days and all permanent exclusions whether or not parents make representations or exercise the right to attend



Appendix One

TABLE OF DELEGATION

Part one

Decisions always reserved to Trust Board or Senior Executive Team Members

Key:

Level 1: Members

Level 2: Trust Board

Level 3: Trust Board Finance Committee

Level 4: Trust Board HR Committee

Level 5: Chief Executive Officer (“CEO”)

Level 6: Chief Financial Officer (“CFO”)

COLUMN TICKED: Action to be undertaken at this level

Key Function	Task	1	2	3	4	5	6
Governance	Approve changes to the Governance structure, Terms of Reference, Schemes of Delegation		X				
	Approve changes to the Articles or Funding Agreement (with EFA approval sought)		X				
	Appoint and remove the Chair and Vice Chair of the Board		X				



Task	1	2	3	4	5	6
Establish Trust committees		X				
Establish LGB committees		X				
Appoint and remove the Chairs of Committees		X				
Appoint and remove the Chairs of Local Governing Bodies		X				
Appoint and remove Trust Board members including carrying out Trust Board skills audit	X					
Approve the appointment of Clerk		X				
Review performance of the Board	X					
Review performance of Board committees and LGBs		X				
Review committee membership to ensure each have a diverse and appropriate skill set		X				
Ensure access to training for TB and LGB members and monitor take-up		X				
Change of Trust name	X					



	Task	1	2	3	4	5	6	
	Organise calendar meetings for TB and LGB					X		
Finance	Approve Financial Scheme		X					
	Scrutinise all schools' budgets for the financial year			X				
	Approve the overall Trust budget for financial year		X					
	Review the Trust budget throughout the financial year			X				
	Review all schools' budgets throughout the financial year			X				
	Allocation of budgets to each school		X					
	Approve use of school reserves		X					
	Review and approve banking arrangements		X					
	Propose financial and procurement policies							X
	Approve financial and procurement policies		X					



	Task	1	2	3	4	5	6
	Maintain register of business interests						X
	Approve the appointment of external auditors		X				
Payroll	Approve overtime outside the delegated budget					X	
	Approve monthly school payroll						X
	Authorise payroll provider to make payroll payment						X
Staff & Performance Management	Appoint the CEO		X				
	Appoint Headteachers or Head of Schools		X				
	Performance review of CEO		X				
	Suspend the CEO (in accordance with policies and procedures)		X				
	End the suspension of the CEO (in accordance with policies and procedures)		X				
	Dismiss the CEO (in accordance with policies and procedures)		X				



Task	1	2	3	4	5	6
Appointment/ dismissal of the CFO (in accordance with policies and procedures)		X				
Appointment/dismissal of other staff (in accordance with policies and procedures)					X	
Propose staff, HR, grievance, pay, performance management/appraisal, capability and disciplinary policies					X	
Implementation of capability policy (in accordance with policies and procedures)					X	
Approve staff, HR, grievance, pay, performance management, capability and disciplinary policies		X				
Approve changes to school staffing structures including recruitment and terms and conditions (within agreed budget)				X		
Approve changes to school staffing structures including recruitment and terms and conditions (outside of agreed budget)		X				
Approve re-grading of job roles					X	
Approve redundancies and staff restructures		X				
Approve appointments of central Trust posts		X			X	



	Task	1	2	3	4	5	6
Performance & Curriculum	Review progress across against all School Development Plans		X			X	
	Propose Trust 3 year Strategic Plan					X	
	Approve Trust 3 year Strategic Plan		X				
	Propose the Trust 1 year business plan						X
	Approve the Trust 1 year business plan		X				
Discipline/ Exclusions	Propose pupil behaviour policies					X	
	Approve pupil behaviour policies		X				
	Monitor implementation of pupil behaviour policies					X	
	Review of exclusions in accordance with statutory requirements (via LGB exclusions sub-committee)		X				
	Establish Independent Review Panels for permanent exclusions		X				
	Review permanent exclusion on reference from Independent Review Panel (via LGB exclusions sub-committee)		X				



	Task	1	2	3	4	5	6
Admissions	Approve admissions policy		X				
	Admissions application decisions (via LGB admissions sub-committee)		X				
	Establish Independent Admission Appeal Panels		X				
Premises & Insurance	Propose premises-related policies						X
	Approve premises-related policies		X				
	Approve appropriate insurance cover for all schools in the Trust			X			
	Propose Health & Safety Policy						X
	Approve Health & Safety Policy		X				
Health & Safety	Monitor implementation of H&S Policy			X			
	Develop a Risk Management Plan						X
	Approve a Risk Management Plan		X				



	Task	1	2	3	4	5	6
	Report on Risks to Board						X
	Asset Management policy and plan						X
	Approve times of school day and dates of school terms and holidays		X				
	Extended services on site						X
School Organisation	School uniform (via LGB)		X			X	
	Trust website		X			X	
	School website (via LGB)					X	
	Complaints policy		X				
	Attendance policy (via LGB)		X			X	
Policy	Sex and relationships education policy (via LGB)		X			X	
	Teaching and learning policy (via LGB)		X			X	



Task	1	2	3	4	5	6
Religious Education policy, as required (specific if needed for each school in the Trust)		X			X	
Educational Visits policy (via LGB)		X			X	
Safeguarding and Child Protection policy (via LGB)		X			X	
Lettings policy (via LGB)		X				X
Staff and Trustee Expenses policies		X			X	
Gifts and hospitality policy		X			X	
Pay and Reward policy		X			X	
Whistle Blowing policy		X			X	



Part Two

Decisions that may be delegated to Local Governing Boards or reserved to the Trust Board

Note that this table includes all decisions other than those which should always be reserved to the Trust Board. Where different degrees of delegation are to be adopted in the light of the capacity of the LGB a separate table should be used for each LGB or category of LGB.

Key:

Level 1: Trust Board

Level 2: Trust Board Finance Committee

Level 3: Trust Board HR Committee

Level 4: Local Governing Board

Level 5: Chief Executive Officer (“CEO”)

Level 6: Chief Financial Officer (“CFO”)

Level 7: Academy Headteacher or Head of School (“HT”)

COLUMN TICKED: Action to be undertaken at this level

Key Function	Task	1	2	3	4	5	6	7
Finance	Local spend decisions				X			X
Payroll	Approve overtime within delegated budget							X
	Approve staff expenses							X



	Task	1	2	3	4	5	6	7
Staff & Performance Management	Participate in appointment of school leadership as provided for in relevant policies				X			
	Participate in performance review of HT/HoS				X	X		
	Participation in implementation of capability policy (in accordance with policies and procedures)					X		X
Performance & Curriculum	Propose School Development Plan					X		X
	Approve School Development Plan	X			X			
	Review progress against School Development Plan	X			X			
	Propose the school curriculum plan					X		X
	Approve the school curriculum plan	X			X			
	Propose pupil premium plan					X		X
	Approve pupil premium plan	X			X			
	Review pupil premium plan	X			X			



	Task	1	2	3	4	5	6	7
Discipline/ Exclusions	Monitor implementation of pupil behaviour policies				X			
	Review of exclusions in accordance with statutory requirements (via LGB exclusions sub-committee)				X			
	Review permanent exclusion on reference from Independent Review Panel (via LGB exclusions sub-committee)				X			
Admissions	Consult before setting an Admissions Policy, when required	X			X			
	Propose Admissions Policy	X			X			
	Admissions application decisions (via LGB admissions sub-committee)				X			
Health & Safety	Monitor implementation of H&S Policy				X			
School Organisation	Extended services on site				X		X	
	School uniform	X			X			



Part Three

FINANCE POLICY AND PROCEDURES

Please see separate documentation.



APPENDIX TWO

Policies maintained by the Academy Trust requiring Trust review and adoption

Note: all required policies are initiated by the CEO. All policies are to be reviewed every three years unless shown otherwise or a change of legislation, DfE requirements or policy requires a sooner review. The Trust Board will set a review timetable to secure a rolling cycle of review.

Those policies that are required under statute or are referenced in statutory guidance are marked (S)

Individual schools may have additional policies as required.

CURRICULUM AND PUPIL-RELATED POLICIES

- Admissions arrangements (S)
Review frequency: Arrangements to be determined annually. Any changes must be consulted on and where no changes are made, consultation is required at least every seven years
- Charging and Remissions (S)
- Safeguarding and Child Protection Policy (S)
Review frequency: Annually
- Educational Visits
- Behaviour including exclusions (S)
- Sex and Relationships Education (S)
- Special Educational Needs (S)
Review frequency: The SEN Information Report should be updated annually and any changes to the information occurring during the year should be updated as soon as possible
- Teaching and Learning

STAFFING POLICIES

- Allegations of abuse against staff (S)
- Capability of staff
- Restructuring and Redundancy (S)
- Staff Discipline and Conduct (S)



- Bullying and Harassment (S)
- Staff Grievance (S)
- Performance Management/Appraisal (S)
- Gift and Hospitality (S)
- Staff Attendance
- Staff Pay and Reward (S)
Review frequency: Annually
- Whistle Blowing (S)

FINANCE AND RELATED POLICIES

- Finance
- Investment Policy (S)
- Accessibility Plan (S)
- Business Continuity Plan
- Competitive Tendering Policy (S)
- Asset Management (S)
- Health and Safety (S)

GOVERNANCE POLICIES

- Complaints (S)
- Data Protection (S)
Review frequency: At least every two years (Registration is annual)
- Equality information and objectives (public sector equality duty) statement for publication (S)
Review frequency: Every four years and publish information annually (see below)
- First Aid Policy (S)
- Freedom of Information Publication Scheme (S)



- Governors' Code of Conduct (S)
- Governors' Allowances
- Register of business interests
Review frequency: Ongoing requirement to keep updated
- Scheme of Delegation and Terms of Reference (S)
Review frequency: Annually
- School information published on a website (S)
Review frequency: Live – must be updated as soon as possible after a change and at least annually



APPENDIX THREE

Provisions relating to meetings and voting

NB. The Articles contain very detailed provisions regarding the calling of meetings, how they are conducted and voting. What follows is a brief summary and reference should be made to the Articles if particular questions arise.

Calling meetings

Meetings of Members and of Trustees are convened by the Clerk.

Meetings of Members

Members must hold an Annual General Meeting each year. The Trustees decide when and where the meeting is to take place and the Trustees may also call a General Meeting if required. This would normally be to decide on the appointment or removal of Trustees or the amendment of the Articles. The Trustees must call a General Meeting if the Members require them to do so.

14 clear days' notice must be given, i.e. for a meeting to be held on a Thursday notice must be given on or before the Wednesday two weeks before. However, shorter notice can be given if agreed to by a majority of Members having at least 90% of the right to attend and vote. That means that unless there are 10 Members, a meeting can only be called on short notice if all agree.

The notice of the meeting must state time and place of the meeting and should indicate in general terms what business is to be discussed. It should also state to right to appoint a proxy.

There must be a quorum present – normally specified in the Articles as two people entitled to attend and vote. Although all Trustees are entitled to attend and speak at any Members' meeting they are not entitled to vote and therefore those Trustees who are not also Members do not count in the quorum.

The Members present appoint the chair of the meeting. There is no formal position of Chair of the Members.

Meetings of Trustees

The Trustees must meet at least three times in each school year.

The Chair (or vice-Chair in the absence of the Chair) and any three Trustees may require the Clerk to convene a meeting at any time and the Clerk must convene it as soon as reasonably practicable.



Seven clear days' notice, together with the agenda, must be given i.e. for a meeting to be held on a Thursday notice must be given on or before the Wednesday one week before, but the Chair (or vice-Chair in the absence of the Chair) can direct shorter notice on the grounds of urgency.

There must be a quorum present which is normally whichever is the greater of three Trustees or one-third (rounded up) of the total number of Trustees holding office at the time – i.e. don't count vacant positions. The quorum required for a vote to remove a Trustee or to remove the chair is two-thirds of those present and entitled to vote. Note that there are special procedures set out in the Articles that have to be followed to remove the chair or vice-chair from office.

What is a Meeting?

Under the Articles, the definition of a meeting covers not just the situation when all are present but also a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation and telephone conferencing. In other words, a meeting can be convened with people taking part remotely. That covers meetings of the Members (which usually will only rarely be needed) and the more regular meetings of the Trust Board. Members may also "attend" Members' meetings by giving another person a proxy vote but Trustees and LGB members cannot do this.

The condition for being entitled to attend remotely is that the person concerned has given notice of the intention to do so by giving appropriate contact details at least 48 hours before the meeting. Of course, this also depends on having the necessary equipment! Note that this is a right that an individual Trustee has. The other Trustees can agree not to insist on the 48 hours' notice.

There is also a provision under which a resolution of the Trustees that all Trustees agree with can be passed by getting each Trustee to sign a copy of the resolution and without having to hold a physical meeting – you can have several copies as long as, in total, every Trustee has signed.

Note that there is no provision for making decisions by email or by separate telephone conversations.

Generally

So far as LGBs are concerned, the Trust Board can specify the procedures to be adopted. Normal good practice indicates that LGBs should follow the same rules. Again as a matter of good practice all meetings of Members, Trustees, LGBs and their respective committees should be clerked. This is especially important in relation to exclusion reviews.

All meetings should be minuted. Minutes should be concise and impersonal. They should record the topics discussed, the main points raised, the conclusions reached and, briefly if appropriate, the reasons for decisions. Where questions and answers need to be minuted as evidence of challenge, it is better practice that the questioner is not identified but the respondent should be.

Reporting back should be by way of tabled minutes. All decisions taken under delegated authority (which **does not** extend to internal organisation management or control of the AT or any constituent



academy) must be reported also to the next Trust Board meeting. Minutes of those decisions should, therefore, be reported to the Clerk who will ensure that they are tabled for the AT.



APPENDIX FOUR

Conflicts of Interest and The Nolan Principles

Conflicts of Interest

Trustees and all who have delegated responsibility are required to ensure that no conflict of interest arises. They are required to disclose and declare any business interests. The current Articles provide:-

“Any [Trustee] who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a [Trustee] shall disclose that fact to the [Trustees] as soon as he becomes aware of it. A [Trustee] must absent himself from any discussions of the [Trustees] in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).”

A “Personal Financial Interest” is defined in Articles 6.5 to 6.9 and is widely drafted to include companies in which the Trustee has an interest as well as interests of family members and those with whom the Trustee has business or other close relationships

The Nolan Principles

All Trustees and those with delegated responsibility are required to observe the Nolan Principles which are:-

1. 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.

2. 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.

3. 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.

4. 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.

5. 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.

6. 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.

7. Leadership

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