

EAST NORFOLK MULTI ACADEMY TRUST

STANDING ORDERS FOR GOVERNANCE

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East Norfolk Multi Academy Trust is a company limited by guarantee, incorporated in England and Wales, company no. 11200244. These Standing Orders should be read in conjunction with the Company's Articles of Association.

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Section 1: Standing Orders of the Board of Trustees

Section 1A) INTRODUCTION

Nothing in this document is intended to override the Articles of Association of East Norfolk Multi Academy Trust, a company limited by guarantee and registered in England and Wales company number 11200244. These Standing Orders are intended to cover a range of issues that will document how the Board of Trustees meets its responsibilities and this document exists to benefit the governance process.

A copy of these Standing Orders will be published on the Trust's website and the website of any institutions within the Trust. A copy shall also be given to each Member, Trustee or local Governor on appointment. The approval of the Trustees will be sought each time a change is made to the document, and information given on how any person might obtain the most recent copy. These Standing Orders will be the basis on which the Chair of the Board of Trustees and each Chair of its Committees conduct meetings.

1. Interpretation

In these Standing Orders:

'The Trust' means the East Norfolk Multi Academy Trust, also referred to as 'ENMAT'

'College' means the East Norfolk Sixth Form College, an institution within East Norfolk Multi Academy Trust;

'Board of Trustees' means the Governing Body of the East Norfolk Multi Academy Trust, also referred to as the 'Board' or 'the Trustees';

'Committee' means a Committee of the Board of Trustees;

'Chair' means the Chair of the Board of Trustees or Chair of a Committee of the Board of Trustees as the context requires;

'Vice-Chair' means the Vice-Chair of the Board of Trustees

'Trustee' means an individual appointed to the Board of Trustees;

'Local Governor' means a person who is not a Trustee but who is appointed as a member of a Committee;

'Principal' means the Principal of the East Norfolk Sixth Form College;

'CEO' means the Chief Executive Officer of East Norfolk Multi Academy Trust

'Governance Adviser' means the Clerk to the Trustees;

'Company Secretary' means the appointed Company Secretary of East Norfolk Multi Academy Trust

'Executive Group' means the Principal, Deputy Principal, Assistant Principal and Director of Finance of East Norfolk Sixth Form College, or any other roles that the Principal so determines to be part of the Executive Group

'Member' is an individual appointed to the Board of Members of East Norfolk Multi Academy Trust.

Words imputing one gender shall impute all genders and the singular number shall include the plural and vice versa (unless the context otherwise requires).

2. Every member of the Board of Trustees and of its Committees shall be bound by these Standing Orders and shall be expected to adhere to the Seven Principles of Public Life as recommended by the Nolan Committee's report "Standards in Public Life". In summary these are:
 - a) selflessness
 - b) integrity
 - c) objectivity
 - d) accountability
 - e) openness
 - f) honesty
 - g) leadership
3. Having first taken the advice of the Governance Adviser the ruling of the Chair as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Board of Trustees or a Committee, nor open to discussion.

Section 1B) COMPOSITION OF THE BOARD OF TRUSTEES

1. The Board of Trustees of ENMAT will determine its membership in line with the company Articles of Association (see Articles 45-58). The following structure is outlined in the Articles.
 - The number of Trustees may not be less than 3
 - Member appointed Trustees – no more than 12
 - Co-opted Trustees – no limit
 - Parent Trustees OR local Governors (Parent) per Academy within the Trust – no less than 2
 - The total number of Trustees (including the CEO) who are employees within the Trust may not exceed one third of the total number of Trustees
 - Provided the CEO agrees to act, the Members may appoint the CEO as a Trustee
 - The number of Trustees identified as Local Authority Associated Persons may not exceed one fifth of the total number of Trustees
2. A list of the names of Trustees of the Board will be published on the Trust's website. Addresses and telephone numbers of individual Trustees of the Board will not be made available to third parties without the permission of that Trustee. Persons wishing to contact Trustees may do so by contacting to the Governance Adviser.

Section 1C) APPOINTMENTS

Note: Where applicable, the rules pertaining to Trustees will also apply to local Governors serving Committees.

1. The Board of Trustees is responsible for ensuring its composition is suitable in all respects to meet its needs in managing its affairs. To this end the Board will have an Appointments and

Remuneration Committee which will advise the Board of Trustees on the skills required for Board membership. The Appointments and Remuneration Committee will undertake an annual skills audit of Trustees so that the Board is kept informed as to the most appropriate experience and skills needed at any one time. It may also make recommendations for the appointment or re-appointment of any Trustee.

2. When a vacancy is to be filled by a Trustee (other than Parent Trustees / local Governors or the Principal, or a Trustee appointed by statute), the Board will not appoint any person without first considering the advice of the Appointments and Remuneration Committee in relation hereto. The Appointments and Remuneration Committee will follow a defined process of appointment for Trustees. When considering the appointment for new Trustees, a process of research and assessment for suitable candidates will take place. This may include consideration of individuals held on a waiting list having expressed interest in the role pending future vacancies, via advertising, or via word of mouth recommendation. If required, any advertising campaign will be designed to attract candidates of an appropriate skills level and may be shaped, where necessary and possible, to attract candidates of the protected characteristics that reflects the local community. When considering the re-appointment of an existing Trustee, a process of skills analysis, attendance, and contribution to the work of the Board / Committee will take place.
3. The Trust will have a local governing body for each academy within the Trust. Such local governing bodies will be known as the Academy Advisory Committee (*Institution Name*). An Academy Advisory Committee will include up to 2 appointments for members of staff of the institution. When a vacancy is to be filled for the role of local Governor (staff) on an Academy Advisory Committee the following procedure shall take place: -
 - A process of nomination and election shall be communicated to all staff by the Governance Adviser and then held.
 - The elected candidates will be nominated as local Governors (staff). The Academy Advisory Committee will be the appointing authority for the local Governor (staff).
 - For the avoidance of doubt to be eligible as local Governor (staff) a staff member must be employed at the Academy on a permanent contract of employment. Should the contract of employment cease, so shall the term of office of the individual local Governor (Staff) cease.
 - There may be up to 2 local Governor (Staff) per Academy Advisory Committee.
4. In accordance with Article 53, ENMAT will make provision for at least 2 Parent Trustees on the Board OR provision for at least 2 local Governors (Parents) on each Academy Advisory Committee within the Trust.

When such a vacancy is to be filled by a Parent Trustee or a local Governor (Parent) the following procedure shall take place: -

- A process of nomination and election shall be communicated to all parents by the Governance Adviser and then held. If the number of nominations is less than the number of vacancies, the Trustees may appoint directly.

- The elected candidates will be nominated as either Parent Trustees or local Governors (Parents) as the situation fits. The Board of Trustees will be the appointing authority for the Parent Trustees and the Academy Advisory Committee the appointing authority for local Governors (Parents).
 - For the avoidance of doubt, to be eligible as a Parent Trustee or local Governor (Parent) the individual must be a parent, or an individual exercising the parental responsibility of a registered student at one or more of the Academies at the time they are appointed. Should the student leave the Academy, the Parent Trustee or local Governor (Parent) as applicable may remain in the role until the expiry of their term of office.
5. A Trustee may seek reappointment at the end of their term of office and this will be determined by a resolution of the Board based upon a recommendation for action from the Appointments and Remuneration Committee. There is no limit to the number of times a Trustee may seek re-appointment subject to them complying with the relevant criteria. Consideration of repeat terms of office will take into account the practice of good governance that the Board as a collective will benefit from fresh perspective and ideas.
6. Prior to being recommended to the Board of Trustees for approval, the Governance Adviser will ensure that any individual applying for the position of Trustee has satisfactorily passed any background checks as determined relevant by the Board and is eligible to be a Trustee according to the criteria specified in the Articles of Association.

Section 1D) ELECTION AND REMOVAL FROM OFFICE OF TRUSTEES

1. Trustees are appointed to the Board by a process of approval, except for elected roles or appointment by a funding body established by statute. The term of office for a Trustee is 4 years. The term of office for local Governors (Staff and Parent) is 2 years. In the case of the local Governors (Staff) and the CEO/ Principal, membership is dependent upon remaining either the Principal/ CEO or a member of staff employed by the Trust. This is not the case for Parent Trustees or local Governors (Parent) whose membership is dependent on being the parent of a child studying at an Academy within the MAT *at the time of election*.
2. Depending on the nature of the appointment and the role in question, the Members, Board or Academy Advisory Committee will be the appointing authority (other than any appointment by a funding body established by statute). Where a vacancy exists, and as soon as practicable, all necessary steps will be taken to fill it.
3. On receipt of recommendations from the Appointment and Remuneration Committee, those present at the meeting when an appointment is to be considered will vote on the recommendation. Appointment will be made on the basis of a simple majority of those present and permitted to vote, excepting cases where an appointment is the result of election or an appointment by a funding body established by statute. In the event of a tied vote the Chair will have a second and casting vote.

4. Once the Board has given approval to appoint a Trustee, the Governance Adviser will forward a letter to that person confirming their appointment, seeking confirmation of agreement to abide by the Board's Code of Conduct and advising them of the relevant meeting schedule. The Governance Adviser shall also forward other documents as relevant to the role. In the case of re-appointments, the Governance Adviser will ensure that the individual continues to participate in the usual procedures of governance required of all Trustees and local Governors that are a requirement of acceptance of the role.
5. A Trustee may resign from office at any time by giving notice in writing to the Governance Adviser. Such notice is not required if, at the time of expiration of the current term of office, a Trustee decides not to seek re-election.
6. If a Trustee is absent for more than 2 consecutive Board or Committee meetings the relevant Chair will be informed who will raise the matter with the individual concerned or delegate this to the Governance Adviser or Vice Chair. If a Trustee is absent for a period longer than six months without the permission of the relevant Chair, the Board may, by notice in writing to that person, remove them from office at which point the position will become vacant.
7. A Trustee shall cease to hold office if he is removed by the person or persons who appointed or elected them, or if this is the decision of the Members or Trustees in accordance with the Articles of Association and Company Act 2006.

Section 1E) ELIGIBILITY, REGISTER OF INTERESTS AND REGISTER OF GIFTS

1. On being appointed new Trustees will sign a declaration of eligibility to serve on the Board. All Trustees will re-affirm their eligibility on an annual basis. Should any person become ineligible to continue to serve during their term of office (e.g. in the circumstances of unpermitted absence of 6 months, bankruptcy, insolvency, disqualification / mismanagement as a Company Director or Charity Trustee, conviction of a criminal offence, failure to provide a criminal records certificate at enhanced disclosure level) they should immediately inform the Governance Adviser who will inform the Board. In such circumstances, the person would be removed from office by virtue of being ineligible to continue in the role.
2. The Governance Adviser will request each Trustee to declare any interests which may affect their impartiality or independence as a serving Trustee of the Board. These interests will be recorded in a register which will be available for public scrutiny via publication on the Trust/ Academy website. Trustees shall advise the Governance Adviser as soon as possible of any amendments to their record of interests. The Governance Adviser will provide each Trustee with a copy of their respective interests as published in the register for updating on an annual basis.
3. Where a Trustee has a financial interest in the supply of work, goods or any contract for services concerning the Trust it is the responsibility of that Trustee to declare their interest. In these circumstances the Trustee may not take part in any discussion, nor form part of the

quorum, or vote on the relevant matter and shall withdraw subject to a majority decision of those Trustees present.

- Trustees must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Governance Adviser (see Appendix 7 Gifts and Hospitality Policy for details of process to be followed).

Section 1F) CODE OF CONDUCT

- Trustees must agree, as a condition of membership, to be bound by the Code of Conduct for Trustees as agreed by the Board. Acceptance of membership of the Board constitutes an agreement to comply with the Code and whenever the Code is updated thereafter. Updates to the Code of Conduct are subject to the approval of the Board of Trustees.

Section 1G) ELECTION AND REMOVAL FROM OFFICE OF CHAIR AND VICE CHAIR(S)

The following section relates to the Chair and Vice Chair of the Board of Trustees only and does not apply to Committees.

The Board of Trustees will appoint one Chair and at least one and a maximum of two Vice Chairs as follows:

- The Trustees will elect a Chair and Vice Chair from among their number provided that that person is not employed by the Trust. The Chair and Vice Chair shall hold office until their successor is appointed. At the commencement of the academic year there shall be an annual undertaking to confirm the appointment of these roles and seek any expressions of interest from any persons who might wish to nominate.
- Nominations must be supported by a proposer and a seconder and the nominee must agree to the nomination.
- The Governance Adviser will preside over the election of a Chair and the Chair will preside over the election of a Vice Chair.
- In the event of more than one nomination being received for each post the Chair and Vice Chair will normally be appointed by a show of hands of Trustees present and voting at the meeting. However, if demanded by any one Trustee, the Chair and / or Vice Chair(s) may be elected by secret ballot to be organised by the Governance Adviser.

Should any ballot result in a tie, the temporary Chair of the meeting shall have the casting vote in respect of the election of the Chair. Trustees will be made aware prior to the vote that this procedure will apply. The Chair of the Board of Trustees shall have the casting vote with respect to the election of the Vice Chair(s).

5. The position of Vice Chair may be used in the context of succession planning although it will not always be the case nor the intention that the Vice Chair succeeds the Chair.
6. Subject to the provisions of the Articles, if the Board is satisfied that the Chair or Vice Chair(s) are unfit or unable to carry out the function of office it may give notice in writing removing them from office, upon which time the position will become vacant.

Section 1H) APPOINTMENT OF THE GOVERNANCE ADVISER

1. The Board of Trustees shall appoint a person to provide the service of Clerk to the Trustees (as identified in the Article 81) on contractual terms approved by the Board. The Clerk shall not be a Trustee. The Trust refers to this role as Governance Adviser.
2. If the Governance Adviser is not able to be present at a meeting, the Board may appoint from their number or any other person to act as Governance Adviser for that meeting.
3. The Governance Adviser may, but need not be, the Company Secretary of the Trust.

Section 1I) CONDUCT OF BOARD OF TRUSTEES' MEETINGS

1. Meetings of the Board are scheduled to take place throughout the academic year. The normal number of scheduled meetings of the Board of Trustees is 6 per academic year, though if the Board of Trustees determines there may be more or less meetings provided that there is a minimum of three meetings per academic year.
2. Each Trustee shall be given at least 7 clear days before the date of a meeting, by notice in writing and a copy of the Agenda of the meeting. For the sake of ease and clarity, this is provided at the commencement of each academic year via the circulation of the annual meetings calendar and schedule of business for the year.
3. The number of Trustees necessary to constitute a quorum is 3, or where greater, any one third of the total number of Trustees holding office at the date of the meeting who are present and entitled to vote. This is except for the circumstances whereby the vote for removal of a Trustee or Chairman is to be considered, in which case the quorum is two thirds of the persons who are at the time Trustees and entitled to vote.
4. If the number of Trustees assembled for a meeting does not constitute a quorum, the meeting shall not be held. A meeting must remain quorate for its full duration. Should a meeting become inquorate it will be ceased.
5. Excepting the Principal/ CEO who, as a Trustee if they agree to act, would normally be in attendance at all Board meetings, other members of the Executive Group are invited to attend Board meetings and certain Committee meetings relevant to their role. The Executive Group are defined as the Principal, the Deputy Principal, Assistant Principal and Director of Finance. Other members of Trust staff may be invited to attend Board or

Committee meetings as required for specific agenda items. Such persons may be entitled to speak but may not be counted towards the quorum, nor may they vote.

6. Trustees have been appointed to serve on the Board in the expectation that they will make time in their schedule to attend and fully participate in the work of the Board. If, however, a Trustee is prevented from attending a Board meeting, Committee meeting or a training event, that Trustee should notify the Governance Adviser and give as much notice as possible. The purpose of this is to enable the Governance Adviser to give apologies at the meeting and record these in the Minutes and ascertain, with as much notice as possible, whether the meeting will be quorate.
7. Any Trustee may request that an item is included on the Agenda. Prior to Board meetings, the Governance Adviser shall formalise the Agenda with the Chair and the Principal/ CEO and may consult with members of the Executive Group where relevant. Once formalised, items may be added to the Agenda at the discretion of the Chair. Only business on the agenda will be discussed at meetings except for urgent matters which the Chair rules may be considered.
8. Any papers associated with Agenda items should be submitted to the Governance Adviser at least ten days prior to the meeting. In accordance with Articles meetings will be summoned by the Governance Adviser. Meeting papers will be circulated at least seven days prior to the meeting. At the discretion of the Chair papers may be tabled at a meeting, though tabling is to be avoided wherever possible.
9. All meeting attendees will sign a register of attendance including those who are not Trustees. Omissions from this may be remedied by the Governance Adviser by including the person's name in the Minutes. In order to ensure adherence with the attendance policy defined, the Governance Adviser will maintain an attendance at meetings register. Information from the register will be communicated to the Chair where attendance has fallen below an acceptable level. It will also be used for information when compiling the annual report and accounts, where attendance is recorded, and for reports which inform the Appointments and Remuneration Committee.
10. A Trustee shall advise the Governance Adviser and Chair before, at the start of a meeting or as soon as it becomes evident that there is, or may be, a conflict of interest. The Governance Adviser shall also draw the matter to the attention of the Trustee / local Governor if, based on a declaration of interests held in the register, there is a matter of a personal or financial interest arising regarding an agenda item. Each meeting shall include a standing agenda item to ensure any Trustee declares an interest in an item appearing on the agenda.
11. Trust employees, members of the Executive Group or other attendees where applicable, and the Principal/ CEO or Governance Adviser to the Board of Trustees will be obliged to withdraw from any part of a meeting which is discussing:
 - their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement;
 - the appointment of their successor;

- the pay and conditions of staff where they are acting as a representative for these staff.
12. Separate Minutes shall be taken of those parts of meetings from which certain attendees as identified above has withdrawn. Those persons shall not be entitled to receive those Minutes without the approval of the Board. Such Minutes will be considered Confidential and subject to the procedure for dealing with Confidential Minutes as outlined in this document.
 13. When speaking Trustees will generally address the Chair. If two or more Trustees wish to speak at the same time the Chair will decide who shall speak first. A Trustee who is speaking will immediately be silent if the Chair so requests or if another Trustee raises a point of order.
 14. Every Trustee who speaks must direct his or her speech strictly to the motion or matter under discussion, or to a motion or amendment which he or she moves, to a point of order.
 15. Any Trustee wishing to raise a point of order must say at the outset the Standing Order which he or she believes has been infringed. Every point of order will be decided immediately by the Chair whose decision is final.
 16. A meeting may at any time be adjourned or terminated if the Trustees resolve or the number of Trustees present fails to constitute a quorum.
 17. Any Trustee may join a meeting by video or telephone conference providing they have stated their intention to do so with 48 hours' notice, and the appropriate arrangements and facilities are in place. If after all reasonable efforts this cannot be facilitated the meeting may still proceed provided it is quorate. If 48 hours' notice is not given, but arrangements can be put in place to accommodate and the Chair permits it, attendance by video or telephone conference may still be allowed.

Section 1J) VOTING

1. Meetings shall be conducted informally and decisions will be made by a vote involving a show of hands. Decisions will be determined by a majority of votes of the Trustees present and voting on the question. Where there is an equal division of the votes the Chair of the meeting shall have a second or casting vote. Immediately after a vote has been taken, any Trustee may ask for the way in which they voted (or abstained) to be recorded in the Minutes.
2. Trustees / local Governors shall not be bound in their speaking or voting by mandates given to them by other persons.
3. A Trustee or local Governor may not vote by proxy. (This is not the case for Members, for whom there is provision in the Articles for proxy voting.)

Section 1K) MINUTES, AGENDAS, AND PAPERS

1. In accordance with normal practice written Minutes of every meeting shall be prepared and the Minutes of the last meeting will normally be taken as an agenda item. The Minutes will either be agreed and signed by the Chair, or where an amendment is requested, updated by the Governance Adviser. The Governance Adviser will then make arrangements with the Chair for the signing of the Minutes as soon as it is practical to do so. The Governance Adviser will retain the signed Minutes on file in either hard copy or digital format or both.
2. All Minutes will record attendance of those present and any apologies received by the Governance Adviser. Where a Trustee arrives late or leaves early the Minutes shall reflect the part of the meeting where either occurrence happened.
3. Decisions reached at Board and Committee meetings will reflect the corporate view of that meeting and must be clearly recorded (usually in bold type). However, where appropriate, dissent and summarised discussion will be recorded where it is in the interests of clarity, completeness or justification.
4. Minutes, agendas and papers for meeting will be presented in a standard format. Where possible, papers will have an executive summary, and where applicable, will have been reviewed by a member of the Executive Group, or at times, by the Chair, prior to the relevant meeting.
5. All information relating to meetings of the Board and Committees, providing it is not confidential, will be made available to the general public. The Board shall ensure that a copy of the following shall, as soon as may be, made available during normal office hours in the Governance Adviser's office, to anyone wishing to inspect them:
 - The Agenda for each meeting of the Board of Trustees.
 - The signed Minutes of every such meeting.
 - Any report, document, or other paper considered at such meetings.

Members of the public wishing to inspect such documents should first contact the Governance Adviser.

The Minutes of recent meetings, provided they are not confidential, will also be published on the Trust website for the purposes of transparency.

6. Minutes of meetings will be drafted and forwarded to the Chair (and, where appropriate, a member of the Executive Group) normally no more than two weeks following the meeting. Such persons reviewing will return the draft Minutes amended as appropriate normally no later than one week following receipt. Draft minutes may be requested by attendees at any time from the Governance Adviser. They will normally be included in the papers of the following meeting.
7. Decisions made and allocated action points from the meeting will be clearly recorded in the Minutes. It is the responsibility of the Governance Adviser to ensure that any action

allocated to a person not present at the meeting, or who would not normally receive the minutes, is appropriately communicated.

8. Minutes and papers pertaining to meetings will be archived after a period of three years and may be archived in hard copy or in digital format or by combination of both methods. Such documents will remain in archive for the lifetime of the Board or Committee to which they relate. Any meeting papers retained in hard copy may be destroyed after a period of 7 years.

Section 1L) CONFIDENTIAL MINUTES AND PAPERS

1. Minutes and papers which are considered to be confidential will not be made publicly available. The Board and Committees are empowered to identify items that they wish to be minuted in confidence. Prior to discussion of a confidential item, Trustees shall resolve that it should be treated as confidential and recorded separately in a confidential minute. At the time the confidential minute is taken an indication of the time period for which it should remain confidential should be specified.

Should it become apparent after the meeting that Minutes should be considered to be confidential, the Chair of the Board or Committee has the right to invoke the procedure above.

2. Where possible, the Governance Adviser shall clearly indicate on the agenda for a meeting each item which is to be considered by Trustees to be resolved as confidential.
3. In the event that any attendee has been asked to withdraw from the meeting, separate Minutes shall be taken. Those persons shall not be entitled to receive those Minutes without the approval of the Board. Such Minutes will be considered Confidential and subject to the procedure for dealing with Confidential Minutes as outlined in this document.
4. Confidential Minutes will be reviewed on an annual basis to determine whether or not they can be made publicly available.
5. The *general* criteria for classifying an item as confidential is listed below. However, this is not and nor should it be considered exhaustive.
 - Consideration of the financial position of the Trust or an Academy within it where disclosure might harm the Trust or its competitive position, as determined by the Board.
 - Consideration of financial or other information relating to procurement decisions, including that relating to the Trust or Academy's negotiating position.
 - Items containing personal information relating to an individual.
 - Information provided in confidence by a third party who has not authorised its disclosure.
 - Where appropriate, professional advice received from or instructions given to the Trust or Academy's professional advisers.

- Discussion of any legal proceedings in which the Board is involved.
 - Information planned for publication in advance of that publication.
 - Any other matters the publication of which would, in the Board's or Committee's view, are detrimental to the Trust or Academy's interests.
6. Any confidential Minute produced shall not refer to staff, either by name or designation, except where this is unavoidable. In all other respects the Minute produced will be no different than that produced for any Board or Committee meeting, excepting that a "confidential" watermark shall be clearly displayed.
7. All draft confidential Minutes are subject to the approval of the relevant Chair prior to inclusion in the Confidential Minute book which is held by the Governance Adviser. Where confidential Minutes may not be seen by the Governance Adviser the Principal or Chair shall make arrangements to hold the Minutes.

Section 1M) DELEGATION OF AUTHORITY TO THE CHAIR FOR URGENT ACTION

1. In the event that a decision for action by Board is required but it is not practicable or possible to wait until the next scheduled meeting the Chair can use one of the following procedures:
 - Take urgent Chair's action, reporting this to the Board at the earliest opportunity
 - Consult with the Vice-Chair(s), Principal/ CEO and/or other Trustees.
 - Write to all Trustees.
 - Agree the use of a Written Resolution as set out below.
2. Any requests for urgent action by the Chair must be made through the Governance Adviser. They should normally be in writing, although if immediate action is required can be made by telephone. In such circumstances a letter confirming the request should be forwarded to the Governance Adviser as soon as possible after the telephone conversation has been completed.
3. Where this authority is exercised and the Chair takes responsibility for a significant decision or initiative then a full, written account on the nature and the reasons for the action must be submitted to the next meeting of the Board, and recorded in the Minutes of that meeting.

Section 1N) USE OF WRITTEN RESOLUTIONS

1. Written Resolutions should only be used in circumstances where, because of time constraints or difficulty in scheduling a meeting, or it is not felt appropriate to take Chair's action, it is not possible to deal with the matter to be resolved at a Board meeting.
2. A copy of the proposed Written Resolution will be sent to all eligible Trustees in hard copy or electronic form and must be accompanied by a statement informing the Trustee

how to signify agreement/disagreement to the resolution and by when, and the date by which the resolution must be passed if it is not to lapse.

3. The Written Resolution, and outcome of any decision taken, shall be an agenda item for noting at the next scheduled meeting of the Board.

Section 10) DELEGATION OF AUTHORITY TO OTHERS

1. The Trustees may delegate any of their powers or functions, including the power to sub delegate, to any Trustee, Committee, the Principal / CEO or any other holder of executive office. Any such delegation shall be made in writing.
2. Where a matter has been sub delegated, the Trustees must be informed as soon as is reasonable practicable.
3. The Scheme of Delegation will outline those decisions commonly delegated. This document is reviewed and approved by the Board on an annual basis and published on the website.
4. The Board of Trustees has delegated powers to its Committees as set out in this document (see 1P below and Committee terms of reference section).

Section 1P) COMMITTEE STRUCTURE

In determining whether to have Committees the Board will ensure that the role of any Committee helps the Board to achieve its objectives. The two major objectives are:

- To have short, effective meetings of the Board and to try and avoid debating matters twice.
 - To involve, as far as is possible, all Trustees in the process of decision making.
1. The Board shall establish an Audit & Assurance Committee to consider and recommend for approval the internal control systems relating to financial and non-financial matters in order to ensure the economic viability of the institution.
 2. The Board shall establish an Appointments and Remuneration Committee to consider and recommend for approval the appointment and re-appointment, training and on-going development of Trustees, and, where relevant, local Governors. It shall also consider and recommend for approval the remuneration and terms of service of the Principal/ CEO, Governance Adviser and where relevant, members of the Executive Group.
 3. The Board shall establish an Academy Advisory Committee for each of the Academies within the Trust to advise it in monitoring the learner experience, curriculum offering and quality of provision of each institution.

4. The Board shall establish a Finance and Resource Committee to undertake specific responsibilities in respect of the planning, reporting and adherence to policies and procedures in respect of financial matters relating to the Trust and Academies within.
5. The Board shall approve the terms of reference and membership of all Committees.

Section 1Q) TERMS OF REFERENCE COMMON TO ALL COMMITTEES

Each Committee will develop terms of reference specific to its character and function. Such terms shall be subject to the approval of the Board. However, there are a number of terms common to all Committees, as outlined below.

1. The rules relating to the number constituting a quorum for each Committee will be set out in the relevant Committee's terms of reference.
2. The Governance Adviser will periodically request that the Board reviews the terms of reference of Committees to ensure that they are in line with the current requirements of the Board of Trustees or other agencies as relevant.
3. The Chair of a Committee will be selected by Committee members. The Chair shall hold office until their successor is appointed. At the commencement of the academic year there shall be an annual undertaking to confirm the appointment of the role, and seek any expressions of interest from any persons who might wish to nominate. The appointment of a Committee Chair will be ratified by the Board of Trustees at its next meeting.
4. Once appointed to a Committee the person shall serve on that Committee until the expiration of their term of office as a Trustee or local Governor unless they cease to be eligible or resign from the Committee by writing to the Governance Adviser, or the Board determines that they should no longer serve on that Committee (e.g. should their skills be required on another Committee).
5. Where a vacancy on a Committee exists, the Appointments and Remuneration Committee will endeavour to fill that vacancy with a suitably qualified member from the existing Trustees. Membership of a Committee is subject to the approval of the Chair of the relevant Committee and ratification by the Board.

Where it is not possible to match skills from the existing Trustees, Committee Chairs, in conjunction with the Appointments and Remuneration Committee and subject to the approval of the Board of Trustees, may co-opt local Governors to serve on Committees.

6. The Governance Adviser shall normally act as clerk to all Committees. If the Governance Adviser is unable to attend, the Chair or the Governance Adviser will make alternate arrangements for the clerking of the meeting.
7. All Committees and the Governance Adviser will observe the rules previously referenced in the Standing Orders in respect of:

- Attaining and maintain a quorum for meeting duration.
 - Voting.
 - The production of Minutes, agendas, papers and the proceedings of meetings.
 - The attendance by the public at meetings.
 - Dealing with confidential meetings, Minutes and papers.
8. Provided they have not been classified as confidential, the Minutes of Committee meetings will be circulated to the Board at the next meeting of the Board. They will also be placed on the Trust / Academy website.

Section 1R) LOCAL GOVERNORS TO COMMITTEES

1. Where it is seen as appropriate to do so, and in order to provide it with the skills that have been identified as missing, the Board of Trustees can appoint someone who is not a Governor, but who has the skills deemed necessary, on to a Committee. Such a person will be known as local Governor.

The appointment of a local Governor will be subject to the same procedures as a Trustee, except in cases where appointment is by election (i.e. parent and staff local Governors). Such appointment will be considered on the recommendation of the Appointments and Remuneration Committee and approval of that recommendation by the Board.

2. A local Governor will have the same rights as other Committee Members including voting rights unless otherwise specified in the Committee's terms of reference. These rights do not include attending Board meetings other than by invitation and/or as an observer.
3. Local Governors serving on Committees will be expected to abide by the Trustees Code of Conduct and adhere to Trust policies and Standing Orders. This includes the submission of an annual declaration of interests and eligibility. Local Governors will also be eligible to claim expenses in line with and at the same rates as those paid to Trustees.
4. The term of office of a local Governor is two years.

Section 1S) EXPENSES

1. Trustees are entitled to reimbursement for reasonable expenses incurred during their duties. This may include travel and subsistence expenses (which will be reimbursed in line with Trust's rates for staff) and expenses incurred for the care of a dependent relative. A carer's allowance will be paid based on actual costs incurred in line with Local Authority norms covering childcare and dependent relative care. More details are available in Appendix 6.

Section 1T) STATEMENTS MADE ON BEHALF OF THE BOARD OF TRUSTEES

1. Statements made on behalf of the Board of Trustees will normally only be made by the Principal/ CEO or the Chair (or Vice Chair in his / her absence).

Section 1U) COMPLAINTS ABOUT THE BOARD OF TRUSTEES, AN INDIVIDUAL TRUSTEE, OR THE GOVERNANCE ADVISER

Please note that there is a separate procedure for complaints that are to be made against the Trust or an Academy within the Trust. Please refer to the Trust / Academy website for this procedure.

1. Any member of the public wishing to make a complaint against the Board or against an individual Trustee will be asked to put the matter in writing to the independent Governance Adviser, whose role is determined to protect independence, to the Trustees. The Governance Adviser will acknowledge receipt of the complaint within 5 working days (term time only). The Governance Adviser is authorised by the Board to arrange for any such complaint to be investigated and to report to the relevant authority if in his / her judgement this is warranted by the nature of the complaint. Complaints made against the Governance Adviser should be addressed to the Chair of the Board at the Trust head office address.
2. Complaints will not normally be considered unless they are made within six months of the alleged misconduct becoming known to the complainant or becoming knowledge in the public domain.
3. Complainants need not have any contractual relationship with the Trust, but complaints judged to be made with malice towards the Trust, the Board or an individual member shall not be covered by privilege and the Board reserves the right to take legal action against malicious complaints.
4. The Governance Adviser will ask the Chair (or Vice-Chair if the Chair is the subject of the complaint) to nominate a person, or persons, to investigate the complaint. This may be the Principal, one or more members of the Board or the Governance Adviser, the Board's Audit and Assurance Committee, or other professional, legal or audit adviser to the Trust where specialist knowledge is required, provided in all cases they have not been involved in the matters subject to the complaint.

Such person(s) shall: -

- consider the complaint and, if necessary to determine disputed issues of fact, interview the complainant and/or those subject to the complaint.
- give consideration (and seek advice if necessary) as to whether interviewees should be entitled to be accompanied (although this complaints procedure cannot in itself result in sanctions against a member of staff, one possible outcome is that the Trust / Academy management might initiate disciplinary procedures under which staff would be entitled to be accompanied)
- refer issues to seek advice from the Board's auditors (external and/or internal) or other independent advisors as they feel appropriate

- produce a written report of their findings in relations to the complaint and provide a copy of such report as soon as possible. In an event they shall produce an interim report within 28 days of the complaint being referred to them

The investigator(s) will report back to the Chair as soon as practicable: -

- a) that there is a prima facie case
- b) that there is evidence of malicious intent on behalf of the complaint (in which case the Board may be asked to consider whether to pursue legal action)
- c) that the matter should not be pursued on grounds of triviality or insufficient evidence (in which case the Chair or Governance Adviser shall write to the complainant explaining this).

The Board, at its next scheduled meeting after receipt of the findings of the investigation shall consider the findings and determine whether they find the complaint substantiated in whole or part and, if so what if any remedy should be granted to the complainant. Where the complainant relates to one or more specified Board member, or the Governance Adviser, those persons shall withdraw and take no part in the discussion of the investigation.

The Governance Adviser (or Chair of the Board) shall within 7 working days of the Board's determination of the complaint provide a written response to the complainant and to those who are the subject of the complaint confirming the Board's decision and the reasons for the decision. The response will include details of any arrangements for pursuing this matter with any relevant external body.

5. The Governance Adviser will ensure that where a lengthy investigation undertaken that the complainant is kept advised of progress. The Board of Trustees is committed to acting as openly as possible but reserves the right, acting upon the advice of legal counsel where appropriate, to keep confidential any matters which should not be publicised. The Governance Adviser will also report on the complaint and the investigation to the Chair and the Board of Trustees, as appropriate to the circumstances.

Section 1V) USE OF THE SEAL

1. The seal, if any, shall only be used by the authority of the Trustees or of a Committee. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Company Secretary or by a second Trustee.
2. The Seal must be kept by the Company Secretary.
3. The Company Secretary may entrust the key to the Governance Adviser (if they are not the same person) or a member of the Executive Group as he / she may from time to time appoint and authorise the individual to exercise the Governance Adviser's duties under this Standing Order.

Section 1W) ADOPTION, MONITORING AND REVIEW OF THE STANDING ORDERS

1. It will be the responsibility of the Board of Trustees to approve and adopt Standing Orders and ensure they are fit for purpose.
2. An annual review of the Standing Orders should be conducted by the Governance Adviser and / or and the Board of Trustees.
3. Amendments to the Standing Orders require the agreement of the Board unless covered directly by statute in which case change will be implemented on the introduction of the new legislation.
4. The Board of Members will be the responsible body in the event of changes and amendments to the Articles of Association which require adoption.

Section 2: Committee Terms of Reference

Section 2A) AUDIT AND ASSURANCE COMMITTEE

<i>Date of Last Committee Review</i>	<i>21 November 2019</i>
<i>Date of Last Trustee Approval</i>	<i>5 December 2019</i>
<i>Due Date of Next Review</i>	<i>November/ December 2020</i>

Terms of Reference

The Board of Trustees has established an Audit and Assurance Committee to: -

- provide assurance to about the suitability of, and compliance with financial systems and operational controls
- provide advice on the effectiveness of the Trust's internal financial controls and management systems
- monitor the adequacy of the Trust's financial policies and procedures
- ensure that risks are being adequately identified and managed

The role of the Audit and Assurance Committee includes advising the Board on the adequacy and control of the Trust's assurance framework. In addition, it advises and supports the Board in explaining, in its annual report and accounts, the measures taken to ensure that the Board has fulfilled its statutory and regulatory responsibilities.

The Committee has no executive status, but the Board shall not approve the Internal Audit Report (if one is prepared by and appointed Internal Audit Service "IAS") or the Financial Statements audit without first considering the advice of the Audit and Assurance Committee in relation hereto.

All administrative matters pertaining to the Committee are referred to in the Standing Orders of the Board of Trustees and will apply to the Committee in all aspects.

The Board has delegated certain responsibilities to this Committee. These are detailed in the Scheme of Delegation included in Standing Orders.

1. Membership

- The Committee shall comprise a minimum of three members. The majority of members must be Trustees.
- The Chair of the Committee shall be selected by the Committee ~~but~~ and must be a Trustee.
- In order to maximize the Trust's independence and objectivity, the following people shall *not* be eligible to sit on the Committee, although they may attend meetings to observe or advise:
 -
 - those with executive responsibilities at senior level
 - members of the Finance and Resource Committee
 - the Chair of Board
 - Trustees who have significant interests in the Trust
 - the Principal / CEO

- The Committee may, subject to Board approval, co-opt up to 2 members, with relevant financial or audit experience, from outside the Board. Such members will be known as co-opted Committee members.
- The Committee should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Committee should have recent, relevant experience in risk management, finance, and audit and assurance.
- The Committee must ensure that it maintains its independence when considering the appointment of members, liaising with the Appointments and Remuneration Committee where appropriate.
- The quorum for meetings of the Committee shall be two thirds (rounded up to the nearest whole person), one of whom must be a Trustee.

2. Meetings

- The Committee will meet at least three times each year as outlined in the Schedule of Business in Annex A. Additional meetings may be called as necessary in agreement with the Chair.
- If the Chair is not present, those members present will elect a Chair for that meeting. In this circumstance a co-opted Committee Member is permitted to Chair the meeting provided that the resulting draft meeting minutes are submitted to elected Chair in a timely manner to enable him/ her to report salient points of that meeting to the Board.
- The Committee may invite the Board of Trustees' advisers to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
- The Director of Finance will normally be expected to be in attendance at meetings to present papers and respond to queries from members, excepting those at which the Chair declares such attendance inappropriate or unnecessary.
- Representatives from the Internal Audit Service (if appointed) and the Financial Statements Auditor shall normally attend meetings where business relevant to them is to be discussed.
- Representatives from the Internal Audit Service (if appointed) and the Financial Statements Auditor may request a meeting of the Committee if they consider it necessary. This will be most commonly via the Governance Adviser but may be directly in consultation with the Chair in exceptional circumstances.

2. Terms of Reference:

- To consider and advise the Board on the adequacy and effectiveness of the Trust's audit arrangements, framework of governance, risk management and control, and processes for the effective and efficient use of resources, the solvency of the Trust and the safeguarding of its assets.
- To advise the Board on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards. Also, to advise the Board on the scope and objectives of their work.
- Where the Board has determined that an Internal Audit Service (IAS) shall be retained: -
 - To advise the Board on the appointment, reappointment, dismissal and remuneration of the IAS, and to advise the Board on the scope and objectives of their work.

-
- To ensure effective co-ordination between the IAS and the financial statements auditor.
 - To consider and advise the governing body on the audit strategy and the annual internal audit plans for the IAS.
 - To advise the Board on internal audit assignment reports and annual reports, and on control issues included in the management letters of the financial statements auditor including their work on regularity) and management's response to these.
 - To monitor, within an agreed timescale, the implementation of agreed recommendations arising from the management letters and reports of the financial statements and regularity auditor, and of any reports submitted by other providers of audit and assurance services to the Trust.
 - To consider and advise the Board on relevant reports by the Education Funding Agency (ESFA) and other funding bodies, and, where appropriate, management's response to these.
 - To establish, in conjunction with management, relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS (if appointed), and financial statements auditor through these measures and indicators and to decide, based on this review, whether a competition for price and quality of the audit service is appropriate.
 - To produce an annual report for the Board. The annual report must summarize the Committee's activities relating to the financial year under review, including any significant issues arising up to the date of preparation of the report, and of any significant matters of internal control included in the management letters and reports from auditors or other assurance providers. It must include the Committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report must include the Committee's opinion on the adequacy and effectiveness of the Trust's audit arrangements, its framework of governance, risk management and control, and its processes for securing economy, efficiency and effectiveness. The annual report will be submitted to the Board before the Statement of Corporate Governance and Internal Control in the accounts is signed.
 - To oversee the Trust's policies on fraud and irregularity and whistleblowing, and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity; that investigation outcomes are reported to the Committee and the Board; that the external auditors (and IAS where appointed) have been informed, and that appropriate follow-up action has been planned / actioned, and that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body.
 - To be informed of all additional services undertaken by the financial statements, regulatory and other audit and assurance providers and explain how independence and objectivity were safeguarded.
 - To recommend the annual financial statements to the Board for approval.
 - To receive risk reports as appropriate to the work of the Committee and as determined by the Board.
 - The Committee will have the authority to investigate any activity within its terms of reference.
 - The Committee will have the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfill its remit.

Review and Approval

- The terms of reference of the Audit and Assurance Committee will be reviewed on an annual basis as referenced in Annex A, and recommendations made to the Board as appropriate. They are subject to any legislative changes and / or amendments to the Articles of Association,

Academies Financial Handbook or amendments to the other ruling or guidance documents which may supersede them with immediate effect.

Annex A: Schedule of Business

Month	Audit Committee	Typical Timetable for Board of Trustees
November <i>Early November (to take place after the Finance & Resource Committee meeting)</i>	<ul style="list-style-type: none"> • Appointment of the Chair (annual) • To consider the appointment, reappointment or dismissal (where applicable) and remuneration of internal audit service and financial statements auditors for the next academic year. • To liaise with the Finance & Resource Committee in respect of the Annual Financial Statements • To receive, review and recommend for approval the Annual Internal Audit Report. • To receive, review and recommend for approval the Management Letter produced by the financial statements auditor. • To review the risk management annual report and the s full risk register. • To receive Internal Audit reports on reviews conducted and progress update. • To produce the Annual Report of the Audit Committee. • Review of Committee Terms of Reference. • Standing Item – to receive the current Risk Action Plan (live document) • Standing Item - to review the status of any outstanding recommendations. 	<i>Late November</i> To receive / approve the following:- <ul style="list-style-type: none"> • annual Financial Statements, including the Management Letter. • annual Internal Audit report • annual Audit Committee report. • To approve the use (if recommended by the Committee) of the Internal Audit Service for the next academic year. • If appropriate, to approve the areas for audit for the next academic year. • Approval of any revisions to the Committee Terms of Reference.
March <i>(early)</i>	<ul style="list-style-type: none"> • To receive Internal Audit reports on reviews conducted and progress update. • To receive a copy of the Risk Action Plan detailing all risks of a medium to high risk nature. • (Triennial) to receive a report on any incidences of whistleblowing. 	

	<ul style="list-style-type: none"> • To receive and review the Trust's (full) Risk Register. • Standing Item – to receive the current Risk Action Plan (live document) • Standing Item - to review the status of any outstanding recommendations. 	
June (early)	<ul style="list-style-type: none"> • To receive Internal Audit reports on reviews conducted and progress update. • To investigate suitable areas for audit for the next academic year and to consider the number of days which should be allocated to each area. • To conduct the internal audit needs assessment, and to review the Strategic Audit Plan and Annual Plan and to make recommendations to the Board for the approval of these Plans. • Review of performance of internal audit service and establishment of annual performance indicators for the following year. • Review of performance of the financial statement auditors and establishment of annual performance indicators for the following year. • Review of any confidential items of business for the preceding year and declassifying if appropriate. • Standing Item – to receive the current Risk Action Plan (live document) • Standing Item - to review the status of any outstanding recommendations. 	<p><i>If a meeting is not held in June, actions below will be considered at the July meeting of the Board of Trustees</i></p> <ul style="list-style-type: none"> • To receive a summary report on the performance of the internal audit service and the financial statement auditors. • To approve the decision made regarding the appointment, reappointment or dismissal (where applicable) and remuneration of the existing internal audit service and financial statement auditors as appropriate. • To approve the decision of appointment of alternative internal audit service and financial statement auditors if appropriate. • To receive a summary of the internal audit needs, and to approve the Strategic Audit Plan and Annual Plan. • Confirm declassification of confidential matters.

Section 2B) APPOINTMENTS AND REMUNERATION COMMITTEE

Date of Last Committee Review	10 October 2019
Date of Last Trustee Approval	5 December 2019
Due Date of Next Review	October/December 2020

Terms of Reference

Using the authority of Article 101, the Board of Trustees has established an **Appointments and Remuneration Committee** to advise the Board and the Members in respect of: -

- The appointment and re-appointment, training and ongoing development of suitably skilled Committee Members, Trustees and Members to support good governance.
- To keep under review the systems, policies and procedures supporting a strong governance process.
- To consider the *appointment, dismissal, remuneration, and pay and conditions* of the:
Chief Executive/ Principal
Company Secretary/ Governance Adviser
- To *consider and approve the recommendation* of the Chief Executive/ Principal in respect of the *remuneration and pay and conditions* of the:
Deputy Principal
Assistant Principal
Director of Finance
- To keep under review matters affecting the pay and conditions of all other staff in the Trust.

All administrative matters pertaining to the Committee are referred to in the Standing Orders of the Trust and will apply to the Committee in all aspects.

1. Membership of the Committee

- The Committee shall comprise a minimum of 4 members including the Chief Executive /Principal.
- The Principal may not be Chair.
- The quorum for meetings will be 3.
- If the number of members present for a meeting does not constitute a quorum, the meeting shall not be held on a formal basis, though at the absolute discretion of the Chair, consideration of business may continue amongst those present and be noted as an informal discussion, with any conclusions to be reported to the next available quorate meeting for ratification if agreed.
- Members may be co-opted.
- If a member is being considered for re-appointment that person must withdraw for that part of the meeting and may not be considered part of the quorum.

2. Meetings

- The Committee will meet at least three times each year as outlined in the schedule of business in Appendix A. Additional meetings may be called as necessary in agreement with the Chair.
- If the Chair is not in attendance those present will elect a Chair for that meeting.
- The Committee shall have the power to employ the services of external experts as they deem necessary to fulfill their responsibilities and to instruct the Governance Adviser / Principal (as appropriate) to advertise as required when seeking candidates to fill vacancies.
- The Chair may invite any of the Trustee's Advisers to attend Committee meetings as appropriate. Any person invited to a meeting shall not have a vote but will be entitled to speak.
- Any attendee present at the meeting will be excluded from that part of the meeting (and if entitled to vote, may not vote on a decision) in which his/her own appraisal, promotion, grading, conduct, suspension, dismissal and remuneration is being discussed.

3. Terms of Reference

Appointment and Membership (Members, Trustees, Committee Advisers)

- The Committee will be responsible for advising the Members / Board of Trustees in respect of:-
 - Determining the process by whereby candidates are nominated.
 - Gathering, screening and shortlisting nominations in respect of vacancies.
 - Confirming the eligibility of nominated candidates as appropriate, paying due regard to the requirements of the Articles.
- Before the expiry of the term of office of an existing Member, Trustee or Adviser or upon a vacancy arising, to conduct the approved procedure in order to recommend a person/s to fill the vacancy, or, where appropriate, the reappointment of an existing Member, Trustee or Adviser for a further term. Further, where it is intended to recommend reappointment, to evaluate the contribution made by that person.
- To consider proactively and on an ongoing basis the blend of skills required to achieve good governance and to search proactively for potential new appointees.
- To review and advise the Board on the induction, training and ongoing development needs of Members, Trustees and Committee Advisers with a view to maximizing the effectiveness of governance.
- To oversee meeting attendance as part of the governance performance evaluation process

Matters of Remuneration

Chief Executive/ Principal, Company Secretary/ Governance Adviser, Deputy Principal, Assistant Principal, Director of Finance

The Committee shall consider the remuneration packages of the above roles within the Trust. Such consideration to ensure that they are fairly rewarded in relation to their individual contributions to the Trust / institution's overall performance and to demonstrate to the public that the pay of these post holders is set by a Committee which gives due regard to the interests of the public and of the financial health of the Trust. The Committee should consider relevant data on senior staff salaries in the sector and may, if wished, seek external independent advice to assist them in their decision making.

- To ensure that an appropriate process is in place for the regular monitoring of performance of those roles identified in bold above. To receive an annual report (or more frequently if performance issues are identified) on the outcomes of performance review.
(Note: the performance of the Chief Executive / Principal and the Company Secretary / Governance Adviser to be reviewed annually by the Chair of the Board of Trustees. Other named roles to be appraised by the Principal).
 - To evaluate annually the specific remuneration packages awarded to the roles identified in bold above against an appropriate peer group. To consider and make recommendations to the Trustees having taken appropriate advice and having reference to the results of any appraisals and /or objectives set.
 - To consider and make recommendations to the Trustees on the contracts and conditions of service of the roles identified in bold above.
 - To review any changes in HR policies or procedures which relate only to the roles identified in bold above and to make recommendations to the Trustees accordingly.

Other Trust Staff

- To receive information on matters which may influence the setting of the framework for the pay and conditions of service of Trust staff and to make recommendations to the Trustees as appropriate.
- To receive and review information on proposed pay awards to teaching and Administrative and Technical Staff, including, where relevant, the review of collective bargaining arrangements with recognized trade unions.
- To receive an annual report from the HR Manager on Human Resources key performance indicators.
- To review national employment trends through an analysis of annual surveys and compare them with the Trust.
- If required by the Trustees, to receive information on industrial relations at local and national level and make any resultant recommendations to the Trustees.
- To consider any major restructuring proposals.

Matters of Appointment, Dismissal or Other

Chief Executive/ Principal, Company Secretary/ Governance Adviser

- The roles of *Chief Executive/ Principal, Company Secretary/ Governance Adviser* are direct appointments of the Trustee Board in accordance with the Articles of Association (81 and 107) respectively. The Board may delegate to this Committee the process of identifying a suitable candidate for appointment (e.g. recruitment, selection). In this case, the Board shall consider and if, in agreement, approve the recommendation of this Committee in selecting its preferred candidate. This shall also apply in the case of dismissal in respect of these roles.
- In the case of a complaint being made against the *Chief Executive/ Principal, Company Secretary/ Governance Adviser* the Board may delegate to this Committee matters pertaining to investigation of the complaint. Matters may also be delegated to the Chair of Trustees. The Committee is permitted to engage external assistance if

required, informing the Board if fees exceed £1000. The Board shall consider and, if in agreement, approve any recommendations of the Committee.

Deputy Principal, Assistant Principal, Director of Finance

- **The final approving authority in respect of the appointment and dismissal of these roles rest with the Chief executive / Principal; however, no appointment nor dismissal may be made without the involvement and consultation with the Board of Trustees.**

Review and Approval

The terms of reference of the Appointments and Remuneration Committee will be reviewed on an annual basis as referenced in Appendix A, and recommendations made to the Trustees as appropriate. They are subject to any legislative changes and / or amendments to the Articles which may supersede them with immediate effect.

The terms of reference of the Appointments and Remuneration Committee and its rules pertaining to appointments will be placed on the Trust's website, in addition to being available during office hours for any person to inspect by request to the Governance Adviser.

Appendix A: Appointments and Remuneration Committee Schedule of Business 2019/20

Autumn	<ul style="list-style-type: none"> • Election of the Chair • Training requirements for governance • Attendance report • Annual HR report reviewing 2018/19 • Reports on salaries of senior staff (Principal's and independent if required) • Approval of salaries of senior staff • Review of processes for appointment of Committee members and Trustees • Review of TOR • <i>Vacancies and appointments review</i> • <i>Minutes of the previous meeting</i>
Spring	<ul style="list-style-type: none"> • Student enrolments (+ predicted) and impact on teaching staff (if required) • HR report / update • Review of composition of members re E&D characteristics • <i>Vacancies and appointments review</i> • <i>Minutes of previous meeting</i> •
Summer	<ul style="list-style-type: none"> • Skills audit • HR report - update • Declassifying of confidential items • Committee self-assessment (if appropriate) • <i>Vacancies and appointments review</i> • <i>Minutes of the last meeting</i>

Items in **bold** indicate a decision is required.

Items in *italics* are standing items to come to each meeting.

Section 2C) FINANCE & RESOURCE COMMITTEE

<i>Date of Last Committee Review</i>	<i>26 November 2019</i>
<i>Date of Last Trustee Approval</i>	<i>5 December 2019</i>
<i>Due Date of Next Review</i>	<i>November / December 2020</i>

Terms of Reference

The Board of Trustees has established a Finance & Resource Committee to carry out specific responsibilities. The overall responsibility for oversight of the Trust's finances remains vested in the Board.

This Committee has no executive status, but the Board shall not approve the annual accounts without first considering the advice of the Finance and Resource Committee in relation hereto.

All administrative matters pertaining to the Committee are referred to in the Standing Orders and will apply to the Committee in all aspects.

The Board has delegated certain responsibilities to this Committee. These are detailed in the Scheme of Delegation included in Standing Orders.

1. Membership

- The Committee shall comprise a minimum of 4 members.
- The majority of members of the Committee will Trustees.
- The Principal/ CEO will be a member of the Committee.
- The quorum for meetings of the Committee will be two thirds (rounded up to the nearest whole person).
- To maximize independence and objectivity, members of the Committee shall not be eligible to be members of the Audit & Assurance Committee.

2. Meetings

- The Committee will meet at least three times each year as outlined in the schedule of business in Annex A.
- If the Chair is not present, those members present will elect a Chair for that meeting.
- The Chair may invite the Trustees' advisers to attend Committee meetings, as appropriate. Any person invited to a meeting shall not have a vote but will be entitled to speak.
- The Chief Financial Officer will be expected to attend every meeting to present papers and respond to queries from members.

3. Terms of Reference

To meet the Committee's schedule of business by conducting a range of activities assigned to it by the Board, which includes the following:

Planning

- To monitor the financial health of the Trust (both current and future) and advise the Board about this as well as the financial consequences of delivering the Trust's strategic plan.

- To review the annual financial plan (the first year of which is the Trust's budget for the ensuing financial year) and mid-year forecast and financial projections and their underlying assumptions.
- To monitor the Trust's compliance with the bank covenants.
- To consider the financial impact of proposed capital projects and advise the Board on their affordability.
- To support the Board as required, enabling it to fulfill its responsibility for the solvency of the Trust and the safeguarding of its assets.
- To advise the Board, as required, about borrowings and investments and seek appropriate advice from external sources.
- To monitor the Trust's projected cash balance to ensure that it will remain above the minimum level considered to be necessary.
- To maintain oversight of the Trust's position in respect of staff pensions, and to consider the impact that pensions may have on the Trust's overall financial position.

Reporting

- To consider, review and report on the content and format of the Trust's annual accounts and monthly management accounts.
- To monitor the preparation of the management accounts compared with the timetable established by the Trust.

Financial Policies and Procedures

- To review the Trust's financial regulations and make a recommendation to the Board regarding their approval.
- To ensure that suitable arrangements exist for payroll facilities, VAT and other taxation issues, if applicable.

Other Matters

- To compare the Trust's financial and other data with benchmarking data that is provided to institutions in the sector.
- To undertake any other projects referred to the Committee by the Board related to the finances of the Trust or any of the institutions within in.
- To receive and review the anti-fraud policy and procedures.

Review and Approval

- The terms of reference of the Finance & Resource Committee will be reviewed on an annual basis as referenced in Annex A, and recommendations made to the Board as appropriate. They are subject to any legislative changes and / or amendments to the Articles of Association or Academies Financial Handbook which may supersede them with immediate effect.

Annex A Schedule of Business – Finance Matters

Month	Finance & Assurance Committee	Board of Trustees
September		<i>September/ October</i> Management accounts
November	<p><i>Early November</i> <i>(before Audit & Assurance Committee meeting)</i></p> <ul style="list-style-type: none"> • Review of annual accounts • Appointment of Chair (biennial) • Review of Committee’s work, terms of reference • Benchmarking data • Review of management accounts • Joint meeting with Audit & Assurance Committee if appropriate • Review of financial regulations 	<p><i>November / December</i> Approval of annual accounts Approval of Committee terms of reference Management accounts</p>
January	<p><i>Early January</i></p> <ul style="list-style-type: none"> • Mid-Year Forecast and Financial Projections • Recommendation about the affordability of additional staffing • Review of management accounts • Investment of ‘surplus’ cash • Review of pensions matters as they affect the financial position of the Trust 	<p><i>January</i> Financial Plan / Decision on Need for Additional Staffing Management accounts</p>
March	<ul style="list-style-type: none"> • If available – initial review of Financial Plan 	<p><i>March</i> Management accounts</p>
May	<p><i>Early May</i></p> <ul style="list-style-type: none"> • Financial Plan • Review of management accounts • Review of any confidential items of business for the preceding year and declassifying if appropriate. • Review of previous Financial Plans • Anti-fraud report, policy and procedures 	<p><i>May</i> Financial Plan Management accounts</p>
July		<p><i>July</i> Financial plan approval Management accounts Confirm declassification of confidential matters</p>

Section 2D) ACADEMY ADVISORY COMMITTEE (EAST NORFOLK SIXTH FORM COLLEGE)

<i>Date of Last Committee Review</i>	<i>28 November 2019</i>
<i>Date of Last Trustee Approval</i>	<i>5 December 2019</i>
<i>Due Date of Next Review</i>	<i>November / December 2020</i>

Terms of Reference

This Committee is the Local Governing Body for East Norfolk Sixth Form College

All administrative matters pertaining to the Committee are referred to in the Standing Orders of the Trust and shall apply to the Committee in all aspects. The purpose of the Committee is to monitor the academic performance and quality standards of the individual institution.

The Board has delegated certain responsibilities to this Committee. These are detailed in the Decision and Responsibility Matrix (scheme of delegation) included in Standing Orders.

1. Membership

- The Committee shall comprise at least six members to be known as Local Governors. At least two must be Trustees.
- The Principal of the institution will be a member of the Committee.
- There may be up to 2 members who are parents. If there are not 2 parents, there must be 2 Parent Trustees on the MAT. If there is 1 only parent on the Committee, there must be 1 Parent Trustee on the MAT.
- There may be up to 2 members who are members of staff at the institution, nominated and elected by other staff.
- The quorum for meetings of the Committee shall be two thirds (rounded up to the nearest whole person) and include at least one Trustee.

2. Meetings

- The Committee will meet at least four times each year as outlined in the schedule of business in Annex A.
- If the Chair is not present, those Members present will elect a Chair for that meeting.
- The Chair may invite advisers to attend a Committee meeting as appropriate. Any person invited to a meeting shall not have a vote but shall be entitled to speak.
- The Deputy Principal* and Assistant Principal *, will be expected to be in attendance at every meeting to respond to queries. Additional advisers may be called at the request of the Committee or Committee Chair.

**These designations are specific to ENSFC.*

3. Terms of Reference

Strategic

- To monitor the College's performance in the achievement of strategic objectives set by the Trustees. To propose/ agree annual performance indicators and targets with the Trustees

and monitor interim and actual results against them. To receive standing reports at each meeting of any courses which are performing behind expectation.

- To receive and consider the College's annual Self-Assessment Report and associated action plans in detail on behalf of the Board and to recommend the report to the Board for its consideration.
- To assist the College management in preparing for Inspections by ensuring that all necessary advice has been received and necessary resources are available.
- To consider post Inspection reports and plans of action and to recommend courses of action to the Trustees.
- To monitor any area, regional and national plans prepared by any appropriate external agencies as they affect the College and to make recommendations to the Trustees.
- To monitor the College position against identified trends within the sector and with respect to the market.
- To undertake any other actions requested by the Trustees (for example, changes to the curriculum structure) which are associated with the College's strategic direction.

As required – noting that depending on circumstances, this may not necessitate annual review and may be on an ad-hoc basis: -

Resources (Estates)

- To review proposed developments of the College's buildings and premises to ensure that they will meet its future needs.
- To undertake any other actions requested by the Board which are associated with the College's premises.

Resources (Information Technology)

- To be informed of matters concerning the College's future IT strategy and to review any proposed development of the College's IT infrastructure.

Review and Approval

The terms of reference of the Academy Advisory Committee will be reviewed on an annual basis as referenced in Annex A, and recommendations made to the Trustees as appropriate. They are subject to any legislative changes and / or amendments to the Articles which may supersede them with immediate effect.

Month	Academy Advisory Committee	Typical Timetable for the Board
Autumn Term		
Meeting One <i>Early October</i>	<ul style="list-style-type: none"> • Standing items – meeting minutes and review of any underperforming courses • Appointment of the Chair (annual) • To consider student enrolments in so far as they may affect staff, resourcing or the curriculum • To review performance against the Performance Indicators and Targets set for the previous year in respect of achievement, retention, attendance and success. Also to review proposed Performance Indicators and Targets for the next 3 years (<i>may occur in November meeting depending on data availability</i>). • To receive a report detailing learning walks / selected observation carried out in the previous academic year and information on related activities to be carried out in the current academic year. • To review the Committee terms of reference. • To review the draft operational Plan for the current year and to make a recommendation to the Board for approval. • To receive an overview of the development of the College SAR and, if available, to review progress and “sign off” the previous year’s QIP. 	<ul style="list-style-type: none"> • To approve Performance Indicators and targets for the next 3 years. <i>November</i> <ul style="list-style-type: none"> • To approve changes to the Committee terms of reference. • To approve the Operational Plan for the current year. • To ratify the appointment of the Chair (biennial).
Meeting Two <i>Late November</i>	<ul style="list-style-type: none"> • Standing items – meeting minutes and review of any underperforming courses • To review and recommend for approval the final version of the College SAR if this has not already been completed by the Committee at the previous meeting, or at Board level. • To review and recommend for approval and approve the final version of the College QIP. • Ofsted update – trends in inspection reports / preparation for inspection • Stakeholder feedback – student induction survey and new parents survey 	<i>January (or before, if available)</i> <ul style="list-style-type: none"> • To approve the College SAR and QIP
Spring Term		
Meeting Three	<ul style="list-style-type: none"> • Standing items – meeting minutes and review of any underperforming courses 	

<i>Around March</i>	<ul style="list-style-type: none"> • If required by the Board to review in detail and recommend any updates proposed to be made to the 3-year Strategic Plan resulting from planning sessions. • To receive information regarding student destinations data relating to students leaving the College in the previous academic year. • To receive a report in respect of TLA further to the completion of all lesson observations • To review KPI performance against target (year to date). • To review progress against the QIP. • Stakeholder feedback - Parents Mid Year Survey and Compliments and Complaints • Curriculum Strategy report 	
Summer Term		
<i>Meeting Four Around June</i>	<ul style="list-style-type: none"> • Standing items – meeting minutes and review of any underperforming courses • To receive a report on the strategic development of the College’s resources if changes are proposed to IT strategy, and the use of estates. If appropriate, to forward details of any proposed development of College resources to the Finance and Resource Committee for inclusion in the Financial Plan. • To consider KPI Target Setting (next 2 academic years) • To review KPI performance against target (year to date). • To review progress against the QIP and “sign off” if possible. • To review of any confidential items of business for the previous year and declassify if appropriate. • Stakeholder feedback – Staff survey • Terms of reference review (may also be conducted in Autumn term) 	<p><i>July</i></p> <ul style="list-style-type: none"> • To receive the 3 year (minimum) Strategic Plan and to approve the Strategic Plan for the following academic year. • To receive a report regarding the College performance against the Quality Improvement Plan (QIP) included in the previous year’s SAR.
As required	<ul style="list-style-type: none"> • To receive and review any area, regional and national plans as prepared by external agencies. • Upon receipt, to consider any post Inspection reports and to recommend courses of action to the Board. • Upon request from the Board of Trustees, to undertake action to review matters considered to potentially affect the strategic direction of the College. 	

Section 2E) STRATEGIC COMMITTEE

Date of Last Committee Review	n/a
Date of Last Trustee Approval	9 July 2019
Due Date of Next Review	Autumn 2020

Terms of Reference

The Board of Trustees has established a Strategic Committee to consider, develop and review any opportunities for income and partnerships that will advance the charitable aims of the Trust.

The Committee has no executive status, but the Board shall not approve the Strategic plan or any major building projects without first considering the advice of the Strategic Committee in relation hereto.

All administrative matters pertaining to the Committee are referred to in the Standing Orders of the Board of Trustees and will apply to the Committee in all aspects.

The Board has delegated certain responsibilities to this Committee. These are detailed in the Decision and Responsibility Matrix (scheme of delegation) included in Standing Orders.

1. Membership

- The Committee shall comprise up to six members, with a minimum of three. The majority of members must be Trustees.
- The Chair of the Committee shall be selected by the Committee but must be a Trustee.
- The Committee may, subject to Board approval, co-opt up to 2 members, with relevant experience, knowledge or perspective from outside the Board. Such members will be known as Assistant Governors and may be, but will not necessarily be, current or recent students from within the Trust.
- The quorum for meetings of the Committee shall be two thirds (rounded up to the nearest whole person), one of whom must be a Trustee.
- The Committee Chair may not be an employee of the Trust.

2. Meetings

- The Committee will meet at least three times each year as outlined in the schedule of business in Annex A. Additional meetings may be called as necessary in agreement with the Chair.
- If the Chair is not present, those members present will elect a Chair for that meeting. In this circumstance an Assistant Governor is permitted to be Acting Chair for the meeting provided that the resulting draft meeting minutes are submitted to Chair in a timely manner to enable him/ her to report salient points of that meeting to the Board.
- The Committee may invite the Board of Trustees' advisers to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
- A representative/s from the Marketing Department of the Trust shall normally attend meetings where business relevant to them is to be discussed.

2. Terms of Reference:

- To receive direction from the Board in respect of the Trust's overarching Strategic Plan, annual and five-year strategic goals. To consider in detail the appropriate actions required in order that these goals might be achieved and to instruct management accordingly.
- To explore opportunities for the development of partnerships and collaborations which will be beneficial to the Trust in the furtherance of its charitable aims. Such partnerships may include, but are not limited to, other educational institutions, links with industry, local businesses or businesspeople, community groups or bodies, networking groups, business forums etc.
- To explore opportunities for income generation using the Trust's existing assets (estates, personnel, intelligence, other) and to consider new income-generating initiatives which will assist the Trust in furtherance of its strategic aims. To include but not limited to matters regarding rental income and fundraising.
- To provide strategic oversight in respect of Marketing initiatives in respect of but not limited to, student numbers, recruitment initiatives, and matters to do with press and media.
- To develop and to receive an annual report in respect of a Property Strategy to dovetail with the Trust's defined strategic aims.

Review and Approval

- The terms of reference of the Strategic Committee will be reviewed on an annual basis as referenced in Annex A, and recommendations made to the Board as appropriate. They are subject to any legislative changes and / or amendments to the Articles of Government, Academies Financial Handbook or amendments to the other ruling or guidance documents which may supersede them with immediate effect.

Annex A: Schedule of Business

Autumn	To consider things which need to come to the Board’s Strategic meeting in Feb. Projects, initiatives with partners.	
Spring	After to the Board’s strategic meeting held each Feb – to determine what actions are needed in order to fulfil the Board’s wishes.	
Summer	To assess work undertaken throughout the year, what needs carrying forward, what might be done different next year. Look at the Property Strategy / annual report.	

Section 3: Powers

1. Subject to the provisions of the Companies Act 2006, the Articles and any directions given by special resolution, the Trustees shall manage the business of the Trust. In addition to any powers expressly conferred upon them, the Trustees may:
 - Expend / invest the funds of the Trust as they see fit in order to achieve the Trust's Objects
 - Enter into contracts on behalf of the Trust
 - Operate bank accounts in the name of the Trust

Section 4: Appointments of the Board and the Executive Group

1. The Principal/ CEO and Governance Adviser are direct appointments of the Board of Trustees which therefore has direct responsibility for all aspects of their employment.
2. The Chair of the Board will line manage the Principal/CEO and the Governance Adviser.
3. The Executive Group includes the Deputy Principal, Assistant Principal and Director of Finance at ENSFC. The Principal / CEO oversees these roles in all respect but must not appoint or dismiss persons in these roles without first consulting the Board.
4. In the event that it becomes necessary, the Deputy Principal shall deputise for the CEO / Principal. The PA to the Principal shall deputise for the Governance Adviser / Company Secretary.

Section 5: Annual Recurrent Approvals

1. See Appendix 1 for the schedule of Board and Committee business which includes details of all recurrent approvals.

Appendices

Appendix 1) ANNUAL APPROVALS 2021-22

MEMBERS	7 December 2021	Annual General Meeting To receive the annual report and accounts
TRUSTEES	7 September 2021	Election of the Chair and Vice Chair (if not confirmed at previous meeting) Policy review / approval – Code of Conduct, Standing Orders, Scheme of Delegation. Sep 2022 - Conflict of Interests, Whistleblowing Annual safeguarding training will occur at this meeting
	21 October 2021	Governance self-assessment report for previous academic year Update to the Strategic Plan (<i>if relevant</i>) Financial Regulations (if not previously done depending on DfE updates) Terms of Reference of Committees
	7 December 2021	Internal and External annual reports Annual Report & Accounts ENSFC self-assessment report 2019-20 Review of performance against KPI 19-20 and approval of headline KPI to 2023 (including enrolment) Decision regarding senior staff salaries & staff pay award (<i>if available</i>) Annual risk management report
	10 February 2022	SFC insurance renewal Policy review / approval – Provider Access Policy (annual)
	29 Mar 22	Equality and Diversity Annual report and policy approval
	9 Jun 2022	Approval of the Financial Plan (<i>if available</i>) Financial Regulations annual review Appointment of auditors for 22/23 (internal & external) Policy review / approval - Safeguarding report and approval of policy Updates to the Strategic Plan (<i>if relevant</i>)
	5 July 2022	Election of Chair & Vice Chair (can be September 2021) Approval of Financial Plan (<i>if not already done in May</i>) Approval of strategic audit plan Policy review / approval - Health and Safety (annual report and policy approval) Declassification of confidential minutes Calendar for 22/23
	ACADEMY ADVISORY 5pm start	19 October 2021
30 Nov 2021		Review and recommend final version of SAR Approval of QIP 2021-22
22 March 2022		KPI target setting

	28 June 2022	Review of TOR & C'ee self assessment (if relevant) Declassification of confidential minutes
AUDIT & ASSURANCE	24 November 2021	Election of Chair Annual Internal Audit Report Annual Financial Statements Audit Report Annual Audit Committee's Report Annual Risk Management report Gifts & Hospitality Register
	16 March 2022	Risk management & oversight – management report, register and management actions calendar
	15 June 2022	Strategic and Financial Audit Plans 2020/21 Recommendation to appoint auditors 2020/21 (inc performance review if relevant) Declassifying confidential minutes Review TOR and Committee self-assessment (if relevant)
APPOINTMENTS & REMUNERATION	12 October 2021	Election of the Chair Annual HR Report
	25 January 2022	Review of processes for appointment of Advisers and Trustees Principal and GA – annual performance, salaries and T&C review
	21 June 2022	Declassifying of confidential items Review of TOR and Committee self-assessment (if relevant)
FINANCE & RESOURCE	23 November 2021	Election of the Chair Annual Report and Accounts Financial Regulations (un
	1 February 2022	Management accounts timetable
	15 March 2022	Review of Financial Plan (if required)
	24 May 2022	Financial Plan Anti Fraud report, policy and procedures Declassifying confidential items Committee TOR and self assessment (if relevant)
STRATEGIC COMMITTEE	2 November 2021	Election of the Chair
	18 January 2022	
	17 May 2022	

Annual Approvals Schedule

Issue	Oversight Responsibility	When (NB items may have to move depending on operations timetable, this is a guide)
Safeguarding annual report & policy	Trustees	May
Health and Safety annual report and policy	Trustees	July
Equality and Diversity annual report and policy	Trustees	March
Annual Report and Accounts (including internal and external auditors reports)	Audit and Assurance Finance and Resource Trustees Members	November November December December
Risk Management Annual Report	Audit and Assurance	November
Risk Management & oversight (register and actions)	Audit and Assurance	March
Anti Fraud Report and Policy	Finance and Resource	May
Whistleblowing Policy	Trustees	September (every 3 years)
Financial Regulations	Finance and Resource	November
Review of Standing Orders (governance processes)	Trustees	March (From 2020 this moves to September)
Committee terms of reference	Trustee	July
Declarations of interest and eligibility	Trustees	September
Self Assessment Report	Academy Advisory Trustee	Throughout autumn term meetings
KPI and Targets	Academy Advisory Trustee	All meetings
Insurance	Trustees	January
Remuneration of senior staff	Appointments & Remuneration Trustee	For 2019 – October January
Committee terms of reference	Committees (all)	Final meeting of the year
Stakeholder Surveys	Academy Advisory	October – student induction and new parents March – Compliments and Complaints and Mid Year Parents June – Staff
Strategic and Financial Audit Plans	Audit and Assurance Trustee	June July
Strategic Development Plan, Mission, Strategic Objectives	Trustee	May
Financial Plan	Finance and Resource Trustee	May May (1 st review), July (2 nd review)
Budget, mid year forecast & projections update	Finance and Resource Trustee	January March
Appointment of Internal and External Auditors	Audit and Assurance Trustee	November, June May
Election of the Chair & Vice Chair	Trustee & Committees	First meeting of the year
Declassification of confidential minutes	Trustee Committees	July Last meeting of the year

Approval of calendar for next year	Trustee	July
Self Assessment of governance	Trustee Committees	July Last meeting of the year
Lesson observation report	Academy Advisory	October
Sign off on QIP (previous year)	Academy Advisory	October / November
Review and approve QIP (current year)	Academy Advisory	November
Premises and accommodation update	Finance and Resource	January
Anti fraud report, policy, procedures	Finance and Resource	May
Anti bribery	Trustee	December
Scheme of delegation	Trustee	December
Code of conduct	Trustee	September
Provider Access Policy	Trustee	February
Equality and Diversity group meeting minutes	Academy Advisory Committee	As available, throughout the year

Appendix 2) STANDING AGENDA ITEMS FOR BOARD AND COMMITTEE MEETINGS

1. The following items shall be included as standing agenda items for the conduct of Board and Committee meetings. Additional standing agenda items may be referenced in individual Committee terms of reference.
 - Apologies for Absence
 - Declarations of Interest
 - Any pertinent matters in respect of safeguarding, health and safety and GDPR / data protection
 - Quorum
 - Approvals of the minutes of the previous meeting (except where the meeting is a Special Meeting)
 - Matters arising from the minutes of the previous meeting
 - Date of the next meeting
 - Any Other Business

Appendix 3) TRUSTEES MEETING ATTENDANCE POLICY

1. Trustees are appointed to the Board of Trustees in the expectation that they will make time in their schedule to allow for the regular attendance at Board and Committee meetings.
2. If a Trustee or local Governor is absent for more than 2 consecutive Board or Committee meetings the relevant Chair will be informed who will raise the matter with the individual concerned or delegate this to the Governance Adviser or Vice Chair. If a Trustee is absent for a period longer than six months without the permission of the relevant Chair, the Board may, by notice in writing to that person, remove them from office at which point the position will become vacant.
3. It is the responsibility of the Governance Adviser to monitor meeting attendance and communicate incidences of breach to the attendance policy to the relevant Chair. The Governance Adviser will maintain a register of meeting attendance for meetings of the Board and Committees.

Appendix 4) PROCEDURE OF APPOINTMENT FOR MEMBERS, TRUSTEES AND LOCAL GOVERNORS

Where a vacancy occurs, is anticipated, or identified, the Appointments and Remuneration Committee will:-

1. Research suitable candidates, either by the placing of an open advertisement in local media, contacting local bodies, groups or institutions, or by initiating other alternative strategies such as considering any applicants currently held on a waiting list of potential Trustees.
2. Assess candidates' suitability in accordance with defined criteria for selection (which may include criteria to address, where it may exist, a skills vacancy on the Board or Committee). All candidates are required to submit an application form which includes completion of a skills matrix.
3. If considered appropriate interview those candidates identified as potentially suitable. Such interviews will be conducted in an informal manner but within a formal framework, using a defined skills matrix.
4. Evaluate the understanding and potential to contribute to the work of the Board of Trustees of all suitable candidates.
5. Organise for the completion of any background checks as deemed necessary by the Board of Trustees. These may include obtaining confidential references.
6. Ascertain verbally whether there are any conflicts of interest or declarations of eligibility or interests which may prohibit the recommendation of the candidate for appointment.
7. Make a recommendation to the relevant appointing authority regarding any potential appointment, including where relevant a recommendation of Committee membership where a suitable vacancy arises.
8. Appoint a mentor to oversee the induction and first year.

Where a vacancy may be filled via the re-appointment of an existing Trustee or local Governor, and that person has expressed a wish to be considered for re-appointment, the Appointments and Remuneration Committee will:-

1. Review the specific skills of that person to assess that there remains a need for his / her identified skills.
2. Consider how many terms of office that person has already served, noting that there is no limit defined by the Board on the number of terms of office served. Consideration will be given to the benefit of knowledge gained against the need for a mix of experienced and new Trustees.
3. Consider the attendance record of that person and ensure that attendance at meetings has not breached the agreed Attendance Policy in the previous 2 year period (excepting circumstances where the permission of the Board for non-attendance has been granted).
4. Conduct an assessment of contribution to the work of the Board for that Governor using defined criteria.
5. Make a recommendation to the Board of Trustees regarding any potential re-appointment, including where relevant a recommendation of Committee membership where a suitable vacancy arises.

Appendix 5) PROCEDURE FOR THE REMOVAL OF A TRUSTEE OR LOCAL GOVERNOR FROM OFFICE

1. In situations where a Trustee/ local Governor has been absent for a period of longer than six months without the consent of the Chair, the following procedure will apply:
 - a) The Governance Adviser will notify the Chair and the Chair of the Appointments and Remuneration Committee.
 - b) The appropriate Chair or the Governance Adviser on behalf of the Chair will then write to the Trustee concerned explaining the position regarding his/her attendance and advising that this could result in their removal from office. The Trustee should be asked to provide, within seven days, written reasons for his/her non-attendance at meetings.
 - c) The Governance Adviser will then discuss the matter with the Chair and the Principal/CEO. The Chair shall decide, in consultation with the Governance Adviser, whether the matter should be referred to the Board and, if necessary, shall authorise the Governance Adviser to include this item on a suitable Agenda. The Trustee concerned has the right to attend this meeting (and to be accompanied by a person of their choice), and to state their case in full, but will not have the right to vote, or to attend the vote at which consideration of the removal from office is held.
 - d) If the Board decides that the Trustee should be removed from office this decision shall be recorded in the Minutes (which may be determined Confidential) and the person shall be removed with immediate effect and the position shall become vacant. The Governance Adviser will communicate the decision to the person concerned on behalf of the Chair.
 - e) A Governor removed from office will have no right to appeal the decision.
 - f) Members also have the right to remove a Trustee, provision for which is given in the Articles.

2. In situations where a Trustee may be considered unfit or unable to discharge their duties, the following procedure will apply.
 - a) Any question, regardless of its source, as to whether or not a Trustee may be unable or unfit to discharge the functions of a Charity Trustee or Company Director must be referred to the Governance Adviser.
 - b) When such a question is brought to the attention of the Governance Adviser he/she shall immediately notify the Chair. If it appears to the Chair that the matter should be pursued, he/she will decide, in consultation with the Governance Adviser, whether or not further investigation is necessary and, if so, how this should be carried out.
 - c) The Governance Adviser will then discuss the matter with the Chair and the Principal/CEO. The Chair shall decide, in consultation with the Governance Adviser, whether or not the matter should be referred to the Board and, if necessary, shall authorise the Governance Adviser to include this item on a suitable Agenda. The Trustee concerned has the right to attend this meeting (and to be accompanied by a person of their choice), and to state their case in full, but will not have the right to vote, or to attend the vote at which consideration of the removal from office is held.
 - d) If the Board decide that the Trustee / local Governor should be removed from office this decision shall be recorded in the Minutes (which may be determined Confidential) and the person shall be removed with immediate effect and the

position shall become vacant. The Governance Adviser will communicate the decision to the person concerned on behalf of the Chair.

- e) A Trustee / local Governor removed from office will have no right to appeal the decision.

Appendix 6) EXPENSES POLICY

1. A copy of the Trust's expenses policy is available from the Governance Adviser. However, as Trustees will most frequently claim expenses for travelling, subsistence and costs associated with attending training events an extract from the expenses policy covering these issues is shown below. Rates payable to Trustees are the same as those paid to staff, and where 'staff' are referenced below, also read 'Trustees'.
2. Trustees are entitled to reasonable expenses incurred when attending meetings which may include travel expenses (in line with the rates shown below) and expenses incurred for the care of a dependent relative. A carer's allowance shall be paid on the basis of actual costs incurred in line with Local Authority norms covering childcare and Dependent Relative Care.

TRAVEL AND SUBSISTENCE REIMBURSEMENT

Mileage (use of private cars for business use)

The Trust will pay staff 45p per mile for business travel. This rate applies to the total mileage for each day of the journey.

Subsistence Limits [NB Receipts are to be obtained and attached to the claim form.]

Staff may reclaim the costs incurred for food and drink when they are away from College at certain times of the day. The reimbursement is for additional costs incurred at restaurants, cafes, etc as a result of being away from home.

<u>Meal</u>	<u>Criteria</u>	<u>Subsistence Limit</u>
Breakfast	Leaving home before 7:00am	£6.00
Lunch	Absent from home and work between 11:30am and 2:30pm	£5.00
Evening Meal	Absent from home and work after 8:30pm	£15.00

NB Reimbursement will not be made in respect of the purchase of any alcoholic beverages

Hotels (maximum room rate for single night)

London / Birmingham rate	£100
Outside of London rate	£80

Taxi fares (where necessary), car parking fees, congestion charges and any other expenses will be paid in full but must be accompanied by a receipt.

It should be noted that the above figures are the MAXIMUM allowances that may be paid. If the actual expenses incurred are lower than these amounts, only the actual expense incurred may be claimed. If actual expenses incurred are higher, only the above amounts will be paid unless previously agreed.

Appendix 7) – TRUSTEES GIFTS AND HOSPITALITY POLICY

1. Introduction

EN has a responsibility to ensure that Members, Trustees, Local Governors and those who work on its behalf act with probity in their dealings and relationships with suppliers, contractors and service users both present and potential. It is within this context that it is important for the Trust to have in place a policy and procedure which deals with the receipt and provision of gifts and hospitality with these client groups.

In its simple form the offer of hospitality, and to some extent the provision of inexpensive gifts, can and should be viewed as a common courtesy. However, they can also be construed as being an attempt to influence relationships and therefore should be open to appropriate audit and scrutiny.

It is an offence under law (Prevention of Corruption Acts 1906 and 1916) for those in public service to corruptly accept any gift as an inducement or reward for:

- Doing or refraining from doing anything in their official capacity.
- Showing favour or disfavour to any person in their official capacity.
- Under the Prevention of Corruption Act 1916, any money, gift or consideration received from a person or organisation holding or seeking to obtain a contract will be deemed by the courts to have been received corruptly unless it can be proved to the contrary.

2. Values and Ethics

(The Nolan Committee's Seven Principles of Public Life).

It is important for the Trust and its staff to demonstrate the highest possible standards of conduct in providing its services. To this end it is expected that those involved in governance within ENMAT will abide by the 'seven principles of public life'. These are:

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

All those who work at or for ENMAT should be aware of these 'principles' and act accordingly with respect to the offering and receiving of gifts and hospitality.

3. Gifts:

Business gifts of very low intrinsic value (up to £25) such as diaries, calendars, pens and other such "advertising material" are acceptable.

In all other cases gifts which are offered and where the value is likely to be greater than £25 should be firmly but politely declined. Under no circumstances should a Trustee / local Governor accept money.

Details of any gifts received other than those specifically excluded above must be recorded in the Gifts and Hospitality Register. See section 5 below.

If there is any doubt about whether a gift should be accepted advice should be sought from the Governance Adviser and/or the offer be politely declined.

4. Hospitality and other expenditure:

It is common practice in a business relationship to accept, and offer, modest hospitality. It is important however that any such hospitality should not be perceived by others to be at a level which could influence decision making. This should also apply to the frequency with which offers of hospitality are made or received which involve the same business partner.

The scale of any hospitality received should not be significantly greater than would be offered by the Trust in return.

The use of Trust funds for the provision of hospitality should be carefully considered. All such expenditure should be capable of justification and testing by the Trust's internal auditors on behalf of the Board.

If there is any doubt about whether the hospitality should be accepted advice should be sought from the Governance Adviser and/or the offer be politely declined.

5. Recording of gifts and hospitality received:

Details of all relevant gifts and hospitality received must be entered into a register maintained by the Governance Adviser. The following rules shall apply:

- It will not be necessary for "minor" courtesy hospitality received e.g. tea, coffee, buffet lunches etc to be recorded.
- Neither will it be necessary to record items of an advertising nature received in the normal course of business, at training courses, conferences, seminars etc.

The following items should be recorded in the register, where possible before an event has occurred or as soon as possible after the event has taken place:

- Invited attendance at events being sponsored or promoted by commercial organisations etc.
- More substantial hospitality including meals (except where this is an integral part of a training course, seminar or conference etc).
- Gifts received where the value is, or is believed to be, greater than £25.

Appendix 8) CONTACT DETAILS OF THE GOVERNANCE ADVISER AND CHAIR

The Governance Adviser and Chair of the Board may be contacted as shown below. Correspondence for the Chair's eyes only should be clearly marked as such; otherwise, any communication addressed to the Chair will be opened by the Governance Adviser.

Registered Office: The Governance Adviser
East Norfolk Multi Academy Trust
Church Lane
Gorleston, Great Yarmouth
Norfolk NR31 7BQ

Tel: 01493 662234
Email: governance@eastnorfolk.ac.uk
Web: www.eastnorfolk.ac.uk