
STANDING ORDERS

These Standing Orders establish the basic rules about how the Trust will conduct its proceedings. They supplement the requirements outlined in the Academies Financial Handbook. If a procedural point arises during a meeting which is not covered by these Standing Orders, the Chair will be the final authority on the interpretation of the rules.

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Trust Members – Role and Responsibilities

Every Trust has Members who have a similar role to shareholders of a company limited by shares. They:

- Are the subscribers to the memorandum of association (where they are founding Members)
- May amend the articles of association subject to any restrictions created by the funding agreement or charity law
- May, by special resolution, appoint new Members or remove existing Members other than, where there is one, the foundation/sponsor body and any Members it has appointed
- Have powers to appoint Trustees as set out in the Trust's articles of association and powers under the Companies Act 2006 to remove Trustees
- May, by special resolution, issue direction to the Trustees to take a specific action
- Appoint the Trust's external auditors and receive (but do not sign) the audited annual report and accounts (subject to the Companies Act)
- Have power to change the company's name and, ultimately, wind it up.

The Trust **must** have at least three Members.

Members **must not** be employees of the Trust, nor occupy staff establishment roles on an unpaid voluntary basis. There should be significant separation between the individuals who are Members and those who are Trustees.

Salterns Trust has three Trust Members, but our articles of association establish the Chair of the Trust Board as a fourth Member.

As responsibility to conduct the Trust's business sits with the Trustees, Members should be 'eyes on and hands off' and avoid compromising the Board's discretion.

If the governance of the Trust by the Board of Trustees becomes dysfunctional the Members will have a strong interest in ensuring the Board has plans to address the issues or otherwise to remove the Board or individual Trustees and re-appoint Trustees with the skills necessary for effective governance.

Members must be to be kept informed about Trust business so they can be assured that the Board is exercising effective governance. This includes providing the Members with the Trust's audited annual report and accounts.

The Trust website www.salternstrust.co.uk contains information about the Trust, details of the Trust Members, Trust Directors and Committee membership..

Trust Directors – Role and Responsibilities

The Trustees should focus on three core functions:

- Ensuring clarity of vision, ethos, and strategic direction
- Holding executive leaders to account for the educational performance of the organisation and its students and the performance management of staff
- Overseeing and ensuring effective financial performance.

They must comply with the Trust's charitable objects, with company and charity law, and with their contractual obligations under the funding agreement. Company directors' duties are to:

- Act within their powers
- Promote the success of the company
- Exercise independent judgement
- Exercise reasonable care, skill, and diligence
- Avoid conflicts of interest
- Not accept benefits from third parties
- Declare interest in proposed transactions or arrangements.

As an employer, the Trust has a range of wider obligations including such matters as employment law and health and safety.

The Trustees must ensure regularity and propriety in use of the Trust's funds, and achieve economy, efficiency, and effectiveness – the three elements of value for money. The Trustees must also take ownership of the Trust's financial sustainability and its ability to operate as a going concern.

The Trustees must appoint a Chair and Vice Chair at each year.¹

Membership of the Salterns Trust Board: Chief Executive Officer; 7 Appointed Directors and 3 Co-opted Directors.

The Trust Board must meet at least three times a year, although it is strongly recommended that the Board meets at least six times a year. The quorum is at least six members of the Committee. See Appendix A: Terms of Reference: Trust Board

The Trust has the following Committees:

- Local Governing Body (ALNS)
- Local Governing Body (Trafalgar)
- Audit and Risk Committee
- Pay and Conditions Committee

The Trust has delegated authority to the Local Governing Body (LGB) for each school (as per the Scheme of Delegation within the Finance Policy). Each LGB meets at least six times a year. Each LGB has its own terms of reference and meetings etiquette. LGB information is found on the relevant school's website www.alns.co.uk or www.trafalgarschool.org.uk

¹ Employees of the Trust should not be the Chair or Vice Chair.

Meeting Etiquette

Frequency of meetings

The Board and its Committees must meet regularly enough to discharge their responsibilities and ensure robust governance and effective financial management (see role and responsibilities for the Committee).

Adjournment of meetings

The Chair may, with the consent of the meeting, adjourn a meeting for up to 7 days.

Alternative arrangements for meetings

Under our articles of association, any member can participate in a meeting by telephone or video conference if:

- They have given notice of their intention to do so and provided the telephone number on which they can be reached and/or the video conferencing platform they will be using, and
- The member has access to the appropriate equipment

The member is responsible for reviewing and confirming that the privacy terms and conditions and security features of the chosen platform are enabled.

To ensure confidentiality and the smooth running of the meeting, members attending virtually will:

- Attend the whole meeting
- Attend with the webcam/video switched on where possible
- Focus on the business of the meeting in the same way as if they were attending in person
- Remain on mute unless they are speaking
- Prevent unauthorised individuals overhearing conversations (for example, by using headphones)
- Be mindful of their surroundings – they will consider the privacy of the room, including, but not limited to, who or what is visible or audible in the background

If it does not prove possible for a member to participate by telephone or video conference for technical reasons, the meeting may still proceed with its business provided it is otherwise quorate. The clerk will record in the minutes that the member in question attempted to participate but was unable to do so.

Agenda

The Clerk will issue an agenda for each meeting, providing 7 days' notice of the meeting. Except in cases of urgency, the agenda will also include any accompanying papers. This stipulation enables Trust Board members to have sufficient time to prepare for the meeting.

Chair

The Chair will lead the meeting. The Chair will chair virtual meetings, and meetings in which some participants are attending virtually, in the same way as face-to-face meetings.

If the Chair is absent or unable to lead the meeting (for example for conflict of interest on a matter), the Vice-Chair will serve as Chair for the meeting or the agenda item, as appropriate. If the Vice-Chair is not available, the members present will select a Chair for the meeting.

For Committee meetings, the members present will select a Chair for the meeting.

Attendance at meetings

Members are expected to attend meetings of the Trust Board or Committees as appropriate.

It is understood that there may be rare occurrences where a member cannot attend, and they must send their apologies in advance, which will be minuted.

Where a pattern of regular non-attendance, this will be discussed between the Chair and the member. If non-attendance continues, the member may be removed by resolution of the Trust Board.

Quorum

The quorum is listed in the Terms of Reference for the specific meeting. If the quorum is not present within 15 minutes of the start time of the meeting, all business which requires a decision will be held over. Discussion items can still be considered and minuted.

All members attending virtually count towards the quorum.

If a member loses connection to the meeting, they will no longer count towards the quorum. The meeting can continue undisrupted if it is otherwise quorate.

If during the meeting the quorum ceases to exist all business which requires a decision will be held over. Discussion items can still be considered and minuted.

Conduct of Meetings

The order of business at a meeting must follow that set out in the agenda unless it is varied by the Chair with the consent of the meeting.

A member may only initiate a debate or request a decision on a matter which is not on the agenda with the consent of the meeting.

Voting

Any decision at a meeting is to be decided by a majority of the members present voting by a show of hands. In the event of an equality of votes, the Chair is entitled to an additional casting vote.

Minutes

The Clerk must keep minutes of each meeting which shall include a record of the members present at that meeting.

At each meeting, the minutes of the preceding meeting must be confirmed (or confirmed as amended) and signed by the Chair as a true record of that meeting.

The signed minutes of a meeting, unless the contrary is proved, are conclusive proof of the proceedings of that meeting.

Members' Interests

Members must make a declaration of their personal interests and must ensure that their interests as set out in that Register are accurate and up to date.

The agenda for every meeting must include as an item of business the declaration of interests.

A member who has a personal interest in any matter under consideration at that meeting, whether declared in the Register of Members' Interests, must promptly disclose that interest to the meeting.

If the interest is a prejudicial interest, the member must withdraw from the meeting during the Council's consideration of that matter. Where a member attending virtually declares a conflict of interest, they will withdraw from the meeting by leaving the call. Once the Trust Board is ready for the member to re-join, the clerk will notify them.

Approval of resolutions without meeting

A resolution which, with the Chair's consent, is circulated to, and approved in writing or electronic form by at least three quarters of the members entitled to receive notice of and attend a Council meeting is as valid as if it had been passed at such a meeting

Emergency Action

In an emergency, where a decision must be made before the next meeting, the powers and duties of the Board/Committee may be exercised by the Chair (Emergency Action).

An emergency means circumstances in which:

- The Trust will be unable to discharge its statutory functions or be exposed to a significant level of risk if urgent action is not taken; or
- Urgent action must be taken to prevent loss, damage, or significant disadvantage to the Trust.

The Chair must consult with the CEO and/or CFO in relation to emergency action.

The Chair must make reasonable efforts to inform members of the proposed Emergency Action or, where it is impracticable to do so, must inform them as soon as possible after Emergency Action has been taken, but failure to do either does not invalidate any Emergency Action.

The Emergency Action functions of the Chair may be exercised by any other member that the Chair and CEO may respectively nominate in writing.

Code of Conduct

Members must not use offensive or improper language or make derogatory personal references to any other member or Trust employee. See Annex 2 – Trustees' Code of Conduct.

The Chair may call attention to any irrelevance, repetition, or other improper conduct on the part of a member and, where the member persists in that conduct, may direct that member to cease speaking. If, in the Chair's opinion, a member has persistently disregarded the ruling of the Chair or behaved in a manner which is obstructing the business of the meeting, the Chair may order that member to withdraw from the whole or part of the remainder of the meeting.

A ruling by the Chair on any question of order, whether provided for by the Standing Orders, is final and not open to debate.

Training

Directors may be required to undertake training in relation to their role.

Training dates (for face-to-face training) will be negotiated in advance and Directors are expected to attend. Where virtual training is required (i.e. online courses), Directors will be allowed at least two weeks to complete the course. A deadline for completion will be given.

Retention of records relating to the Trust

Type of record	Retention period	Notes
Principal set (signed)	Permanent	Retain
Agendas	Date of meeting	Secure disposal
Reports	Date of report + 6 years	Must be available for 6 years from report date. Secure disposal
Articles of Association	Permanent	Retain
Action plans	Date of action plan + 3 years	Must be available for 3 years from report date. Secure disposal
Policy documents	Expiry of policy	Retain whilst policy operational (this includes if the expired policy is part of a past decision making process).

Adoption and circulation

The Standing Orders and Terms of Reference (Appendices) were approved and adopted by a resolution of the Trust Board passed at a meeting held on 16th September 2020 and take effect from 17th September 2020.

The Standing Orders and Terms of Reference (Appendices) shall be circulated to the Trust Board, the CEO, the wider Executive Team and others at the discretion of the Chairman of the Trust Board.

The Terms of Reference will be reviewed annually.

APPENDIX A – TERMS OF REFERENCE: TRUST BOARD

Core values

The Board of Salterns Academy Trust will at all times:

- Observe the highest standards of impartiality, integrity and objectivity in relation to the governance of Salterns Trust
- Be accountable to its stakeholders and regulatory bodies for its activities
- Engage in a partnership with the CEO and the senior leaders of the Trust

Expectations of Trustees

All Trustees are required to:

- Follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles" – See Annex 1)
- Comply with:
 - the Articles of Association
 - these terms of reference
 - the scheme of delegation to the CEO
 - the conflicts of interest policy
- Ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of the Salterns Academy Trust
- Not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations
- Participate actively in the induction process and any relevant training

Powers, Functions and Responsibilities of Trustees

The Trustees are responsible for the governance and supervision of the Academy Trust and its Committees (including the Local Governing Bodies). The Trustees have a number of duties and responsibilities relating to the governance of the Academy Trust and its finances. In summary, the Trustees are responsible for:

- Establishing the vision, mission and values for the Academy Trust
- Ensuring the Academy Trust is a going concern in accordance with the objects of the Academy Trust as set out in the Articles of Association and safeguarding the assets of the Academy Trust
- Designing strategy and structure for the operation of the Academy Trust
- Delegating the running of the Academies and the direction of the education, pastoral care, financial and other policies of the Academies to the CEO
- Ensuring sound management and administration of the Academy Trust by the CEO, and ensuring that the CEO is equipped with the relevant skills and guidance
- Ensuring the financial controls and the financial management of the Academy Trust are in accordance with the provisions of the Academies Financial Handbook, which sets out in detail provisions for the financial management of the Academy Trust
- Setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon
- Risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust
- Ensuring the Academy Trust and the Academies are conducted in compliance with the general law

Accountability of Trustees

The Trustees are chiefly accountable to:

- The beneficiaries of the Academy Trust (students at the Academies, their parents and the local community) for the quality of education and pastoral care at the Academies, for matters of health and safety and for safeguarding and promoting the welfare of the pupils
- The DfE, the ESFA and specifically the Secretary of State under the terms of the Funding Agreement
- The Secretary of State (in his or her role as principal regulator in respect of charity matters) for operating the Academy Trust for the public benefit, for the prudent management of the Academy Trust and its financial efficiency, and for compliance with legislation including charities legislation
- The employees of the Academy Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety
- Other regulatory authorities for compliance with regulated responsibilities to which the Academy Trust and the Academies are subject

Conducting Trustees' business

The Trustees are required to:

- Act together and in person and not delegate responsibility of the Academy Trust to others
- Act strictly in accordance with the Articles
- Act in the Academy Trust's interests only and without regard to their own private interests
- Manage the Academy Trust's affairs prudently
- Not take personal benefit from the Academy Trust unless expressly authorised by the Articles or the Charity Commission
- Take proper professional advice on matters on which they are not themselves competent

The Trustees should also hold the CEO to account. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Academy Trust. The Trustees shall have regard to the Academies Financial Handbook, which shall be circulated to all Trustees.

Chair of Trustees

The Board shall appoint an individual from among their number to act as Chair. A change of Chair will require a notification to be made to the DfE. The main role of the Chair is to chair meetings of the Trust Board. He or she also provides leadership to the Trustees and acts as the main point of contact between the Trustees and the CEO. Apart from any special responsibilities or powers given to the Chair in the Articles of Association (e.g. the right to chair meetings of the Trust Board and to have a second or casting vote in any case of an equality of votes at a meeting of the Trust Board), the Chair has no special powers or rights over any other Trustee. If the Chair is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the CEO's appraisal) then this must be expressly delegated to him by the Board.

Meetings of Trustees

There will be a minimum of three meetings of the Trustees each academic year. Meetings of the Trustees shall be convened and conducted as provided by the Articles. In determining the agenda for Board meetings and Committee meetings, the Trustees will have regard to the requirement on them to:

- Ensure good financial management and effective internal controls
- Comply with the Funding Agreement and the current version of the Academies Financial Handbook
- Receive and consider information on financial performance at least six times a year
- Take appropriate action to ensure ongoing viability against agreed budgets

Delegation of Powers of Trustees

Trusteeship is a personal office of trust and responsibility and this cannot be transferred to another individual. However, in order to ensure the proper management of the Academies, the Trustees are able to delegate specific tasks to assist them in carrying out their duties and obligations.

It is for the Trust Board to determine what decisions it will take for itself, what will be delegated to Committees, working groups or individual Trustees (e.g. the Chair) and what will be delegated to the CEO. The Trustees must also consider when and from whom they should take professional advice. In determining whether delegation is appropriate, the Trustees will have regard to the following principles:

- Non-executive powers must be exercised by the Trustees personally and may not be delegated
- Except when it is impracticable to do so, executive powers should be delegated to the Chief Executive Officer, who may authorise further delegation
- Every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility

The Trustees must not delegate any of their powers listed Appendix D: Reserved Matters.

Delegation can be made to:

- Audit and Risk Committee (See Terms of Reference at Appendix A)
- Pay and Conditions Committee (See Terms of Reference at Appendix B)
- Local Governing Bodies (See Appendix E: Scheme of Delegation)
- Any individual Trustee
- The CEO (who in turn delegate further) (Appendix C)

Stakeholder voices

Trustees must have regard to the voices of their various stakeholders and should put in place arrangements to receive feedback and to respond appropriately. This shall include students, parents and staff.

Risk Management

The charities statements of recommended practice ("the SORP") set out requirements for reporting on the risks to a charity. The Trustees' report therefore must include a description of the principal risks and uncertainties facing the Academy Trust and any subsidiary undertakings, as identified by the Trustees. The report must also include a summary of the Trustees' plans and strategies for managing these risks. The Trustees must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management. The Trustees are therefore responsible for:

- Identifying the major risks that apply to the Academy Trust, including:
 - operational risks (employment issues, health and safety, fraud, service quality and development etc.)
 - financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.)
 - external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.)
 - regulatory risks (compliance with legislation, changes in policies of the regulators etc.)
- Making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks
- Making appropriate statements regarding the management of risks in the annual report

The Audit and Risk Committee, supported by the CEO, will prepare a risk register for approval by the Trustees, along with a procedure by which the risk register shall be subject to regular review. The risk register shall have named postholders assigned to manage each area.

Conflicts of Interest

The Companies Act 2006 imposes a statutory duty on the Trustees to avoid situations in which they have or could have an interest, which conflicts (or could conflict) with the interests of the Academy Trust. The duty is to:

- Declare the nature and extent of any interest in any matter relating to the Academy Trust;
- Avoid any conflict of interest between that interest and the interests of the Academy Trust.

In addition, charity law and guidance issued by the Charity Commission confers obligations on the Trustees to manage any conflict between a Trustee's duty to the Academy Trust and their own personal interests or for a Trustee to be influenced by conflicting duties to the Academy Trust and a third party.

Recruitment of Trustees

It is essential that the Trust Board has a proper mix of skills and experience. The Trustees must therefore be able to identify potential new Trustees in order to plan for succession, which combines continuity of experience and expertise with new ideas and energy. The Board as a whole is responsible for ensuring that:

- The skills of any new Trustee fit in with the Academy Trust's requirements in the short, medium and longer term
- Each new Trustee is not disqualified from acting as a Trustee by any provision of the Academy Trust's Articles of Association (including the requirement that he is not disqualified as a company director or charity trustee)
- There is a system in place which ensures that all relevant checks are completed before or as soon as practicable after a Trustee takes up position
- The new Trustee understands the responsibility he / she is taking on and consents to act as a Trustee

Each new Trustee will be properly inducted to ensure that he / she understands the nature and extent of his role and responsibilities. It is the duty of a new Trustee to ensure that he / she is familiar with the Objects of the Academy Trust; its history and ethos and the nature and extent of its activities; and the content of the Academy Trust's Articles of Association. The Trustees shall provide each new Trustee with:

- The Academy Trust's Articles of Association
- These Terms of Reference
- The Scheme of Delegation to the CEO (see Appendix C)

New Trustees shall be required to sign a declaration form. The Clerk to the Trustees shall ensure that any appointment of a new Trustee is notified to the ESFA (via the Information Exchange) within 14 days of the appointment (as required under the Academies Financial Handbook).

Training and Development of Trustees

The Trustees shall ensure that the Board has the skills and experience needed to perform its functions effectively. Trustees shall also be kept up to date with developments in the legal and regulatory framework in which the Academy Trust operates. The Trustees must have in place a system for evaluating Trustees, with a view to identifying potential gaps in their skills and any requirements for training. Such evaluation shall be carried out annually.

Annex 1: The Seven Principles of Public Life (set out by the Committee on Standards in Public Life ("the Nolan Principles"))

1. Selflessness

Holders of public office should act solely in terms of the public interest.

2. Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. Honesty

Holders of public office should be truthful.

7. Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Annex 2: Trustees' Code of Practice

This Code of Practice is designed to set out the conduct required of trustees in order to ensure the highest standards of integrity and stewardship.

General responsibilities

"Trustees must act reasonably and prudently in all matters relating to the Charity and must always bear in mind the interests of the Charity. They should not let their personal views or prejudices affect their conduct as trustees." (The essential trustee: what you need to know (CC3), Charity Commission, February 2008). "The primary duty of a trustee is to carry out the function of his or her office with the utmost good faith. He or she must be impartial and mindful of the interests of the beneficiaries of the Charity and of the objects for which the Charity is established". (Governance and management of charities, Andrew Hind, NCVO Publications, 1995) Trustees should listen to the view of other trustees, staff, volunteers or external advisers respectfully, taking cognisance of differences of opinion. Trustees should not cause offence to others or undermine the standing of their colleagues as a member of the Trust Board.

Board papers

While the Trust Board aims to conduct its business openly, it is inevitable that some matters must be confidential either for a time or always. All matters discussed at Board meetings (save for items which are clearly neither confidential nor of a sensitive nature either legally, commercially, financially or personally) should be treated as strictly confidential and should not be discussed with anyone other than those present at the meeting when the matter in question was discussed unless authorised by the Board to do so. If in any doubt, trustees should contact the Chair.

Board meetings

Open discussion and debate are actively encouraged, in which every spectrum of objective opinion is welcomed. As Trustees must act with probity, the Board should take and consider professional advice from internal and / or from external advisers in all decision-making. Where consensus is not achieved, decisions will be taken during Board meetings by calling for a vote by those present. Trustees who abstain on, or vote against, any motion may request an appropriate note be made in the minutes. The Board must be accountable but delegate authority on various matters on which it is entitled to full reports as necessary.

Outside of Board meetings

Trustees should exercise restraint outside a meeting in relation to particular comments made within the Board meeting by individual members. Trustees must accept that it is inappropriate for any private or public references to "who said what", except in dialogue with other trustees. Trustees should accept the need for care and restraint, honouring the spirit as well as the letter of the code of practice, when talking about board matters in any other forum.

Disagreements

Where a Trustee has a disagreement on any matter, he or she should raise the matter informally with the Chair or through the normal procedures at a Board meeting. If not resolved, a trustee may request the matter be taken further by the Chair. If a satisfactory conclusion is not reached, the Board may recommend the appointment of an independent mediator.

The Executive Team and the wider staff

Staff and Trustees are expected to deal with each other with respect and courtesy. Trustees must ensure there is a clear understanding of the scope of authority delegated to the Chief Executive Officer ("the **CEO**"). Having given the CEO delegated authority, trustees should be careful, individually and collectively, not to undermine that authority either by word or action. Trustees delegate the management to the CEO, which includes the management of staff. If a Trustee has concerns relating to the performance of a member of staff, he or she should contact the chair, who will take up the matter with the CEO.

APPENDIX B: TERMS OF REFERENCE: AUDIT & RISK COMMITTEE

Constitution and Authority

The Salterns Academy Trust Board of Directors (“the Board”) has resolved to establish an Audit and Risk Committee (“the Committee”) to advise the Board on matters relating to the Trust’s audit arrangements, systems of internal control and risk management.

The Committee is responsible to the Board.

The Committee’s Terms of Reference are adopted by the Board and may only be changed with the approval of the Board.

The Committee’s members will be appointed annually by the Board. The Committee will consist of a minimum of three Directors other than employee Trust Directors and Directors who chair a Trust Local Governing Body. Up to 2 Co-opted non-Directors may also be appointed who are not members of the Board or staff of the Trust. The Chair of the Committee will be a Director other than the Chair of the Board.

The Board will determine how often the Committee will meet. This will be a minimum of 3 times a year. The Chair or any two members of the Committee can call an extra meeting at any time.

The Committee will be quorate if at least 3 members are present.

The Accounting Officer (CEO) and Chief Financial and Operating Officer (CFOO) will normally attend meetings of the Committee, but not as a member.

Other Directors will not have the right to attend the Committee.

The Clerk to the Trust Board will prepare the Minutes and Agenda under the direction of the Chair of the Committee.

The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from the auditors, Directors or any employee of the Trust and all employees are directed to co-operate with any request made by the Committee. It is also authorised to obtain any outside legal or independent professional advice it considers necessary and may obtain relevant information from contractors, sub-contractors and other third parties.

The Committee’s role is to:

- Direct the Trust’s programme of internal scrutiny
- Ensure that risks are being addressed appropriately through internal scrutiny
- Advise the Board on the adequacy and effectiveness of the Trust’s systems of internal control and its risk management and governance processes
- Satisfy itself that satisfactory arrangements are in place to promote economy, efficiency, and effectiveness (value for money).

Duties

- To ensure the Trust has formal and transparent arrangements for conducting corporate reporting and applying internal control principles and to satisfy itself that the system of internal control has operated effectively throughout the year
- To review and recommend to the Board the annual governance statement and any other statements to be included in the annual report concerning internal control and risk management
- To ensure that there has been a robust process in preparing the financial statements and annual report, reviewing the findings of the audit with the external auditors
- To maintain an appropriate relationship with the external auditors and review their effectiveness
- To consider the Trust's strategic risk register at each meeting and ensure the appropriate identification of risk within the Trust, then monitor the response of the Trust Board in prioritising the level of risk and in adopting appropriate strategies for the management of identified risk
- To review the adequacy of governance arrangements within the Trust.
- To review the adequacy and security of the Trust's arrangements for its employees or contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters
- To receive regular reports from the Data Protection Officer which will cover any breaches of data protection
- To review and assess the Trust's Business Continuity Plan

The Committee must:

- Agree a programme of work annually to deliver internal scrutiny that provides coverage across the year
- Review the robustness of the Trust's risk register processes and procedures for the identification, assessment, evaluation, management, and reporting of risks. This will inform the programme of work, ensuring checks are modified as appropriate each year.
- Agree who will perform internal scrutiny or external audit functions
- Advise the Trust Board in relation to the appointment of the internal scrutiny and external audit services, the terms of such appointments, the scope of work to be undertaken by them and the associated fee; to monitor their performance in accordance with agreed criteria
- Consider reports at each meeting from those carrying out the programme of work
- Monitor, within an agreed timescale, the implementation of audit-based recommendations from whatever source.
- Consider outputs from other assurance activities by third parties including ESFA financial management and governance reviews, funding audits and investigations
- Have access to the external auditor as well as those carrying out internal scrutiny and consider their quality.
- Ensure that the conditions of the Trust's Funding Agreements, including compliance with the Academies Financial Handbook, are met

APPENDIX C: TERMS OF REFERENCE: PAY & CONDITIONS COMMITTEE

Constitution and Authority

The Salterns Academy Trust Board of Directors (“the Board”) has resolved to establish a Pay and Conditions Committee (“the Committee”) to advise the Board on matters relating to the Trust’s staffing organisation and all matters relating to pay and appraisal arrangements.

The Committee is responsible to the Board.

The Committee’s Terms of Reference are adopted by the Board and may only be changed with the approval of the Board.

The Committee’s members will be appointed annually by the Board. The Committee will consist of a minimum of five Directors as follows:

- Chair or Vice Chair of the Trust who will act as Chair
- Chief Executive Officer
- Headteacher of Admiral Lord Nelson School
- Headteacher of Trafalgar School
- At least one Independent Director

The Board will determine how often the Committee will meet. This will be a minimum of 3 times a year. The Committee will usually be convened 3 times annually:

- In the autumn term, to respond to the recommendations from the Chief Executive officer and Headteachers for pay progression in accordance with Pay Policies for Teachers and Support Staff
- In the spring term, to monitor the impact of the Pay Policy
- In the summer term, to agree the organisation structure, the teaching and support staff salary reviews and to review the pay policies

The Chair or any two members of the Committee can call an extra meeting at any time.

The Committee will be quorate if at least 3 members are present, which must include the Chair or Vice-Chair of the Trust and the Independent Director. The Committee will report to the Board on any decisions taken in accordance with its delegated powers and with due regard to confidentiality.

The Chairs of the LGB’s will attend the Autumn meeting specifically to feedback the findings of Headteacher Performance Management reviews.

Employees of the Trust will withdraw when their pay or conditions are discussed.

The Chief Financial and Operating Officer (CFOO) will normally attend meetings of the Committee, but not as a member.

Other Directors will have the right to attend the Committee.

The Clerk to the Trust Board will prepare the Confidential Minutes and Agenda under the direction of the Chair of the Committee. The minutes of the Committee’s meetings are confidential to its members and Trust records only.

The Committee has delegated powers to determine the pay policy and annual salary for all staff in the Trust and to approve the organisation structure.

The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee of the Trust and all employees are directed to co-operate with any request made by the Committee. It is also authorised to obtain any outside legal or independent professional advice it considers necessary.

The Committee's role is to

- Ensure a consistent approach to appraisal and benchmarking of proposed pay awards has taken place
- To observe all statutory and contractual obligations for both teachers and support staff
- Make recommendations to the Trust Board, where appropriate

Duties

The main purposes of the Committee are as follows:

- To determine Pay Policy for all staff employed by the Trust, reviewing the Policy annually
- To review the application of the Pay Policy and monitor its impact from an equalities perspective reporting the actions to the Director of HR in order to facilitate any changes
- *For Teaching staff:* Carry out the annual salary review process for teaching based on outcomes from the Appraisal process. The review will be carried out in the context of the Trust's management structure and its Appraisal and Pay Policies
- *For the Executive officers:* Following the Chief Executive Officer's and Headteachers' Performance Management Review, to agree the salary of the Chief Executive Officer and Headteachers
- *For the Leadership Groups:* To review annually the salary of the Leadership Group in accordance with each school's management structure and Appraisal and Pay Policies
- To ensure the fair application of the Pay Policy, considering all Equalities legislation

The Committee must:

- Achieve the aims of the Trust-wide pay policy in a fair and equal manner
- Apply the criteria set by the Trust-wide pay policy in determining the pay of each member of staff at the annual review
- Seek any appropriate information that it requires from any officer of the Trust and all officers shall be directed to co-operate with any request made
- Receive individual academy proposals and consider the recommendations made by the headteacher of each school to determine the final pay award decisions for each academy
- Minute clearly the reasons for all decisions and report the fact of these decisions to the next meeting of the full governing body
- Keep abreast of relevant developments and to advise the Trust Board when the pay policy needs to be revised
- Work with the headteachers and/or head of schools in ensuring that the governing body complies with the current Appraisal Regulations (teachers)

APPENDIX D: TERMS OF REFERENCE: DELEGATION TO THE CEO

The purpose of these terms of reference is to provide for the delegation of powers to the Chief Executive Officer and to provide narrative around the relationship between the Trust Board and the CEO with a view to ensuring effective leadership and governance.

The relationship between the Trust Board and the CEO is characterised as a partnership to realise a common vision and a common purpose. Over and above this principle, these Terms of Reference provide clarity as to who are the decision makers for different levels of decisions.

The structure of the senior leadership will change during the academic year. From September to December 2020, the current CEO will remain in post. From January 2020, the responsibilities of the CEO will be undertaken jointly by the Executive Headteacher (Finance and School Resource Management) and the Executive Headteacher (School Improvement and Developing People). The Executive Headteacher will also retain her responsibilities for her school.

For ease, the phrase CEO is used throughout this document.

The Chief Executive Officer (CEO)

The Trust Board has appointed a CEO whose role is to provide professional leadership, strategic management and direction for the Trust and its Academies. The members of the Trust have further approved the appointment of the CEO as an ex-officio Trustee.

The CEO reports to the Trust Board and shall comply with any reasonable direction by the Trust Board when acting on the Trust's behalf.

Broadly, the CEO is responsible for:

- The internal organisation, management and control of the Trust
- Advising on and implementing the Trust's strategic framework
- The implementation of all policies approved by the Trust Board
- Any restrictions made by the Trust Board

The CEO will formulate aims, objectives, policies and targets for the Trust Board to consider, and will report to the Trust Board on progress at each meeting.

The Accounting Officer

The CEO shall have the role of Accounting Officer as set out in the Academies Financial handbook ("the Handbook"). From January 2020, this role will be held by the Executive Headteacher (Finance and School Resource Management).

The role includes ensuring high standards of probity in the managements of public funds and in particular:

- **Value for money** – this is about achieving the best possible educational outcomes through the economic, efficient and effective use of resources
- **Regularity** – dealing with all items of income and expenditure in accordance with legislation, the terms of funding agreement and the Handbook, and compliance with the trust's internal procedures
- **Propriety** – the requirement that expenditure and receipts should be dealt with in accordance with Parliament's intentions and the principles of parliamentary control – this covers standards of conduct, behaviour and corporate governance

Included in the responsibilities of the Accounting Officer is a duty to take appropriate action if the Trust Board (or a Local Governing Body) or the Chair of the Trust Board is contemplating a course of action that the Accounting Officer considers would infringe the requirements of propriety or regularity (including the provisions of the Funding Agreement or other documents setting out the financial duties of the Trust Board or of any other rules governing the conduct of the Trust Board), or would not represent prudent or economic administration, or the efficient or effective discharge of the Trust Board's functions.

The Accounting Officer may delegate or appoint others, such as the Chief Financial and Operating Officer (CFOO), to assist in carrying out these functions.

Matters reserved to the Trust Board

Matters which are expressly reserved to the Trust Board are set out at the end of these terms of reference. In determining the division of roles between the Trust Board and the CEO, the Trust Board will have regard to the following principles:

- Non-executive powers must be exercised by the Trustees personally and may not be delegated
- Except when it is impracticable to do so, executive powers should be delegated to the CEO, who may authorise further delegation
- Every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility

Reporting to the Trust Board

The CEO is responsible for the matters delegated to them by the Trust Board but the Trust Board retains responsibility for all strategic decisions in relation to the Trust, which the CEO will ensure are considered by the Trust Board.

In order to assist the Trust Board to safeguard and apply the Trust's assets in the most effective manner, the CEO will ensure that any significant or material matter that arises in the course of the Trust's operations is reported to the Trust Board, including in particular:

- Special risk management issues, including insurance limits
- The avoidance of wrongful or fraudulent trading
- Any correspondence from a regulator of a negative nature
- Matters which are fall within the Charity Commission's definition of 'serious incidents' which require a report to the ESFA

- Any matters which require referral to the Trust Board under the scheme of delegation of financial powers
- The acquisition and disposal of assets or liabilities
- Investments and capital projects which are material in the context of the Trust's net assets or income
- Contracts which are not in the ordinary course of the Trust's operations

The CEO will:

- Provide a report to the Trust Board in writing
- Attend the Trust Board meeting to discuss the report, other relevant issues and answer questions

The CEO shall maintain regular contact with the Chairman of the Trust Board between Trust Board meetings and share all relevant information with them concerning the welfare and good reputation of the Trust, the Academies and the community.

The Relationship between the Trust Board and the CEO

It is the role of the Trust Board to act as a critical friend to the CEO. The relationship between the Trust Board and the CEO should be one of mutual trust, confidence and candour if the Trust is to succeed.

The Trust Board will support and oversee the work of the CEO and hold them accountable for the authority that is delegated to them and how they exercise it. The Trust Board will not without good cause and consultation (where practicable) interfere in the exercise of the CEO's executive powers and in particular, the role of the CEO in overseeing its work.

The Trustees are entitled to trust the CEO. However, the Trust Board must ask the CEO questions that ought to be asked and to satisfy themselves that the Trust is being properly conducted. The CEO must give the Trust Board enough information to ensure they are fulfilling his / her duties properly and expeditiously.

The Trust Board must fully consider any views and proposals relating to any matter within the non-executive powers of the Trust Board which may be submitted to them by the CEO.

When exercising his / her professional judgement, the CEO acts not only as the chief executive officer of the Trust but as an advisor to the Trust Board. Accordingly, the Trust Board should follow the CEO's advice unless they have good reason not to do so.

Any issues surrounding the performance of the CEO should be raised directly with the Chair of the Trust Board, and likewise, any concerns the CEO have over the Trust Board or one of its number should be raised with the Chair (or the Vice-Chair in the case of the Chair).

Appraisal

The CEO's performance is appraised annually by an Appraisal Committee, advised by an external assessor which reports to the Pay and Conditions Committee.

APPENDIX D: RESERVED MATTERS

Members

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

- To change the name of the Academy Trust
- To change the Objects (which would require Charity Commission and Secretary of State consent)
- To change the structure of the Trust Board
- To amend the Articles of Association
- To pass a resolution to wind up the Academy Trust
- To appoint the auditors

Trustees

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

- To change the name of the Academies
- To determine the educational character, mission or ethos of the Academies
- To adopt or alter the constitution and terms of reference of any Committee of the Trust Board
- To terminate a supplemental funding agreement for an Academy
- To establish a trading company
- To sell, purchase, mortgage or charge any land in which the Academy Trust has an interest
- To approve the annual estimates of income and expenditure (budgets) and major projects
- To appoint investment advisors
- To sign off the annual accounts
- To appoint or dismiss the Chief Executive Officer

APPENDIX E: SCHEME OF DELEGATION

The purpose of the Scheme of Delegation is to control decision making and create clarity about where decision making lies which is reflective of the stage of development of the schools in the Trust. This scheme outlines the delegated powers and responsibilities a Local Governing Body would receive to act on behalf of the Salterns Academy Trust.

The ultimate responsibility is indicated with an 'X' in the appropriate columns.

A '*' indicates an assumption of consultation.

Columns blocked off indicate that the function cannot be legally carried out at this level.

The Trust or LGB can delegate authority to a relevant committee where appropriate

Although decisions may be delegated, it is the Trust that remains responsible for any decisions made under delegation.

Key Function	No	Tasks	Decision Level		
			1	2	3
Budgets	1	Establish a central budget for corporate services	X	*	
	2	Approve the consolidated Trust budget forecast each year	X		
	3	Approve the formal Academy budget plan for the financial year		X	
	4	Monitor MAT expenditure	X		
	5	Approve the Trust budget forecast return outturn each year	X		
	6	Ensure academy expenditure is within budget	*	X	
	7	Approve the Financial Policies & Procedures	X		
	8	Carry out financial processes in line with the Finance Policies			X
	9	Appoint an audit and risk committee	X		
Staffing	10	Headteacher appointments (selection panel)	X	*	
	11	Senior leader appointments (selection panel)	*	X	
	12	Appoint other teachers			X
	13	Appoint support staff			X
	14	Agree HR policies including pay policy	X	*	
	15	Establish disciplinary/capability procedures	X	*	
	16	Dismissal of headteacher	X	*	
	17	Dismissal of other staff		X	
	18	Suspending head	X	*	
	19	Suspending staff (except head)		*	X
	20	Ending suspension (head)	X	*	

Key Function	No	Tasks	Decision Level		
			1	2	3
	21	Ending suspension (except head)		*	X
	22	Determine staff complement		X	
	23	Approve severance/compensation payments	X		
Curriculum	24	Ensure a broad and balanced curriculum is taught to all students and to consider any disapplication for student(s)			X
	25	Establish and implement a curriculum policy		X	*
	26	Agree or reject and monitor curriculum policy		X	
	27	Responsibility for standards of teaching	*	*	X
	28	Responsibility for standards of education at school level		*	X
	29	Responsibility for individual child's education			X
	30	Provision of sex education – to establish and keep up to date a written policy		X	*
	31	Prohibit political indoctrination and ensuring the balanced treatment of political issues	*	*	X
Performance Management	32	Approve an overarching performance management policy	X	*	*
	33	Ensure implementation of the individual school performance management policy		X	
	34	Review annually the performance management policy	*	X	
Target Setting	35	Set targets for student achievement	*	*	X
	36	Approve and publish targets for student achievement		X	
Discipline/Exclusions	37	Establish a discipline policy	*	X	
	38	Review the use of exclusion and to decide whether or not to confirm all permanent exclusions and fixed term exclusions where the student is either excluded for more than 15 days in total in a term or would lose the opportunity to sit a public examination. (Can be delegated to chair/vice-chair in cases of urgency)		X	
	39	Direct reinstatement of excluded students (Can be delegated to chair/vice-chair)		X	
Admissions	40	To review at least annually the admissions policy		X	
	41	Establish an admissions policy	*	X	
	42	Admissions application decisions		X	
	43	Appeal against LA directions to admit student(s)		X	
Religious Education	44	Responsibility for ensuring provision of RE		X	*
Premises and Insurance	45	Ensure buildings and liability insurances in place	X	*	
	46	Develop a school buildings strategy or master plan	X	*	
	47	Refurbish and maintain buildings, including developing properly funded maintenance plan	*	X	
Health & Safety	48	Institute a health and safety policy	X	*	
	49	Ensure that health and safety regulations are followed		X	

Key Function	No	Tasks	Decision Level		
			1	2	3
School Organisation	50	Publish proposals to change category of school	X	*	
	51	Proposal to alter the character of the Academy day	*	X	
	52	Set the times of school sessions and the dates of school terms and holidays	*	X	
	53	Ensure that the school meets for 380 sessions in a school year			X
	54	Ensure that school lunch nutritional standards are met where provided by the governing body.			X
	55	Ensure provision of free school meals to those students meeting the criteria			x
Information for Parents	56	Prepare and publish information for parents or school prospectus		*	X
	57	Adopt and review home-school agreements		X	
Governance Procedures	58	Prepare instrument of government and any amendments thereafter	X		
	59	Appoint (and remove) Executive Headteacher/Directors/Clerk of the MAT subject to the requirements of the Articles	X		
	60	Appoint (and remove) the governors/clerk of a local governing body	X	*	
	61	Hold a full governing body meeting at least three times a year		X	
	62	Set up a Register of Directors' Business Interests	X		
	63	Set up a Register of Governors' Business Interests	*	X	
	64	Approve and set up a Governors Expenses Scheme	X		
	65	Discharge duties in respect of students with special educational needs by appointing a "responsible person"		X	
	66	Consider whether to exercise delegation of local functions to individuals or committees (subject to this scheme of delegation)		X	
	67	Regulate the GB procedures (where not set out in law)	X	*	
	68	Establish a risk management strategy and maintain an accurate risk register	X		
	69	Monitor the effect of actions taken to control risk	*	X	
Trust	70	Consider applications to join the Trust	X		
	71	Agree the due diligence requirements for such	X		
	72	Review the Trust KPIs	X		
Federations	73	Consider forming a federation/joining a federation of local schools	X	*	
Extended Schools	74	Decide to offer/cease to offer additional activities and to what form these should take		X	
	75	Put into place the additional services to be provided			X
	76	Ensure delivery of services provided			X

