

Salterns Academy Trust

Overview of Governance, Roles and Responsibilities

1. Introduction

Salterns Academy Trust (the Trust) is a multi-academy trust (MAT) which was established on 1st April 2015. Its constitution is set out in the Articles of Association (see 'Documents' tab) The Trust is both a limited company, registered at Companies House and a charity, whose charitable purpose is the advancement of education. The Trust's funding agreement with the Secretary of State allows it to run a number of academies.

The purpose of this document is to summarise the roles and responsibilities at the various levels of governance of the Trust.

2. The role of the members

The members of the Trust are guardians of the governance of the Trust and as such have a different status to trustees. Originally they were signatories to the memorandum of association and also signed the Trust's first articles of association. The articles of association describe how members are recruited and replaced, and also stipulates how many of the trustees the members can appoint to the Trust board. (8 of the 11 trustees) The members appoint trustees to ensure that the Trust's charitable object is carried out and so are equally able to remove trustees if they fail to fulfil this responsibility. Accordingly, the Trust Board submits an annual report on the performance of the Trust to the members. Members are also responsible for approving any amendments made to the Trust's articles of association; approving a name change for the Trust; changing the structure of the Trust Board; passing a resolution to wind up the Trust and formally appointing the auditors.

The Trust has three independent members

David Giles, Founding Member
Mike Park, Signatory to Articles
Scott Taviner, Independent

Our articles of association make clear that the Chair of the Trust Board acts as a fourth member.

3. The role of the Trust Board

The MAT is a charitable company and so trustees are both charity trustees (within the terms of section 177(1) of the Charities Act 2011) and company directors. Because trustees are bound by both charity and company law, the terms 'trustees' and 'directors' are often used



interchangeably. The trustees have overall responsibility for the general control and oversight of the Trust. In accordance with the provisions set out in the articles of association and funding agreement, the Trust is legally responsible and accountable for all statutory functions of the Trust and for the performance of all schools within the Trust. The Trust can delegate a number of responsibilities to its committees, the local governing bodies or its executive leaders and therefore must produce and approve annually a written Scheme of Delegation in which it clearly shows what responsibilities it has delegated. The Trust Board must also approve annually a scheme of delegation of financial powers that maintains robust internal control arrangements. This is found in the Trust's Financial Policy.

In addition, the Trust must carry out the three core governance functions:

1. Ensure clarity of vision, ethos and strategic direction
2. Hold the Chief Executive Officer (CEO) to account for the educational performance of the Trust's schools and their students, and the performance management of staff
3. Oversee the financial performance of the Trust and make sure its money is well spent

The board of trustees has the right to review and adapt its governance structure at any time which includes adding and removing delegated powers. The Trust remains responsible for all decisions, irrespective of the Scheme of Delegation.

Trust directors:

- Steven Labeledz, CEO
- Andy Cree, Chair and Independent
- Paul Hayes, Vice-Chair and Independent
- Amanda Barrett, Independent
- Flick Drummond, Independent
- Maria Phillips, Independent
- Claire Copeland, Headteacher of Trafalgar School
- Nys Hardingham, Headteacher of Admiral Lord Nelson School
- Tania Osborne, Chair of ALNS LGB
- Joanne Bennett, Chair of TS LGB

4. The role of Trust Board committees

The Trust Board has established several committees to carry out some of its governance functions which may include making decisions, although any decisions made will be deemed decisions of the Trust Board. The membership and responsibilities of board committees are set out in each committee's terms of reference.

Current Committees:	Finance and Resources	Chair: Maria Phillips
	Pay and Conditions	Chair: Andy Cree
	Audit	Chair: Paul Hayes

6. The role of the Chief Executive Officer

The CEO has the delegated responsibility for the operation of the Trust including the performance of the Trust's schools.

The CEO is the accounting officer so has overall responsibility for the operation of the academy trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability; avoiding waste and securing value for money.

The CEO leads the executive management teams of the academy trust. This teams comprises the headteachers of the two schools and, separately, the heads of finance and HR. The CEO will delegate executive management functions to these teams and is accountable to the Trust Board for their performance.

7. The role of the school headteacher

Each school's headteacher is responsible for the day to day management of the school. They are line-managed by the CEO but also report to their LGB on matters which have been delegated to it which may include an element of monitoring and scrutiny of the school's management processes.

8. Core values and Expectations of Conduct

All Trustees, governors and leaders within Salterns Academy Trust are expected to:

- observe the highest standards of impartiality, integrity and objectivity in relation to the governance of the Trust
- judge every decision taken against the charitable objective of advancing education for the children and young people served by the Trust
- follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life (referred to as "the Nolan Principles" and set out below)

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.

Scheme of Delegation – Good/Outstanding Schools

PURPOSE

To control decision making, create clarity about where decision making lies and ensure accountability at all levels

INTRODUCTION

This scheme outlines the delegated powers and responsibilities a Local Governing Body would receive to act on behalf of the Salterns Academy Trust.

The delegated decision-making responsibility is indicated with an 'X' in the appropriate columns. An '*' 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.

This delegation will be reviewed annually.

Key Function	No	Tasks	Decision Level		
			1	2	3
Budgets	1	Establish a central budget for corporate services	X	*	
	2	Recommend the formal Academy budget plan for the financial year		X	
	3	Approve the consolidated Trust budget forecast before 30 th July each year	X		
	4	Monitor MAT expenditure	X		
	5	Approve the Trust budget forecast return outturn by 21 st May 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 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	*	

Key Function	No	Tasks	Decision Level		
			1	2	3
	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	*	
	21	Ending suspension (except head)		*	X
	22	Determine staff complement	*	X	
	23	Approve severance/compensation payments and conditions	X		
Curriculum	24	Establish and implement a curriculum policy		X	*
	25	Agree or reject and monitor curriculum policy	*	X	
	26	Responsibility for standards in every academy in the Trust	X		
	27	Responsibility for standards of education at school level		X	*
	28	Responsibility for individual child's education			X
	29	Responsibility for ensuring provision of sex education – to establish and keep up to date a written policy		X	*
	30	Responsibility for ensuring provision of RE		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	
Behaviour	37	Establish a student behaviour policy	*	X	
	38	Review the use of exclusion and to decide whether or not to confirm any permanent exclusions and fixed term exclusions where the student is either excluded for more than 15 days in total in a term		X	
	39	Direct reinstatement of excluded students (Can be delegated to chair/vice-chair)		X	
Admissions	40	Establish an admissions policy	*	X	
	41	To review at least annually the admissions policy	*	X	
	42	Admissions application decisions		X	
	43	Appeal against LA directions to admit student(s)		X	
Data protection	44	Approve the data protection policy for the Trust and appoint a DPO	X		
Premises & Insurance	45	Ensure buildings and liability insurances in place	X	*	

Key Function	No	Tasks	Decision Level		
			1	2	3
	46	Develop a school buildings strategy or master plan	X	*	
	47	Refurbish and maintain buildings, including developing properly funded maintenance plan	*	X	
Risk Management	48	Establish a risk management strategy and maintain an accurate risk register	X	*	
	49	Monitor the effect of actions taken in order to control and mitigate risk	*	X	
	50	Approve and review annually a Business Continuity Plan	X	*	
	51	Approve a health and safety policy for each school	X	*	*
	52	Ensure that health and safety regulations are followed		*	X
School Organisation	53	Publish proposals to change category of school	X	*	
	54	Proposal to alter the character of the Academy day	*	X	
	55	Set the times of school sessions and the dates of school terms and holidays	*	X	
	56	Ensure that the school meets for 380 sessions in a school year			X
	57	Ensure that school lunch nutritional standards are met			X
	58	Ensure provision of free school meals to those students meeting the criteria			x
Information For Parents	59	Prepare and publish information for parents or school prospectus		*	✗
	60	Adopt and review home-school agreements		X	
Governance Procedures	61	Prepare instrument of government and any amendments thereafter	X		
	62	Subject to the Articles of Association, determine the formal scheme of delegation	X		
	63	Appoint (and remove) Executive Headteacher/Directors/Clerk of the MAT subject to the requirements of the Articles	X		
	64	Appoint (and remove) the trust appointed governors to the LGB's	X	*	
	65	Appoint and remove LGB appointed governors to the LGB's	*	X	
	66	Hold a full governing body meeting at least three times a year		X	
	67	Set up and maintain a Register of Business Interests of Members, Directors, Governors and key staff	X		
	68	Approve and set up a Governors Expenses Scheme	X		
	69	Discharge duties in respect of the safeguarding of students including Prevent by appointing a responsible person and a nominated governor	*	X	
	70	Discharge duties in respect of students with special educational needs by appointing a responsible person and a nominated governor	*	X	
	71	Consider whether or not to exercise delegation of local functions to individuals or committees (subject to this scheme of delegation)		X	
	72	Regulate the governance procedures (where not set out in law)	X	*	

Key Function	No	Tasks	Decision Level		
			1	2	3
Trust	73	Consider applications to join the Trust, including agreeing the due diligence requirements to be carried out	X		
	74	Advising members on the options for long-term sustainability of the Trust	X		
	75	Develop and review the Trust KPIs	X		
Community lettings and additional services	76	Oversee the use of the school facilities for any other additional services outside the core purposes of the Trust		X	

Finance and Resources Committee

TERMS OF REFERENCE

Constitution and Authority

The Salterns Academy Trust Board of Directors ("the Board") has resolved to establish a Finance and Resources Committee ("the Committee") to advise the Board on matters relating to the Trust's finance and resources 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 four Directors. The Chair of the Board will be an ex-officio member. The Chair of the Committee will be a non-executive member of the Trust.

Directors who are not members of the Committee should have the right of attendance. The clerk will circulate minutes of meetings of the Committee to all members of the Board.

The Chief Executive in his role as Accounting Officer and the Finance Manager will normally attend meetings of the Committee.

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 external auditor may request a meeting if he or she considers one necessary.

The Committee will be quorate if at least 3 voting members are present, provided that at least 50% of these are not members of staff of the Trust.

Up to two external co-opted members may also be appointed who are not members of the Board or staff of the Trust

The Committee will report to the Board on any decisions taken in accordance with the Schemes of Delegation and delegated powers, including the Trust's assets, depreciation and removal of such items from the asset register.

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.

The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary and may require experts to be present and to advise when drafting disclosures to be made in the Trust's annual Report and Accounts

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

Duties

The Committee is required to fulfil its responsibilities as set out in these Terms of Reference in line with the Academies Financial Handbook, the Trust's Financial Regulations and in compliance with the Funding agreement with the Secretary of State for Education.

To ensure sound management of the Trust's finance and resources, including proper planning, monitoring, probity and value for money.

To **consider** and **advise** the Board on the following specific matters:

- the annual estimates of income and expenditure and financial forecast for the Trust and its Academies
- the five year budget plan and strategy
- recommending the approval of the Budget Forecast Return
- recommending the approval of the Budget Forecast Outturn Return
- reviewing the annual budget in detail appropriate to the Scheme of Delegation.
- monitoring the performance of the local governing body of each Trust school in ensuring that the school is operating within its agreed budget.
- determining and monitoring the budget for the use of the Trust top-slice, ensuring that it represents best value for money
- monitoring the revenue finances of the Trust and its Academies and advising the Board on progress towards achieving its financial objectives
- monitoring and approving amendments to the Trust's policies relating to finance, staffing and buildings, including capitalisation, depreciation, treasury management, investment and borrowing, charging and remission, health and safety
- evaluating the financial elements of the risk management policy including health and safety, buildings and insurance
- monitoring the management accounts of the Trust, in line with the Academies Financial Handbook and advising the Board on the year-end Accounts
- considering all relevant reports by the Finance Team or the appointed external auditor, including reports on the Trust's accounts, achievement of value for money and the response to any management letters;
- the financial implications of all strategic matters
- reviewing the Trust's Financial Regulations on an annual basis
- monitoring of expenditure on capital development projects and asset management, including CIF projects
- the scrutiny of legal or contractual arrangements including service level agreements
- working with the external auditor to produce an annual report for the Board and Accounting Officer regarding the Trust's internal controls
- devising and implementing a Reserves Management strategy for the Trust.
- devising and implementing an Estates Development strategy for the Trust.
- considering reports from all statutory and advisory inspections of Trust premises and advising the Board of necessary actions, arranging surveys when required
- to approve the annual Land and Building Collections report
- monitoring all financial arrangements made between Trust Schools, ensuring that they are equitable, sustainable and in line with Trust Aims and Development priorities.

The Committee will be convened at least 4 times annually:

- In the autumn term to analyse the Accounts Return and the annual Auditors Report and to determine whether it can recommend the Annual report to the full Board.
- In the spring term to review the six monthly figures, note the funding allocation for the next year and review the expenditure on capital projects.
- In the summer term there will be at least 2 meetings, one in May to analyse the Budget Forecast Return Outturn before submission to the ESFA and in June to analyse the Budget Forecast Return for the following year before recommending that the full Board approve and submit it.

Pay and Conditions Committee

TERMS OF REFERENCE

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

- The Director of HR will act a Clerk to this committee; the minutes are confidential and will not be circulated

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

Directors who are not members of the Committee should have the right of attendance.

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, 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 minutes of the Committee's meetings are confidential to its members and Trust records only

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.

The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary

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, taking into account all Equalities legislation.

The Committee will 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

Audit Committee

TERMS OF REFERENCE

Constitution and Authority

The Salterns Academy Trust Board of Directors ("the Board") has resolved to establish an Audit 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 school governing body. The Chair of the Committee will be a Director other than the Chair of the Board.

The Chief Executive will normally attend meetings of the Committee, but not as a member.

The Chair of the Finance and Resources Committee will normally attend meetings of the Audit Committee but not as a member.

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 2 voting members are present.

Up to two external co-opted members may also be appointed who are not members of the Board or staff of the Trust. Other Directors will not have the right to attend 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.

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

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.